



COWIES HILL ESTATE NPC (“CHE”)

Registration Number: 2017/179710/08

(“the Company”)

MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY, HELD AT THE COWIES HILL COMMUNITY HALL, 5 WOODSIDE ROAD, COWIES HILL, DURBAN, ON WEDNESDAY, 30TH NOVEMBER 2022 AT 18H51.

PRESENT: Ivor John Daniel (Non-Executive Director / Chairman)
Paul Justin Brink – Non-Executive Director
Dijon Nortje – Non-Executive Director
John Edward Charter – Non-Executive Director
Michael Ray Woods – Non-Executive Director
Members as per the attendance register

BY INVITATION: Brett Scheepers – Bright Marble Accounting / Scrutineer and CHE admin
Barry East – Member
Michelle Kramer – IDME
Kim du Toit – Scrutineer and CHE admin
Grant Laret – Blue Security
Hayley Callanan (HC) – Coscegov (Minute Taker)

IN ATTENDANCE: Chris Usher (78 Woodside Road)

APOLOGIES: Roger and Thea Gilham (2A Rockhaven Road)
Neels Volschenk (20 Belvedale Road)
Melanie-Anne Reeve (716 Josiah Gumede Road)
David and Candice Lovell (Unit 4 Santillana – Bedford Road)

Please note that the items have been recorded in terms of the numbering of the Agenda and not necessarily in the order they were discussed.

NO:	ITEMS	ACTION
1.	<p>WELCOME, APOLOGIES AND CONFIRMATION OF QUORUM</p> <p>The Chairman extended a warm welcome to both new and existing members, to the Third Annual General Meeting of the Cowies Hill Estate NPC.</p> <p>The apologies as were tendered, are recorded above and the required quorum was confirmed.</p> <p>Meeting Note: The meeting commenced at 18h04, whereby it was recorded that a reminder was sent to the members, confirming the starting time of the meeting as 18h30. As a quorum was not yet reached by the time the meeting started, the Chairman requested that additional time be given, so that the required quorum can be reached, given the misunderstanding with the starting time. Mr Barry East gave a presentation on the “Crisis Management Plan”, after which the AGM was re-commenced at 18h51.</p>	
2.	<p>NOTICE OF MEETING</p> <p>The Notice of the Meeting was circulated to the members, in line with the requirements of the company’s Memorandum of Incorporation and the Chairman took same as having been read.</p> <p>With there being 39 members present at the meeting and 10 proxies having been received, the meeting was declared to be quorate and was duly constituted.</p> <p>Post meeting note: 49 Members present in person or by proxy 47 Members constitutes a quorum</p>	

