

**Draft Minutes:**  
**2024 Special General Meeting**  
**Friday 19 January 2024**

**PART A: PROCEDURAL MATTERS**

**1. OPENING AND WELCOME**

The Chairperson Ms. Palesa Legoze, welcomed all members present and the Deputy Minister of the Department of Communications and Digital Technologies, Mr MP Mapulane.

**2. QUORUM, CONSTITUTION OF THE MEETING AND CONSIDERATION OF PROXY FORMS**

a. The quorum, as set out in the Articles of Association (AA) had been met and the meeting was declared duly constituted.

*Annexure A: Attendance Register*

**3. WAIVER OF NOTICE**

The members approved waiving the required formal notice period for the meeting.

a. The following voting results were recorded:

In favour of approval (Yes)	96%
Abstained	0%
Not in favour of approval (No)	4%

**4. WAIVER OF THE LATE CIRCULATION OF THE PACK**

The members approved waiving the required notice period for the circulation of the pack before the meeting.

a. The following voting results were recorded:

In favour of approval (Yes)	96%
Abstained	0%
Not in favour of approval (No)	4%

**5. ATTENDANCE AND APOLOGIES**

No apologies were recorded.

**6. APPROVAL OF THE AGENDA**

The agenda was approved subject to the addition of the following items under item 11:

- i. Strategy for transformation
- ii. Server security

*The agenda was unanimously approved by the members.*

**7. DECLARATION OF INTEREST**

- a. In accordance with sections 75(4) and (5) of the Companies Act, 2008, members are reminded to declare any potential conflict of interest.
- b. The members were advised to declare their conflict of interest on the Zoom platform chat as provided.
- c. The CEO declared a conflict on the Budget Approval item, he indicated that he will be in the meeting but will not vote.

**8. PREVIOUS MINUTES**

**8.1. Minutes of the Annual General Meeting (AGM) held on the 21<sup>st</sup> of September 2023**

The minutes of the AGM meeting held on the 21<sup>st</sup> of September, 2023, were considered on a page-by-page basis and were approved without amendment.

- a. The following voting results were recorded:

In favour of approval (Yes)	100%
Abstained	0%
Not in favour of approval (No)	0%

**Ordinary Resolution Number 1: 19 January 2024**

It was **RESOLVED** that the minutes of the previous AGM are **CONFIRMED AND APPROVED**.

**9. MATTERS ARISING REPORT**

**9.1. Matters Arising from the AGM held on the 21<sup>st</sup> of September 2023**

The Matters Arising Report as circulated in the meeting pack were taken as read and it was highlighted that management was still in the process of confirming whether there would be any further reduction on the Audit costs. Management reported that they would revert at the end of the financial year.

The members noted the matters arising.

**PART C: AGM MATTERS**

**10. ITEMS FOR CONSIDERATION**

**10.1. Appointment of the External Auditors**

The Chairperson reported that the auditors had been appointed for two years and the agreement had indicated that they would provide their services for three years subject to an annual review of their performance.

- a. The following results were recorded:

In favour of approval of the appointment (Yes)	100%
Abstained	0%
Not in favour of approval of the AFS	0%

**Ordinary Resolution Number 2:19 January 2024.**

It was **RESOLVED** that the re-appointment of Makhadzi Consulting Incorporated as the ZADNA auditors for the 2023/24 financial year is hereby approved and **CONFIRMED**.

## 10.2. Budget for the 2024/25 Financial Year

The Finance Manager, Ms Mpholeng presented the budget for the 2024/25 financial year and these were the highlights:

- a. The total budget for the year was R28, 630 085.41 (**twenty-eight million, six hundred and thirty thousand, and eighty-five and forty-one cents**).
- b. The anticipated revenue was R21 075 000, additional income is expected from interest, non-commercial subsidy and external funding was R2, 150 085.41, 1 405 000 and R4 000 000 respectively, making it a total of R28 630 085.41 in anticipated revenue.
- c. The total expenditure was forecast to be R28, 550 000.00 including office rental, which was R1, 457 764.00 including the cost of relocation to the new office premises. The Board remuneration and conference expenses was budgeted at R1, 400 000.00 and this included Board fees for members at R 10 000 per meeting and the Committee meetings which are held quarterly with Committee members getting a fee of R4 482 per meeting. This also included training.
- d. The Namespace Development item was budgeted at R3, 286 000.00 and the funds were allocated for increasing visibility, awareness, marketing and public management. The DNS program budget was reduced by over 50% compared to the previous financial year, and the reduction was attributed to exploring alternative methods for providing training.
- e. R500 000.00 was budgeted for stakeholder engagements most importantly for the Small, Medium, and Micro Enterprises (SMMEs) and an additional R200 000.00 was put aside to support DCDT's local activities.
- f. Total employee costs were R14, 888 688.66 and included employee salary, benefits, bonuses, training and development and recruitment fees.
- g. R750 000.00 will be invested in Pay Pax, a digital currency handling platform, which will be designated to capital expenditure to cover recruitments, hardware and software and other office refurbishments.

