



MOSEL BAY GOLF ESTATE HOME OWNERS ASSOCIATION

Association incorporated under section 21 of the Companies Act 1973 (as amended)

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MINUTES OF THE 27th ANNUAL GENERAL MEETING OF THE MOSEL BAY GOLF ESTATE HOME OWNERS ASSOCIATION THAT WAS HELD ON THURSDAY, 7 NOVEMBER 2024 AT 18H00 IN DOXA DEO, MOSEL BAY

1	OPENING & WELCOMING:	
	The chairperson, Dr Nick Van Noordwyk, opens the meeting and welcomes everyone present.	
2.	ATTENDANCE PROXIES AND APOLOGIES:	
2.1	Members as per the attendance register: 148 Member Vote Proxies received: 70	
	A legal Quorum is obtained. Status Mark: L Uys & J Stander & E Andrews (SM)	
2.2	Apologies received: <ol style="list-style-type: none">1. Gary Hart2. Steve en Erna Olivier3. Etienne van Zyl4. Errol en Helen Van Rensburg5. JD van Reenen6. Dr JD Griesel7. Dieter Schulze8. Dr George Morrison9. John Collins10. Ines Barker11. Llewellyn Brooks	
3.	MOTION OF SUPPORT	
	Mr Van Der Merwe presents the motion of support to the current Board. Mr Wannenburg inquires whether individuals with proxies are permitted to speak at the meeting. Dr. Van Noordwyk clarifies that a proxy to vote pertains solely to voting rights, and one must possess a power of attorney or mandate to speak on another's behalf. SM confirms that mandates have been received and that Mr Wannenburg holds one. Mr. Van Der Merwe proceeds. The following points are highlighted: <ul style="list-style-type: none">• There is some tension on the Estate, impacting the morale and state of mind of the Board.• If the motion fails, the Board will immediately resign, a new Board will need to be elected, and this meeting will be adjourned to a later date.• The motion is based on the 80/20 principle: if 80% of owners are satisfied with the management of 80% of the significant issues, it is considered a win-win situation.• The Estate warrants a vote of confidence.• Estate living entails adherence to established rules.• These rules, developed by the Collective over an extended period, are expected to be governed and enforced by the Board	

The following significant items are highlighted:

- **Security:** MBGE enforces very strict security rules and controls. While some rules may irritate and frustrate residents, they are essential for protecting everyone living in the Estate.
- **Finances:** Financial resources are generated by the levies paid. The proposed levy for the next financial year is R125 more than the current financial year (R1725). Compared with other Estates like MBGE, this amount is kept relatively low due to sound financial management and governance.
- **Beauty of the Estate:** The gardens and reserve are well maintained, making it a pleasure to live in the Estate.
- **Structure of Governance and Communication:** Every owner has the opportunity to be involved in the management of the Estate. There are sub-committees where anyone can play a role. Communication with owners is facilitated through regular Newsflashes and Newsletters.
- **Owner Participation:** Owners are urged not to negatively influence others against the Board through one-sided avenues such as WhatsApp. Owners are encouraged to get involved rather than bombard the Board with daily making suggestions, demands, and negative criticism.
- **Access to Information:** Not all information can be made accessible to everyone. The Board regularly deals with sensitive information about owners, and it would not be good governance to make such information available on demand.
- **Board Service:** Serving on the Board is an unpaid role. It is encouraged to support the Board and hold them accountable.

Various owners voiced concern with the motion and requested for the motion to be withdrawn, as it might cause further division amongst the owners. While others stressed the importance of the motion.

Voting is conducted using green cards to indicate support for the motion and red cards to indicate opposition.

Proposer: Francois van der Merwe Seconded: HJ Bloemhof

The meeting adjourns at 19:10 for the votes to be counted.

The meeting resumes at 19:20.

Results:

For the motion: 104

Against the motion : 100

4. ELECTION OF DIRECTORS

The current composition of the HOA Board exists of 6 directors.
One third of the Board must stand down every year.
Mr Piet Ackerman and Mr Henry Böning has stepped down and is not available for re-election.