	<p><i>(Mr Hubert Stempowski was in attendance at the meeting, but omitted to sign the attendance register or provide a ballot form).</i></p>	
<p>3.</p>	<p>CONFIRMATION OF THE MINUTES OF THE ANNUAL GENERAL MEETING, HELD ON 28th OCTOBER 2021 (Annexure A).</p> <p>The Chairman noted that it is necessary to confirm the Minutes of the Annual General Meeting held on 28th October 2021. These minutes were circulated with the meeting pack, as Annexure A.</p> <p>With no amendments recorded, the Chairman requested that the minutes be approved, and further requested authorisation to sign the minutes as a true record of the proceedings.</p> <div style="border: 1px solid black; padding: 5px;"> <p>The minutes of the Annual General Meeting held on 28th October 2021, circulated with the notice as Annexure A, be and are hereby approved, and the Chairman is hereby authorised to sign these minutes, as a true record of the proceedings.</p> <p>There were no objections or abstentions recorded.</p> <p>Proposed by: Mr Brett Scheepers Seconded by: Hubert Stempowski</p> </div>	
<p>4.</p>	<p>CHAIRMAN’S REPORT – Ivor John Daniel</p> <p>Mr Ivor John Daniel as Chairman, provided the following report:</p> <p>The Cowies Hill Estate was registered as a Non-Profit Company in August 2019, with a specific mandate and objective, which is used for measuring the performance of the Company, as is defined in the MOI. These are:</p> <ul style="list-style-type: none"> - To promote and protect the safety and security of the general public. - To conserve, clean up and maintain the environment. - To uplift and improve the public/common areas. - To promote indigenous planting within the area and its surrounds. <p>As Chairman, it is my privilege to report to you, that the Company’s activities, have been pursuant to that mandate, at this the end of our third year of operations. In terms of that mandate, the Board has been structured in such a way, with various portfolios, with the main driver being security, which has remained an important activity of the Board.</p> <p>Mr Dijon Nortje, as a director of the Company, has been responsible for the security portfolio, along with Mr Barry East and Mr Willem Jardine, who form part of the Board Committee and supported by Ms Michelle Kramer from IDME and the Estate Management team, who provide technical support and maintenance of the CCTV cameras through a dedicated team.</p> <p>We are happy to report that there have been no serious crimes reported in 2022. There has also been a steady decline in minor crimes from May to September 2022. There has been a noted increase in patrols, vehicle patrols and supervisory visits in the area, month on month. The basis of the crime statistics have been analysed by Michelle Kramer, as supplied by Blue Security, and in ratio to other areas, theft was the highest crime, followed by housebreaking, which took place during daylight hours. New Germany was the hardest hit, followed by Pinetown and Westville, with Cowies Hill Estate having no reported incidents.</p> <p>Positive “SNIPER” activity on various occasions, has resulted in activations of Armed Response Officer’s (“ARO’s”) in conjunction with SAPS, which has resulted in apprehensions and arrest of vehicles involved in crime activities, outside our areas. Actions by our ARO’s, has resulted in foiled attempts of theft of electrical cables in Josiah Gumede Road, resulting in the arrest of these culprits. This shows that the security situation is an active and ongoing process.</p>	

The “Crisis Management Plan”, which the Security Committee has been tasked to bring together, and which has been a primary function of the Committee this past year, was presented earlier this evening. Together with this, is the 3rd Party Service Providers who have been a support to the Board, in all areas of security.

The Environmental Portfolio is headed up by Director Paul Brink together with Margaret Daniel, who forms part of this Board Committee, supported by two part time staff members. The Committee has been very active in the pursuit of improving the overall community environment, but particularly focused in pursuit of a policy of “Biodiversity Infrastructure Management”. The Cowies Hill Estate has registered the area as a Conservancy Area.

Noticeable achievements of this Committee include main entry points to the Estate and street and verge maintenance, as well as dealing with two areas, Braby Place and Tunbridge Drive. These are actual environments which have been enhanced with accessibility, bridges across streams and interpretive signage etc. Mr Paul Brink will provide a better description of what has been done with this Portfolio. This Portfolio is important, as it adds value to the environment, which in turn, adds value to the properties as a whole.

The Communications Portfolio is headed up by Director John Charter, together with Monique East from OneSpace Communications. They have a Communication Strategy, developed to assist in creating a positive and constructive dialog between the Estate and the membership. The management of emails, newsletters, website, social media as well as the Cowies Hill Estate app, are the current means of communication. We still feel that this is an area that needs further improvement, as two-way communication is critical. In this regard, through the Committee, surveys were done to get feedback from members, with regard to pro’s and con’s of the Estate membership.

The Marketing and Membership Portfolio, headed up by Director Mr Michael Woods together with Blue Security sales staff and the marketing team, have endeavoured to increase the membership base. Membership over the past 3 years has increased slightly, but has really just churned, in respect of people selling and new members joining, but has not necessarily been driven to get new members on board. Without the additional membership, the Estate cannot increase its amenities to the community.

Marketing surveys were conducted to observe the membership attitude, both positive and negative in terms of the performance of the Estate, and brochures and materials have been produced, to speak to non-members, in order to make them aware of the value that the membership of CHE will bring to them.

The Financial Portfolio will be addressed in more detail by Mr Brett Scheepers, when he talks to the performance over the past year as well as on the budget going forward. Do want to point out that we have co-opted two director designates in the Finance Committee, that being Mitchell Brooks and Gillian Whittington, who together with Mr Scheepers have brought a strategic framework for financial sustainability.

