NOTICE OF ANNUAL GENERAL MEETING OF THE SOUTH AFRICAN DENTAL ASSOCIATION (SADA) NPC
Registration Number 1935/007092/08

Notice is hereby given that the Twelfth Annual General Meeting (AGM) of The South African Dental Association (SADA) NPC will be held at 18:00 on Thursday, 15 March 2012, at the Sunnyside Park Hotel, Princess of Wales Terrace, Parktown, Johannesburg to transact the following business.

Dr R Vermeulen
Chairman SADA Board

AGENDA

1. Notice Convening the Meeting
   1.1. In Memoriam
   1.2. Announcement of Proxy Holders
   1.3. Greetings
   1.4. Apologies

2. Minute of Previous Meeting
   2.1. Minute of Meeting of 7 March 2011: Sunnyside Park Hotel, Parktown Johannesburg.
   2.2. Matters arising from previous Minute
       Any matters arising from the previous Minute.

3. Address by SADA President: Dr Z T Khasa

4. Motions of which Notice has been given

RESOLUTIONS

Ordinary Resolutions
To consider and if deemed fit, to pass, with or without modification, the following ordinary and special resolutions of The South African Dental Association (SADA):

4.1. Ordinary resolution number 1: Adoption of the annual financial statements
   “Resolved that the audited annual financial statements of The South African Dental Association (SADA) for the year ended 30 September 2011, including the reports of the directors and auditors be and are hereby adopted.”

The audited annual financial statements for 2011 are contained in this Annual Report, of which this notice forms part.

The Head of Finance and Administration, Mr Shepherd Musanhu will report.

4.2. Ordinary resolution number 2: Reappointment of Auditors
   “Resolved that Grant Thornton South Africa, (137 Daisy Street, Sandton, Johannesburg 2096, Gauteng) be and is hereby re-appointed as auditors of the SADA (and as at the date of this notice of AGM, Grant Thornton South Africa has determined that Mrs Gillian Smith is hereby appointed as designated auditor) to hold office for the ensuing year of the Association and to authorise the directors of SADA to fix their remuneration”

Grant Thornton has indicated its willingness to continue in office and ordinary resolution 2 proposes the reappointment of that firm as the Association’s auditors until conclusion of the present financial year.

4.3. Ordinary resolution number 3: Approval of Payment of Honoraria to members of National Council and Board Committees
   “Resolved, that the Association’s honoraria remuneration policy to members of National Council and Board Committees approved by National Council be and is hereby approved.”
The Association’s honoraria remuneration policy considered by National Council is set out below:

<table>
<thead>
<tr>
<th>Designation</th>
<th>Honoraria for the financial year ending 30 September 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td></td>
</tr>
<tr>
<td>Chair Meetings</td>
<td>R4 500.00 per meeting</td>
</tr>
<tr>
<td>Meeting Fee Attendance</td>
<td>R2 000.00 per meeting</td>
</tr>
<tr>
<td>Telecon / Videocon</td>
<td>R 750.00 per meeting</td>
</tr>
<tr>
<td>Retainer based on 75% attendance</td>
<td>R9 000.00 per annum</td>
</tr>
<tr>
<td>Vice President</td>
<td></td>
</tr>
<tr>
<td>Chair Meeting obo President</td>
<td>R4 500.00 per meeting</td>
</tr>
<tr>
<td>Attendance at Meeting obo President</td>
<td>R2 000.00 per meeting</td>
</tr>
<tr>
<td>Telecon / Videocon</td>
<td>R 750.00 per meeting</td>
</tr>
<tr>
<td>National Council Members</td>
<td></td>
</tr>
<tr>
<td>Attendance at meetings</td>
<td>R1 430.00 per meeting [(R2 860 pa)</td>
</tr>
<tr>
<td>Committee Members</td>
<td></td>
</tr>
<tr>
<td>Attendance at meetings</td>
<td>R 715.00 per meeting</td>
</tr>
</tbody>
</table>

4.4. Ordinary resolution number 4: Approval of a Directors’ authority to take action in respect of the resolutions

“Resolved that the Executive Director of the Association is hereby authorised to do all things and sign all documents on behalf of the Association to carry into effect the resolutions contained in this notice to the extent the same have been passed and, where applicable, registered.

