



MOSSEL 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 22nd ANNUAL GENERAL MEETING OF THE MOSSEL BAY GOLF ESTATE HOME OWNERS ASSOCIATION THAT WAS HELD ON THURSDAY, 20 DECEMBER 2019 AT 10H00 IN THE DUTCH REFORMED CHURCH HALL ("MOEDERGEMEENTE"), C/O BLAND AND CHURCH STREET, MOSSEL BAY

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| 1 | <u>OPENING & WELCOME:</u> | |
| | The chairman, Mr Willem Roux, opened the meeting and welcomed everyone present. A warm welcome is extended to new owners and swallows. The meeting was presented in English, and if any owners required a translation; Willem Prinsloo & Cleon Steyl were available to translate. | |
| 2. | <u>ATTENDANCE PROXIES AND APOLOGIES:</u> | |
| | Members as per the attendance register: 74 Member Proxies received: 87 | |
| | A legal Quorum was obtained. | |
| | Status Mark: Messrs WCE Prinsloo, S Koen & C Steyl | |
| | Apoloiges: Mr. & Mrs Van Der Gryp Tobie Kock Stephan Olivier Barend Nortje JD Van Renen Jacques Cronje Patrick Family Trust Wouter Coetzee Jolandie Botha Anton Geldenhuys Elna Botha Steve and Sue Bourne Elfred & Charlene Fritz Jim Alexander Alf Heideman Gustav & Lizette Kruger Barend Meintjes Janette Haasbroek Michael Mentz Morf Family Teresa Olivier John Collins Charl Vorster Tiana van der Merwe Sabine Schultz Peet Bierman | |
| 3 | <u>APPROVAL OF THE PREVIOUS MINUTES & MATTERS ARISING:</u> | |
| | The minutes of the AGM of 20 December 2018 were tabled and the members were asked to approve with or without amendments: Point 5. Chairman's Report: Mr. Van Heerden stated that no special resolution was taken regarding legal fees. Minutes are so approved: Proposer: Mr. J Gouws Seconded: Mr. N Van Heerden | |
| 4 | <u>ELECTION OF DIRECTORS:</u> | |

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| | <p>Current composition of the Board is 8 to coincide with the number of portfolios. Three (3) positions are vacant.</p> <p>Status Mark received 2 nominations for the positions, however no nomination was received from the floor.</p> <p>The Board will consider to co-opt a director if needed.</p> <p>Nominations received; and elected: Mr. P Bierman (Finance portfolio) Ms. E Olivier (Rules and Regulations portfolio)</p> <p>The Board therefore consists of the following members: K Otto P Venter W Roux Dr. N Van Noordwyk Frans Gerber P Bierman E Olivier</p> <p>The Chairman thanked Mr. Kuun and Martin Smith for their years of service to the HOA on the Board.</p> | |
| 5 | CHAIRMAN'S REPORT | |
| | <p>The written report was circulated prior to the meeting and updated and approved at the Annual General meeting.</p> <p>The Chairman mentions that Mr. Blythe-Wood was omitted in the report as co-opted board member.</p> <p>The following matters were highlighted:</p> <p>Finance: Mr P Bierman is the current Chairman (co-opted) of the Financial Portfolio.</p> <ul style="list-style-type: none"> ➤ Mr. Van Heerden asked whether in terms of the MOI, any amount to be spent above R150 000 (in this case Status Mark) must be approved via special resolution as per article 31(1)(2) of the MOI; and did the board go out to tender. ➤ The Chairman stated that it was the decision of the Board not to go out to tender based on the previous years of performance by Status Mark. There is also no indication in the MOI that this decision must be a special resolution, simply an ordinary resolution with a 60%+1 majority. Therefore, the budget will be decided on those terms. ➤ Mr. Van Heerden disagrees. <p>Golf Club: Dr. Nick van Noordwyk (Chairman)</p> <ul style="list-style-type: none"> ➤ The meeting wanted to know what the current position is regarding the negotiations with the Club. ➤ The Chairman pointed out that there is a resolution non the table to extend the current agreement with 5 years (amended). ➤ If no agreement could be reached, the current agreement runs out mid-2020 and the only document in force would be the notarial agreement of lease. ➤ This document makes no mentions of payment to the Club, however does grant certain rights to the HOA and duties to the Club. ➤ These duties and rights are enforceable by the Municipality upon written request by either party of breach of said rights/duties. ➤ In case where the Club goes under financially, the HOA will take over the lease on the | |