There are 4 vacancies.

8 Nominations have been received:

1. Kosie Otto
2. Neil van Rooyen
3. Jaco du Bruyn
4. Peter Askew
5. Arno von Mansberg
6. Sakkie Jacobs
7. Andre du Toit
8. Willem Nel.

	<p>Bowtie are commended for their efforts.</p> <p>Regarding communication: The Board has implemented sub-committees under each Director within the various portfolios. Directors may co-opt owners and other role players to contribute to these sub-committees. These structures are functioning very well and positively impact the Board's decision-making process.</p> <p>The Chairperson highlights the last paragraph of the report: "As we reflect on the progress made over the past year, it is essential to recognize the collective efforts and dedication of all residents, staff, and the Board. Together, we have created a vibrant community where our shared vision for the Mossel Bay Golf Estate continues to flourish. Let us focus on the successes we have achieved and the bright future ahead. Your ongoing support and engagement are invaluable as we strive to enhance our Estate."</p>	
7	ORDINARY RESOLUTIONS	
7.1	ORDINARY RESOLUTION NO 1 (Financial Statements)	
	<p>Consideration and Approval of Financial Statements as presented by Mr Van Rooyen.</p> <p>Mr Peet Bierman, who was the Director in charge of the finance portfolio until August 2024, is also present to answer questions if needed. The auditors, Rain, are also present.</p> <p>Various questions are raised by owners and satisfactorily answered by Mr Bierman.</p> <p>Mr. Jacobs places on record that there has been an ongoing dispute regarding the interpretation of Article 31 of the MOI, which is interpreted as giving the Board a mandate to exceed the approved budget by R150,000.00.</p> <p>The Chairperson mentions that Mr Jacobs has submitted an email to that effect. Due to the legal implications, it has been referred to the Legal Subcommittee for investigation.</p> <p>The Chairperson requests owners to vote on the resolution</p> <p>Proposer: P Venter Seconded: N Van Noordwyk</p>	
	In favour: 155 (81.15%)	Against: 36
	Abstain: 27	
	<p>ORDINARY RESOLUTION 1 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 1 WAS ACCEPTED</p>	
7.2	ORDINARY RESOLUTION NO 2 (Auditor's Remuneration)	
	<p>The Board requests that owners appoint Rain Auditors as the auditors for the coming financial year and approve their remuneration.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: N van Rooyen Seconded: N Van Noordwyk</p>	
	In favour: 171 (85.07%)	Against: 30
	Abstain: 17	
	<p>ORDINARY RESOLUTION 2 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 2 WAS ACCEPTED</p>	
7.3	ORDINARY RESOLUTION NO 3 (Budget)	

	<p>The budget for 2025/26 is tabled.</p> <p>The budget estimates for the upcoming financial year were circulated prior to the Annual General Meeting.</p> <p>Mr Van Rooyen provides a detailed overview of the budget and the proposed way forward.</p> <p>There are 394 shareholders who are part of the HOA, with an asset value of 1.6 to 2 billion rand that needs to be maintained.</p> <p>The budget is divided into 16 categories, with sub-categories created within these categories to provide a more detailed breakdown of the distribution of funds.</p> <p>Owners must be aware that unforeseen eventualities may occur which have not been budgeted for. This is the biggest risk to the HOA. To cover these costs, budgets from other categories may need to be reallocated, savings utilized, or a special levy requested.</p> <p>There is approximately R4 million in the bank. The average cost to the Estate is around R700,000.00 per month, providing 5 to 6 months of operating costs.</p> <p>It is crucial to emphasize the importance of paying the monthly levies on time.</p> <p>The estimated operating cost is around R8.4 million, or R700,000.00 per month, which calculates to a monthly levy of R1788. The HOA benefits from the interest received on the savings account.</p> <p>Including the estimated interest for the next financial year reduces the levy to the current proposal of R1725 per month, which is R125 more than the current year. The proposed budget does not allow for increasing savings to fund future projects that may be needed.</p> <p>Various owners comment on the Budget and the presentation given.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: N van Rooyen Seconded: N Van Noordwyk</p>		
	<p>In favour: 185 (94.39%)</p>	<p>Against: 11</p>	<p>Abstain: 22</p>
<p style="text-align: center;">ORDINARY RESOLUTION 3 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 3 WAS ACCEPTED</p>			
<p>7.4</p>	<p><i>ORDINARY RESOLUTION 4 Upgrading existing management and operational facility</i></p>		
	<p>Mr Röth presents the resolution. It is crucial for the Board to align with legal requirements regarding the facilities for HOA employees. The following needs have been identified:</p> <p>Toilets for personnel and contractors employed by the Board.</p> <p>Storage space for tools and equipment.</p> <p>A yard for use by the Estate Managers.</p> <p>Replacement of the Wendy house.</p> <p>Enlargement of the offices of the Estate Managers.</p>		