Not many people realise that the R980 membership has remained constant over past 3 years, due to a loan which was taken out in order to put in the security infrastructure in, upfront. This loan has now been paid for, and CHE has had a surplus in the budget, which has subsidised the increase costs. Within the financial period, a surplus was achieved.

The newly introduced Legal and Compliance Portfolio deals with issues of liability. Mr Mitchell Brooks, who is being voted in tonight as a director, is a legal practitioner who deals with issues such as liability and will ensure all issues that the Board takes one, is done legally and is compliant with the Regulations, which are constantly changing. Mr Brooks will provide a brief overview of what his portfolio will deal with.

The Cowies Hill Estate’s Board Strategic Development Plan, is a community model based on individually vested interest in the community, and therefore its continued success is reliant on active participation of the community, in terms of its direction and strategy. CHE is actively calling

for participation, for members to put themselves forward to serve on the Board and Committees of the Board. This relates to all areas of expertise, which is needed, such as finance, legal, operations, sales, marketing, communication and IT Technical skills. This participation would mean attending a 90-minute Board meeting every two months. Regular meetings are held to deal with the issues of ensuring that the strategy is being followed. The role of the Board and its Committee's, is to add to the strategy and work with the Management Team, to ensure that the Company achieves its objectives and to ensure that it is functioning within its mandate of the MOI.

The Chairman thanked the Board for their support and acknowledged the support of Mr Brett Scheepers, the Management team and Ms Michelle Kramer of IDME Consulting, for their invaluable expertise. He extended a further thanks to Grant Laret, the security manager of Blue Security, as well as the ever-present ARO's, who have kept the community safe, and thereby supported the Board. The Chairman extended a further thanks to Mr Dijon Nortje, who is resigning as of this AGM, for his invaluable support since the inauguration of CHE.

The Chairman called on Mr Paul Brink to provide the Board with a brief overview of his portfolio.

Mr Brink advised that his portfolio covers two areas, namely the environment and the infrastructure and services. Mr Brink talked to the environmental component first, and the following salient points were highlighted:

Mr Brink noted that initially CHE was set up with a focus on "Greening", which is a term he wishes to move away from, as this term can be misunderstood, resulting in the planting of Roses and Brumelias. He likes to ensure that everything being planted is indigenous, local and endemic. Mr Brink referred to it rather as a "Biodiversity Restoration Project". He noted that he is looking to restore the biodiversity element in the Estate, without it looking like a jungle. The focus firstly is to reclaim the public open spaces in the Estate, namely the Avon Conservancy (previously Avon park), the Tunbridge Conservancy, which has been sorted out, the top of Comrades Corner, where the water fountain is, which has an area zoned for conservancy, and the road reserves around that area, being the entrance into Cowies Hill. The other conservancy area is the Macdonald Road wetland area, which he is looking to expand, to link up with the open land between Cheshire and the M13. This area has been cleaned out already, all the way down to the Woodside Wedge, which is the area between the M13 and Woodside, as well as the Palmiet River and the tribute trees. He noted that there are other areas being worked on, but it is not the main focus.

These are the 5 conservancy sites, but the two main successes this year, was getting the Avon Park and the Tunbridge Conservancy areas sorted out, with bridges for easy access, the cutting of trails, eradication of alien plants and the planting of indigenous trees, in order to screen the neighbouring properties for privacy and to make the area look more like a conservancy area.

Other beautification sites targeted were prominent road intersections, like the Rockhaven Rockery, the Braby rockery, the Woodside junction, which was recently completed, work has started on the Macdonald Road and Moore Crescent area, where there is an aloe garden. The top of Norfolk crescent, there has been a hedge barrier created and the M13 offramp, near Sasol, there has Erythrina coral trees planted. Mr Brink advised that in terms of "Gardening and Maintenance", this included ongoing gardening activities within the conservancy parks, ongoing weeding and cleaning process of beautification sites and gate gardens (at the main access gates).