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| | <p>same terms, therefore cost to the HOA would probably be the same as currently plus increased costs.</p> <ul style="list-style-type: none"> ➤ Mr. Van Heerden asked whether the condition of the course was taken up with anyone and what was done. ➤ Dr. Van Noordwyk stated that this was taken up with the Club, as well as with the Municipality with various letters and meetings. ➤ It must also be said that the greenkeeper left during this period, which was a blessing in disguise. ➤ Some of the activities done to rectify the problem were: <ul style="list-style-type: none"> ○ Rolled grass was bought ○ Interseeding and new fertiliser applied ➤ The drought also had an impact on the condition of the course. Borehole water is now being used to water the course. ➤ Mr. Van Heerden wanted to know whether the greenkeeper was disciplined at all? ➤ The Chairman stated this would be with the Club. He also left their employ subsequently. ➤ The members asked if anyone was receiving free golf rounds, and if so, who approved this? ➤ The Chairman stated this is a question for the Club, not the HOA AGM. <p>Security: Pieter Venter (Chairman)</p> <ul style="list-style-type: none"> ➤ The Chairman thanks Pieter and his team for the excellent work done in 2019. ➤ Mr. Dieter Schulze asked how the new “internal line system” is to be implemented? ➤ The Chairman stated that two cell phones will be bought for the gates, the members will then submit 2 numbers to Status Mark who will programme those numbers into the cell phones to communicate with members. The numbers of the cell phones will be communicated to members during late January 2020. <p>Rules & Regulations: Carel Kuun (outgoing Chairman), assisted by Mr T Leonard is the Chairman of the Rules and Regulations Portfolio.</p> <ul style="list-style-type: none"> ➤ Mr. Kuun is thanked for his work during his tenure as director. <p>ARB: Dr. Nick van Noordwyk (Chairman)</p> <ul style="list-style-type: none"> ➤ Mr. Moll questioned why the two vacant erven at San Bartolomeo, which belong to the HOA, is not attracting OTB penalties. ➤ Mr. G Smith stated there were in fact zoned public open space, therefore cannot attract penalties. ➤ Mr. Moll objected stating he has differing information from the Municipality. ➤ The Board will investigate. ➤ A member questioned why he was told to remove his fence when complying with regulations. ➤ Dr. Van Noordwyk stated he will investigate and will have a sit down with the member if needed. ➤ Mr. Van Rensburg stated that he was not allowed to continue with construction during the holiday season, yet another member continued to lay pavement. ➤ Dr. Van Noordwyk stated that emergencies are allowed, however he will investigate the matter. | |
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| | <p>Nature and Environment: Frans Gerber (Chairman)</p> <ul style="list-style-type: none"> ➤ Mr. Ehrenperger stated that no one can do a study on butterflies in one day only. It must be over a period of days or weeks. ➤ The Chairman stated that the Lepidopterist society was contacted who recommended this specialist. ➤ On that specialist's advice, the Board approved the study to be done. ➤ The time and date were given by the specialist, seeing that October was just after breeding. | |
| 6 | Ordinary resolution 1: Changes to the Rules to make provision for a pet levy | |
| 6.1 | <p>Members were asked to vote whether to charge pet owners an additional levy for their pets.</p> <p>Such levy will be used for among other things, to install several stations along the golf estate and course with "poo bags".</p> <ul style="list-style-type: none"> ➤ The proposer stated his case as motivation for the resolution. ➤ Mrs. Fouracres questioned why more rules needed to be made instead of just applying current rules and managing it more effectively? ➤ Andre Jonker stated that the HOA must be careful of putting up more rules. ➤ Piet Ackerman stated that if people are going to be levied, they will lose all accountability and will not pick up behind their dogs since someone else will now do it. ➤ Mr. De Jager requests that the resolution be withdrawn. <p style="text-align: right;">Proposer: D Schultz Seconded: I Janse Van Rensburg</p> | |
| | In favour: 40 (26.85%) | Against: 109 Abstain: 1 |
| | ORDINARY RESOLUTION 1 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 1 WAS NOT ACCEPTED | |
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| | Ordinary Resolution No2: Registration of golf carts at Status Mark and the display of the erf number on the golf cart | |
| 6.2 | <p>Members were asked to vote on whether to change the rules to make provision for clearly marked golf carts which are also to be registered at Status Mark.</p> <ul style="list-style-type: none"> ➤ Proposer stated his case for motivation. ➤ Danie le Roux asked what is going to be done with all this information? ➤ Francois Oliver stated that there should be a rule that kids are not allowed to drive golf carts. <p style="text-align: right;">Proposer: D Schultz Seconded: I Janse Van Rensburg</p> | |
| | In favour: 72 (50.7%) | Against: 70 Abstain: 4 |
| | ORDINARY RESOLUTION 2 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 2 WAS NOT ACCEPTED | |
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| | Ordinary Resolution 3 - The conversion of the "Allan Gray road fund" to a Legal fund or capital maintenance fund | |
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| 6.3 | ORDINARY RESOLUTION 3 WAS WITHDRAWN AND THEREFORE NOT VOTED ON. | |
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| | Ordinary Resolution 4 - That the Conduct rules be changed that no new cats will be allowed as pets on the Estate; and all cats currently on the Estate must be registered with Status Mark | |
| 6.4 | <p>The proposer stated his case for motivation of the resolution.</p> <p style="text-align: right;">Proposer: D Schultz Seconded: I Janse Van Rensburg</p> | |
| | In favour: 95 (66.9%) | Against: 47 Abstain: 9 |