### The members made the following comments:

- a. Mr Guy (member) indicated that he would post his comments and question via the chat on the Zoom platform as he was having connectivity issues.
- b. Mr. Archibald (member) raised concerns about the reduction in the budget for the Registrar-Reseller Development Program, accentuating its importance for SMMEs and highlighting the need for sufficient funds for post-training support to ensure commitment.
- c. Mr Mark requested clarification regarding the significant reduction in the DNS support local budget and the value-for-money aspect of the training, which enhances customer satisfaction. He highlighted the high attendance rate and the positive reception of the training programs. Additionally, he inquired about the training requested by ZADNA from ZARC, highlighting the absence of a response thus far. Furthermore, he also inquired about ZADNA's policy regarding ensuring internet safety in South Africa.
- d. Mr Guy enquired about the telephone bill to which the CEO responded that a 1% increase was being proposed from a total cost of R316 800.00 in the 2023/24 financial year to R320 000 in the 2024/25 financial year.
- e. The CEO clarified that the reduction in the Domain Name System (DNS) budget would not directly impact training initiatives, as partnerships would be leveraged to provide the service. However, he acknowledged the inadequacy of funds allocated for awareness-raising activities. The CEO mentioned the effective utilisation of community radio stations for this purpose.

- f. On the issue of stakeholder engagement, the CEO explained that ZADNA had specific initiatives to support as a State-Owned Entity (SEO). The budget primarily focused on logistical requirements to reach designated sites.
- g. The CEO further highlighted the support provided by the Department of Communications and Digital Technologies (DCDT) for various initiatives, allocating funds when feasible. One such initiative was the Internet Governance (IG), despite its non-legislated nature. The CEO emphasised that IG necessitates ZADNA to act as a secretariat, underscoring the budget for coordination funds and the intention of attracting funding from interested parties.
- h. The Chairperson reiterated the significance of IG and emphasised ZADNA's pivotal role in alignment with policies. It was noted that ZADNA's mandate involves both informing the public about internet-related matters and advising the government on relevant policies.
- i. An enquiry was raised regarding the pursuit of additional funding from DCDT or the National Treasury for the non-domain functions undertaken by ZADNA, including secretariat work. The CEO responded, indicating ongoing discussions concerning IG matters. The Competition Commission of South Africa (“**CCSA**”) has underscored the necessity for a distinct focus on IG, leading to the establishment of a committee liaising with regional and national bodies. Furthermore, he elaborated on the imperative of IG and exploring avenues to integrate it into ZADNA's mandate and responsibilities. He indicated that funding had been received from the ZAGIF to implement the programs.

- a. The following voting results were recorded:

In favour of approval of the 2024/25 Budget (Yes)	94%
Abstained	0%
Not in favour of approval of the 2024/25 Budget	6%

### Ordinary Resolution Number 3:19 January 2024

#### It was **RESOLVED**:

The 2024/25 Budget is hereby approved and **CONFIRMED**.

## 11. OTHER BUSINESS

### 11.1 Strategy for Transformation

- a. The members deliberated on the efficacy of the Board's current strategy for transformation, expressing concerns about its effectiveness in achieving the desired transformation objectives. Questions arose regarding the potential regression of the strategy and inquiries were made regarding the formulation of a strategy for the upcoming five-year period, given the imminent conclusion of the current five-year strategy.
- b. The Chairperson informed the members that the Board intends to conduct a comprehensive evaluation of both the accomplishments and shortcomings of the existing strategy. Subsequently, the insights garnered from this evaluation will be utilised to chart the course for the new period, 2025 going forward. She further indicated that the outcomes of this assessment will be presented either through a formal report or in a subsequent meeting. **[ACTION, CHAIRPERSON]**
- c. The Chairperson underscored to the Board their responsibility to uphold and enhance internet infrastructure while considering its impact on users. Additionally, she emphasised the importance of assessing the efficacy of training programs,

particularly in terms of the number of individuals who have successfully registered as registrars post-training, and the economic advantages associated with internet participation.

- d. The Chairperson added that as a Board, the main objectives was transformation and measuring the impact of registrar participation.

## 11.2 Server Security

- a. Mr Seema reported that measures were being taken to ensure server security, and the highlighted issue was the domain name infringement.
- b. He informed the members that they were in the process of setting up reporting channels, and they were also getting assistance from government stakeholders, i.e., Server Security. He reiterated the importance of alerting the general population of domain name infringement and that in the last quarter, there was dedication towards this cause.
- c. The Chairperson added that if an illicit website was found, Clause 7.7 of the Communications and Digital Acts states that proper channels should be followed to take it down based on reliable information and after engaging other partners as well.
- d. The CEO added that they were proposing a set of regulations which require that in order for a registrar to acquire a license, they have to disclose ownership of the company in line with BBEE and ICT standards. This is to also monitor representation in the sector.