SPECIAL RESOLUTIONS

4.5. Special resolution number 1: Remuneration of Non-Executive Directors for the year ending 30 September 2012

*Resolved that the remuneration payable to non-executive directors of SADA be and is hereby approved as follows:

4.5.1. For the period 1 October 2011 to 30 September 2012 (2012 financial year) as set out in the table below:

<table>
<thead>
<tr>
<th>Designation</th>
<th>Fees for the financial year ending 30 September 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman</td>
<td></td>
</tr>
<tr>
<td>Chair Meetings</td>
<td>R 6 000.00 per meeting</td>
</tr>
<tr>
<td>Meeting Fee attendance</td>
<td>R 2 000.00 per meeting</td>
</tr>
<tr>
<td>Telecon / Videocon</td>
<td>R 1 000.00 per meeting</td>
</tr>
<tr>
<td>Retainer based on 75% attendance</td>
<td>R36 000.00 per annum</td>
</tr>
<tr>
<td>Vice Chairman</td>
<td></td>
</tr>
<tr>
<td>Chair meetings obo Chairman</td>
<td>R 4 000.00 per meeting</td>
</tr>
<tr>
<td>Attendance meetings obo Chairman</td>
<td>R 2 000.00 per meeting</td>
</tr>
<tr>
<td>Board Members</td>
<td></td>
</tr>
<tr>
<td>Chair Meeting Fee</td>
<td>R 3 000.00 per meeting</td>
</tr>
<tr>
<td>Attendance Fees meetings</td>
<td>R 2 000.00 per meeting</td>
</tr>
<tr>
<td>Telecon / Videocon</td>
<td>R 750.00 per meeting</td>
</tr>
<tr>
<td>Retainer based on 75% attendance</td>
<td>R 7 500.00 per meeting</td>
</tr>
<tr>
<td>Independent Board Members</td>
<td></td>
</tr>
<tr>
<td>Attendance meetings</td>
<td>R 1 100.00 per hour with cap of R4400.00 per meeting</td>
</tr>
<tr>
<td>Independent Committee Members</td>
<td></td>
</tr>
<tr>
<td>Attendance meetings</td>
<td>R 1 100.00 per hour with cap of R4400.00 per meeting</td>
</tr>
</tbody>
</table>

4.5.2. Thereafter (from 1 October 2012) but only until the expiry of a period of 24 (twenty four) months from the date of the passing of this special resolution no. 1 has expired (or until amended by a special resolution of members prior to the expiry of such period), on the same basis as above, escalated as determined by the Board of SADA, up to a maximum of 5% (five per cent) per annum per amount set out as aforesaid”

The reason for this special resolution is that in terms of section 66 (8) and (9) of the Companies Act, 2008, remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by members within the previous two years and allowed by the Association’s MOI. SADA MOI does not prohibit the payment of such remuneration.

4.6. Special Resolution 2: Approval of Amendments to the SADA Memorandum of Incorporation (MOI)

The Board of Directors of SADA have given notice of a motion to amend the MOI and rules so as to facilitate the appointment of an additional Black African non-executive director who is an ordinary member of SADA, who shall serve for the unexpired term of office of the first two years and who shall be responsible for the implementation of transformation strategies and policies at SADA and shall be chairman of a new Board Committee known as the Transformation Committee as “follows:-

“ARTICLE 4 – DIRECTORS AND OFFICERS

4.1. Composition of the Board of Directors

4.1.1. The Board of Directors of the Association shall comprise ten directors for the unexpired portion of two years for the initial transitional period and nine Directors after expiry of the transitional period of two years, each of whom is to be elected and appointed in the manner set out in Part A of Schedule 4 of this Memorandum of Incorporation and whose term of office shall be two years”.

4.4.1. Article 4 – Directors and Officers

4.5.1. For the period 1 October 2011 to 30 September 2012 (2012 financial year) as set out in the table below:
Schedule 4 – Directors and Officers

2. Composition of Board of Directors

Article 2.2
2.2 During the initial transitional phase for the unexpired portion of the first term of two years, the Board shall consist of ten directors, with nine Non-Executive Directors (including two independent non-executive directors) and one Executive Director. Of the nine Non-Executive Directors, at least three shall be Black African Directors. One Black African Non-Executive Director who shall be an ordinary member of the Association shall be responsible for transformation policies and strategies at SADA and one Non-Executive Director shall be a female Director preferably from National Council and/or ordinary members of the Association.

2.3 After the expiry of the transitional period above, the Board shall consist of nine directors, with eight Non-Executive Directors and one Executive Director. Of the eight Non-Executive Directors at least two Non-Executive Directors shall be Black African Directors and one Non-Executive Director shall be a female Director preferably from National Council and/or ordinary members of the Association.

2.4 National Council shall:
2.4.1 elect seven Non-Executive Directors from Ordinary Members of the Association for the unexpired period of the transitional phase for the first term of two years subject to above;
2.4.2 elect six Non-Executive Directors from Ordinary Members of the Association after expiry of the transitional phase above.”