	<p>These improvements will need to be executed in phases.</p> <p>The Board is seeking permission to initiate the planning process, which will require the appointment and remuneration of specialists.</p> <p><u>It is recommended by the meeting that the resolution be amended as follows:</u> <i>Members approve that the Board may use up to 15% of the proposed amount of R1,980,000 for professional fees to conduct planning. The Board will then break the project into phases with associated costs and present it to the owners at a special meeting.</i></p> <p>The amendment is unanimously approved by the meeting.</p> <p>The Chairperson requests owners to vote on the amended Resolution.</p> <p>Proposer: P Venter Seconded: S Röth</p>		
	In favour: 130 (68.42%)	Against: 60	Abstain: 28
	<p>ORDINARY RESOLUTION 4 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 4 WITH AMENDMENTS WAS ACCEPTED</p>		
7.5	<i>ORDINARY RESOLUTION 5 Care Unit for MBGE</i>		
	<p>Dr Griesel has sent his apologies and is unable to attend. Mr. van den Berg presents the proposal.</p> <p>It is requested that the Board reopen the investigation into establishing a care unit at MBGE.</p> <p>Various owners raises their concern with the proposal in terms of cost, placement of such a unit and sustainability.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: Dr Griesel Seconded: Mr van den Berg</p>		
	In favour: 53 (27.04%)	Against: 143	Abstain: 22
	<p>ORDINARY RESOLUTION 4 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 5 WAS NOT ACCEPTED</p>		
7.6	<i>ORDINARY RESOLUTION 6 (Gardens and development in the Nature Reserve)</i>		
	<p>Mr Böning presents the proposal to the meeting.</p> <p>The reserve area is leased from the Municipality for a period of 99 years. The purpose of this lease is stated as: "to manage, rehabilitate, and maintain the leased area as a major asset of the development, maximizing its environmental potential and preserving its ecosystems." The agreement specifies that "the leased area shall be used as a nature reserve and for no other purpose whatsoever without the prior written consent of the Lessor." In the event of a breach of this agreement, the Lessee has the right to cancel the agreement and reclaim the property.</p> <p>There are owners with properties along the border of this area who have extended their</p>		