## 12. CLOSURE

The Deputy Minister highlighted the following points in conclusion:

- a. He commended the transparency of the budget and the engagement of the members thereof however, he added that he had noted the areas which require improvement.
- b. He notified the Board that their term was coming to an end in the following 12 months, and a notice had been issued in terms of section 62 of the Electronic Communications and Transaction Act 2002 (ECT Act), which requires that the Minister must appoint an independent panel consisting of five (5) members, who will conduct interviews and make recommendation to the Minister.
- c. He added that the Minister was in the process of selecting panel members and that in the coming weeks he would meet with the Board and the Executive, thereafter a follow up and report would be made.
- d. The Deputy Minister enquired on the progress of the school digitisation project, he expressed passion in this regard and the intention to create a digital footprint, in the schools, with a specific focus on the rural and disadvantaged areas. He also notified that funding had been made available for this initiative and an action plan was thus required to be presented with urgency. **[ACTION CEO]**

The Chairperson thanked all the present members and the Deputy Minister for attending the meeting. She indicated that the comments were noted and that she was anticipating regular attendance from the Deputy Minister.

Signed as a true record of what was discussed at the meeting.

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**Chairperson**

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**Date**

**DRAFT**

**ATTENDANCE REGISTER – ANNUAL GENERAL  
MEETING VIA ZOOM VIRTUAL PLATFORM  
FRIDAY 19 JANUARY 2024 AT 10H00**

**A MEETING PACK WAS CIRCULATED IN PREPARATION FOR THIS MEETING**

Name	Attendance
1. Ms. Palesa Legoze	Present
2. Ms. Veronica Motloutsi	Present
3. Ms. Sizo Mzizi	Present
4. Prof. Daniel Mashao	Present
5. Prof. Kasturi Moodaliyar	Present
6. Mr. Nicholas Msibi	Present
7. Ms. Malekgoloane Malapane	Present
8. Mr. Molehe Wesi	Present
9. Mr. Peter Madavhu	Present
10. Adv Lerato Seema	Present
11. Mr. German Moutlaneng	Present
12. Mr. Cedrick Lumadi	Present
13. Mr. Dean Moyo	Present
14. Mr. Trevor Sithole	Present
15. Mr. Kodishang Tshwaane	Present
16. Mr. Rodney Maphanga	Present
17. Lufuno Netshiongolwe	Present
18. Lebogo Lesedi	Present
19. Simla Budhu	Present
20. Bashan Jacobs	Present
21. Thabo Seerold	Present
22. Mr. Mark Elkins	Present
23. Mr. Teboho Tsoako	Present
24. Mr. Andre Coetzee	Present

25. Mr.Mark Mpsa	Present
26. Suping Mangope	Present
27. Nomso Kana	Present
28. Dimitre Tshabalala	Present
29. Kgomotso Dithebe	Present
30. Kgosi Langa	Present
31. Mr.Ben Maditsi	Present
32. Xolile Rasmeni	Present
33. Simpiwe Balfour	Present
34. Sizeka Manyonya	Present
35. Nkosinathi Mbele	Present
36. Oliphant Sentle	Present
37. Sherwin Booysen	Present
38. Halse Guy	Present
39. Mr. Jerome Letsema	Present
40. Lwandiso Mpetsheni	Present
41. Lunga Xuma	Present
42. Mr. Sibusiso Shabangu	Present
43. Mr. Jannie Labuschagne	Present
44. Euwen Ngomane	Present
45. Siphiwo Tshemese	Present
46. Kabelo Tsiane	Present
47. Ms. Thandeka Ukpong	Present
48. Archibald Monnahela	Present
49. Sicelo Mtsali	Present
50. Tendani Mudau	Present
51. Lucky Matjelo	Present
52. Tsepo Tsweni	Present
53. Luvo Grey	Present



54. Tebogo Matebesi	Present
55. Tshifiwa Fambe	Present
56. Helen Tladi	Present
57. Craig Meyer	Present
58. Loyiso Tyira	Present
59. Zola Kuzwayo	Present
60. Johan Greeff	Present
61. Ms. Motlalepule Monama	Present
62. Ms. Maneo Scott	Present
63. Gugu Sema	Present
64. Gift Maeko	Present
65. Ms. Busisiwe Mathonsi	Present
66. Ms.Nkhensani Malungani	Present
67. Thumela Myalem	Present
68. Boipelo Manoko	Present
69. Anna Manaswe	Present
70. Martin Mokgokong	Present
71. Sandile Shabangu	Present
72. Ms. Kedibone Mpholeng	Present
73. Mandla Masango	Present
74. Makatu Mavhungu	Present
75. William Stucke	Present
76. Tebatso Chiloane	Present
77. Ms.Plantina Mokone	Present
78. Ms. Angel Selebano	Present
79. Zuko Rabotapi	Present
80. Mr. Thabang Ledwaba	Present
81. Bongsi Silubane	Present
82. Kasturi Moodaliyar	Present

83. Ms. Zandile Ndlovu	Present
84. Ms.Ntombizanele Ngangelizwe	Present
85. Malesela Ramasila	Present
86. Tinyiko Valoyi	Present
87. Tebogo Shisana	Present
88. Cora Nxumalo	Present
89. Motsamai Mokhomo	Present
90. Voimar Meetings	Present
91. Mark Mpsa	Present
92. William Seakamela	Present

**Approved by:**

21 September 2023

Board Chairperson

Date

Ms Palesa Legoze