Schedule 6 – Rules

16.6. Transformation Committee
16.6.1. A transformation Committee is hereby established.
16.6.2. Its function will be to advise the Board:
16.6.2.1. To guide, monitor, review and evaluate the Association’s progress on transformation, with specific reference to major elements of transformation, being management control, employment equity, skills development, preferential procurement, enterprise development and socio-economic development initiatives.
16.6.2.2. identifying and monitoring transformation risks that may impact on the business and/or good reputation of the Association and the suitability of associated risk management strategies;
16.6.2.3. providing guidance relative to the initiatives and activities required to demonstrate meaningful commitment to Transformation Policy Framework;
16.6.2.4. ensuring that the various stakeholders, regulators and government, are kept fully apprised of the commitment of the Association to meaningful transformation that reflects the demographics of the country at every level.
16.6.2.5. ensuring that SADA Branch and national membership as well as officers comprise of persons that reflect the demographics of the country from the designated groups at every level.
16.6.2.6. reviewing succession plans with demographic and gender representation at senior executive and board level;
16.6.2.7. Formalising the reporting of transformation to the Board.
16.6.3. It shall consist of:-
16.6.3.1. A chairperson who shall be the non-Executive Director of the Board who is appointed to oversee implementation of transformation portfolio at SADA;
16.6.3.2. three additional members who shall be practitioners from the White, Indian and Coloured groups elected by National Council;
16.6.3.3. the chairperson of the Board of Directors and Chief Executive Officer of the Association in an ex officio capacity with rights to speak but not vote.
16.6.4. The quorum is three members and term of office is for the unexpired portion of the first two years.
The minimum percentage of voting rights that is required for ordinary resolutions to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on resolutions.

The minimum percentage of voting rights that is required for special resolutions to be adopted is 65% (sixty-five percent) of the voting rights plus 1 to be cast on the resolutions.

Proxy
A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who need to be a SADA members) if they are unable to attend, to attend, participate in and vote at the meeting on your behalf.

Members are strongly urged to exercise their rights by completing and returning the proxy form which is included in this Annual Report as a loose leaf insert.

5. SADA Annual Report: Ms M Smit CEO

6. The Professional Provident Society of South Africa
6.1. Report by SADA representative on Board: Dr J Patel
6.2. Appointment of SADA Representative for 2012/2013

7. Other Business
7.1. Any urgent Matters for Discussion by the AGM

8. Acknowledgement and Thanks

9. Closure
I/We (Please print full names)

being members of SADA, hereby appoint (see Note 1)

1. ............................................................................................................................. or failing him/her,

2. ............................................................................................................................. or failing him/her,

the Chairman of the annual general meeting at Sunnyside Park Hotel, Princess of Wales Terrace, Parktown, on Thursday 15 March 2012 at 18h00 as my/our proxy to attend and speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions to be proposed and at each adjournment of the meeting and to vote for or against the ordinary and special resolutions or to abstain from voting, in accordance with the following instructions.

Insert an ‘X’ in the relevant spaces above according to how you wish your votes to be cast. Unless otherwise directed, the proxy may vote as he/she thinks fit.

<table>
<thead>
<tr>
<th>Ordinary resolution 1: Adoption of the annual financial statements</th>
<th>FOR</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary resolution 2: Reappointment of Auditors</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ordinary resolution 3: Approval of Payment of Honoraria to members of National Council and Board Committees</td>
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<td>Special resolution 1: Remuneration of Non-Executive Directors for the year ending 30 September 2012</td>
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</tr>
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<td></td>
</tr>
</tbody>
</table>

Signed at ......................................................... on .......... of .......................................................... 2012

Signature ...........................................................................................................................................

Completed forms of proxy must be lodged with SADA headoffice at 16H00 Tuesday 13 March 2012.

Please read the notes on the reverse side of this proxy form.
NOTES TO PROXY FORM

1. Each member is entitled to appoint one or more proxies (who needs to be a member of the Association) to attend, speak and vote in place of that member at the annual general meeting.

2. A member may insert the name of a proxy or the names of two alternative proxies of the member’s choice in the space provided, with or without deleting ‘the chairman of the annual general meeting’. The person whose name stands first on the form of proxy and who is present at the annual general meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.

3. A member’s instructions to the proxy have to be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box provided. Failure to comply with this shall be deemed to authorise the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the ordinary and special resolutions at the annual general meeting or the appointed proxy to vote or to abstain from voting at the annual general meeting, as he/she deems fit, in respect of all the member’s votes exercisable thereat.

4. The chairman of the annual general meeting may reject or accept any form of proxy that is completed and/or received in any manner other than in accordance with these instructions and notes.

5. Any alterations or corrections to this form of proxy shall be initialled by the signatory/signatories.

6. The completion and lodging of this form of proxy shall not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.

7. Forms of proxy have to be lodged with or posted to SADA head office marked for the attention of Mrs L Domenico at Ground Floor, 31 Princess of Wales Terrace, Parktown, Johannesburg.

8. Proxy forms can also be submitted by fax to Mrs L Domenico [fax number 086 683 0702] or e-mailed to ldomenico@sada.co.za. The forms of proxy must be received no later than 16H00 Tuesday 13 March 2012.