	gardens into the reserve.		
	It is proposed that these owners be addressed and that a process of rehabilitation begins.		
	A comment is raised against the resolution as it can be resolved with individual owners.		
	A comment is made that it is unfair to allow certain owners to encroach over their boundaries, as this practice puts everyone at risk of losing the reserve.		
	The Chairperson requests owners to vote.		
	Proposer: S Röth		Seconded: H Böning
	In Favour: 92 (48.17%)	Against: 99	Abstain: 27
	ORDINARY RESOLUTION 6 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 6 WAS NOT ACCEPTED		
7.7	ORDINARY RESOLUTION 7 (Percentage of flat roofs allowed for existing)		
	Mr. Böning presents the proposal.		
	It is proposed that Section 2.9.5 of the Architectural Guidelines be amended to allow the ARC to approve applications for flat roof extensions for existing houses, up to 20% without forwarding it to the Board. This amendment aims to reduce the time taken for approval, considering that the Board only meets every two months.		
	The Chairperson requests owners to vote.		
	Proposer: H Böning		Seconded: N Van Noordwyk
	In Favour: 174 (89.69%)	Against: 20	Abstain: 24
	ORDINARY RESOLUTION 7 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 7 WAS ACCEPTED		
7.8	ORDINARY RESOLUTION 8 (Short-term letting)		
	Resolution 8 is withdrawn by the proposer		
	Withdrawal is unanimously accepted by the meeting		
	Proposer: J Stiglingh		Seconded: J Braisher
	In Favour:	Against:	Abstain:
	ORDINARY RESOLUTION 8 IS WITHDRAWN		
7.9	ORDINARY RESOLUTION 9 (Amendment to Security Rules)		
	Mr. Venter presents the proposal.		
	It is proposed that Security Rules 9.29 and 9.30 be amended due to two incidents that		

	<p>occurred at MBGE. An armoured vehicle with armed guards attempted to deliver a high value parcel to a residence, posing a significant safety risk to the Estate.</p> <p>Armoured vehicles with armed guards are not allowed on the Estate.</p> <p>Additionally, taxis are entering the Estate without being declared and monitored. At times, they enter with a large number of passengers who are also not monitored, posing another risk to residents.</p> <p>All taxis must enter through the contractor's gate. If they enter after hours, they must be escorted by armed response to ensure the safety of residents.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: P Venter Seconded: P Ackerman</p>		
	In Favour: 157 (80.1%)	Against: 39	Abstain: 21
	<p>ORDINARY RESOLUTION 9 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 9 WAS ACCEPTED</p>		
7.10	<i>ORDINARY RESOLUTION 10 (Amendment of Rule 9 of the Mossel Bay Home Owners Code of Conduct)</i>		
	<p>Mrs Halse presents the Resolution.</p> <p>It is proposed that the definition in the Code of Conduct of contractors be amended. At present rule 9.1 reads: "<i>which include furniture removals, freight, deliveries, quotations, etc.</i>"</p> <p>In the Contractor's Code of Conduct it reads: "<i>(includes building contractors, sub-contractors, suppliers, gardening services, courier services, delivery services, etcetera.)</i>"</p> <p>It is recommended that the Board revisit the definition of contractor and align all governing documents to include the approved definition.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: T Halse Seconded: W Galgut</p>		
	In Favour: 96 (55.81%)	Against: 76	Abstain: 46
	<p>ORDINARY RESOLUTION 10 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 10 WAS ACCEPTED</p>		
8	<i>Special Resolutions</i>		
8.1	<i>SPECIAL RESOLUTION 1: Amendment of MOI</i>		
	<p>Mr Venter presents the Special Resolution.</p> <p>The Board endorses the proposal by Mrs Halse to amend the definition of Contractor in the MOI.</p> <p>It is proposed that the current definition of Contractor in the MOI be expanded to include "any other Service Provider employed by a member to deliver a service to the member's residence."</p>		

	<p>Mrs Halse suggests that the definition of building contractor remains unchanged and that a new definition for all other service delivery suppliers be added.</p> <p>The Chairperson requests owners to vote.</p> <p>Proposer: P Venter Seconded: N Van Noordwyk</p>		
	<i>In Favour: 86 (49.71%)</i>	Against: 87	Abstain: 44
	<p>SPECIAL RESOLUTION 1 MUST BE ACCEPTED BY A 75% MAJORITY VOTE, THEREFORE SPECIAL RESOLUTION 1 WAS NOT ACCEPTED</p>		
8	GENERAL		
	No matters discussed.		
9	CONCLUSION		
	<p>The meeting adjourned at 21H50</p> <p>Distribution: Minutes book All owners</p>		

DRAFT