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| | ORDINARY RESOLUTION 4 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 4 WAS ACCEPTED | | |
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| | Ordinary Resolution 5 - Instruction to the Board to consider the levy apportionment based on usage or size of property | | |
| 6.5 | ORDINARY RESOLUTION 5 WAS WITHDRAWN AND THEREFORE NOT VOTED ON. | | |
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| | Ordinary Resolution 6 - Area 7 (Erf 15228) clarity and study (+R30 000) | | |
| 6.6 | <ul style="list-style-type: none"> ➤ Nick van Noordwyk gave background for resolution. ➤ Danie Nel asked whether this study was just to ascertain as to whether property is to be erected, or any development. ➤ Nick van Noordwyk stated they will be looking at any development, including doing nothing. | | |
| | <p style="text-align: center;">Proposer: W. Roux Seconded: Dr. N Van Noordwyk</p> | | |
| | In favour: 74 (51.75%) | Against: 69 | Abstain: 4 |
| | ORDINARY RESOLUTION 6 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 6 WAS ACCEPTED | | |
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| | Ordinary Resolution 7 – Golf Club Relationship (AMENDED TO ONLY A 5 YR TERM) | | |
| 6.7 | <ul style="list-style-type: none"> ➤ The chairman stated the resolution has been amended to only a 5 year term, and not the remaining term of the Notarial Lease. ➤ Mr. S Jacobs stated that only a minority of members actually play golf. The rest are subsidies. ➤ Mr. S Jacobs further states that the HOA must look at what's best of the members at large. This would probably include something like a social membership which everyone can enjoy. ➤ Mr. C Kuun states that while he does not play golf, he understands the advantages of a golf club membership, especially when marketing his property. ➤ A member states that everyone must be a social member. ➤ Mr. Fryer suggests that membership must be divorced from the contribution. ➤ Mr. Martin Smith (President of the Golf Club) gave background leading up to and including the negotiations; as well as their proposal which was not tabled by the Board. ➤ In that the Club proposes a R100-150/month contribution to the Club by the HOA which will be used exclusively for capital projects. No escalation will be linked to this amount for 5-years. ➤ This could then be managed by the HOA Club representative. ➤ There are at least 6 months left until the current agreement's term expires, therefore it is requested that the two board renegotiate. ➤ Mr. H Boning suggested a number of amendments to the current resolution, the majority of which are security and noise focused. ➤ The Chairman and Vice Chairman agree this completely changes the resolution and goes far beyond a mere amendment. ➤ Mr. Dieter Schulze state that it is not plausible to stop payment. Furthermore, according to Dieter Schulze, the meeting wants membership and the contributions separate. ➤ Mr. M Smith states that it seems that the meeting has given a mandate to the HOA board to go back to the Club's board and renegotiate with 6 months to go, taking into account these terms. ➤ Mr. E Van Rensburg states that this seems to be a question of wording – the "discount" is in fact a credit due to the fact the member has paid that amount via his/her HOA levy. | | |
| | <p style="text-align: center;">Proposer: Seconded:</p> | | |
| | In favour: 43 (30.07%) | Against: 100 | Abstain: 4 |
| | ORDINARY RESOLUTION 7 MUST BE ACCEPTED BY A 60% MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 7 WAS NOT ACCEPTED | | |
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| 7 | Ordinary Resolution No 8 (Financial Statements) | | |

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| 7.1 | <p>Consideration and Approval of Financial Statements as presented: The financial statements were audited by independent auditors.</p> <ul style="list-style-type: none">➤ Mr. Van Heerden questioned whether the auditors were made aware of the OTB/Special levies and court case.➤ The Chairman states they were.➤ Mr. Moll stated that this resolution is not valid as it was not properly proposed or seconded.➤ It was subsequently proposed by Mr. Van Rensburg and seconded by Mr. G Smith.➤ The Chairman stated that these items must be included on the agenda according to the Companies Act and the HOA MOI, therefore it does not need to be proposed or seconded. The legislature and MOI compel the company to include these items on the agenda for each AGM. <p style="text-align: center;">Proposer: Ian Janse Van Rensburg Seconded: Gabriel Smith</p> | | |
| | In Favour: 131 (98.5%) | Against: 2 | Abstain: 12 |
| ORDINARY RESOLUTION 8 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 8 WAS ACCEPTED. | | | |
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| | Ordinary Resolution No 9 (Budget) | | |
| 7.2 | <p>The budget for 2020/21 was tabled.</p> <p>The budget estimates for the ensuing financial year were circulated prior to the Annual General Meeting.</p> <ul style="list-style-type: none">➤ Some members had various questions regarding some items on the budget, such as the increased maintenance amount.➤ This increased amount is due to the planned increase in maintenance activities. This increase is offset by not renewing the internal line contract with TELKOM.➤ Members are welcome to have details to the line items. <p>The budget was approved by the meeting.</p> <p>The new levy from 1 July 2020 will be R1350/month.</p> | | |
| | In favour: 126 (94.03%) | Against: 8 | Abstain: 13 |
| ORDINARY RESOLUTION 9 MUST BE ACCEPTED BY A 60% MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 9 WAS ACCEPTED | | | |
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| 8. | Ordinary Resolution No 10 (Appointment of Auditors) | | |
| 8.1 | <p>Jean Pretorius was appointed as Auditor for the ensuing year.</p> <p>The Chairman pointed out that, unlike a regular for-profit company, a non-profit company does not have to rotate auditors every 5 years. However, the auditors are getting clarity on the matter and will be informed during 2020.</p> | | |
| | In Favour: 138 (100%) | Against: 0 | Abstain: 6 |
| ORDINARY RESOLUTION 4 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 5 WAS ACCEPTED | | | |
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| | Ordinary Resolution No 11 (Auditor's Remuneration) | | |
| 8.2 | <p>The meeting approved the auditor's remuneration.</p> | | |
| | In Favour: 138 (100%) | Against: 0 | Abstain: 4 |
| ORDINARY RESOLUTION 6 MUST BE ACCEPTED BY A MAJORITY VOTE, THEREFORE ORDINARY RESOLUTION 6 WAS ACCEPTED | | | |

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| 9 | MATTERS OF WHICH PRIOR WRITTEN NOTICE HAS BEEN RECEIVED BY THE 13TH DECEMBER 2019 NO LATER THAN 10H00 | | |
| 9.1 | ALARMS - NUISANCE | | |
| | <ul style="list-style-type: none"> ➤ Mrs. Fouracres stated that they were woken up on several occasion by a house's alarm which kept going off while the residents were not there. ➤ The request is that the board look at instructing residents with alarms, who are non resident during the year; to put their alarms on silent mode. This still goes off at the security office, but does not disturb the rest of the estate. ➤ The Chairmain states that the board will definately consider this. | | |
| 11 | GENERAL | | |
| | none | | |
| 12 | CONCLUSION | | |
| | <p>Mr. Elize van Niekerk thanked the board for their work.</p> <p>In conclusion Mr Roux thanked his fellow board members, especially Mr. Kuun and Mr. M Smith who have served the Board with distinction.</p> <p>All members and their families are wished a joyous festive season.</p> <p>The meeting adjourned at 13H25</p> <p>Distribution: Minutes book All owners</p> | | |

APPROVED AT AGM 2020-12-21