Mr Brink further advised that the portfolio is also dealing with a broader problem, that being the infestation of balloon vines, which is an alien plant, at the upper area of Josiah Gumede. He noted that three applications of herbicide had been administered in the past year, and the Committee is also busy cleaning up the embankment and planting indigenous and endemic species, which will form a continuous corridor.

Mr Brink reported that the picking up of rubbish, mostly on Josiah Gumede road, is ongoing on a weekly basis. He noted that the allocated budget for the biodiversity restoration is R325k per annum, which is split R95k for Capex for new work and investment into a particular site, as well as R235k for Opex. Mr Brink noted that most of the Opex budget goes towards ongoing maintenance, with most going towards labour and refuse removal.

Mr Brink noted that the above are the two major spends and advised that bi-monthly portfolio reports are provided on the CHE website, so members will be able to see where their money is being allocated and spent. As a sub item on the financials, donations and contributions were received, whereby members donated plants and rocks from their own gardens, which has helped quite a bit and benefited the Estate. One member donated R5k to help with the Woodside junction, which was a fantastic start receiving such a large donation. A further donation of R10k each by two members, was received whilst work was being done at the Ernest Whitcutt Bridge, near the culvert by Springside road.

Mr Brink advised that these donations go a long way to assisting with the Biodiversity budget. He further advised that the Committee has also assisted its members who had a build-up on their verges, whereby the Estate offered to remove their garden refuse for R200, in order to assist in keeping the verges clean. This is done via the issuing of a tax-deductible invoice. Mr Brink advised that in addition to the above donations, Shelley Residential, a sponsor to the Biodiversity Project, has donated R50k per annum as well as branded clothing for the "Green Team", consisting of green golf shirts and hats. In return for this sponsorship, they receive a mention in the newsletters, allocated signage and a mention on the website. Another large sponsor is Meondo Holdings who specialise in contract cleaning, who have contributed R20k towards 5 litter bins, which is working well and is being kept clean by the Estate. He thanked both Shelley Residential and Meondo Holdings for their generous donations.

Mr Brink extended a further thanks to Rob Crankshaw, who had generously donated a large contribution of trees, from his own personal garden and his nursery, as well as Rob Jamieson, who had provided ongoing advice on the control of alien invasive plants. The Westville Conservancy also fully supports the Biodiversity program of the Estate. Also work with the broader eThekweni Conservancy Forum and attend meetings and share ideas and learn from them. Mr Brink extended his final thanks to Ms Margaret Daniel, whose energy and artistic eye have been invaluable to the Portfolio.

Mr Brink, noted his appreciation towards Baba Cele ("Mkhulu"), who picks up all the rubbish in the Estate, and requested that the members reward him with a coke or a box of cigarettes, if they happy to pass him by. Further appreciation was extended to the backbone of the greening programme, being Moses Hlongwe and Stanley Bhezwa, who are both outstanding, hard-working and reliable, and who take great pride in wearing their Cowies Hill uniform, green shirt.

Mr Brink noted that infrastructure is an ongoing problem, and the biggest problem with the Municipality is their procurement systems. Capacity is also an issue, but procurement is a major problem. CHE is looking to address these problems, but it is not within the Estate's mandate to fix streetlights and potholes. CHE has had good progress with two Municipal departments in particular, that being "Roads" and "Storm Water" departments, whereby the Ernest Whitcutt bridge has now been properly installed with retaining walls and curbs, Springside drive has had new curbs installed, Cedar Road is being rebuilt and Tunbridge Road is next on the list, so it is all happening. Mr Brink advised that the Estate also has a good relationship with Openserve, who handle the communications, and when phoned, they generally replace the cables within a day. They have also pulled out the old leaning posts in Ernest Whitcutt road, and have a few more sites to go to, that being Templeton road and Josiah Gumede road, opposite Woodside, as well as one other site.

The Chairman thanked Mr Brink and invited Mr Mitchell Brooks to present on the Legal and Compliance Portfolio and the following salient points were highlighted:

Mr Brooks noted that the Cowies Hill Estate is an extraordinary model, in terms of its legal landscape and failing infrastructure and the dwindling of public services etc. He advised that the Estate is playing in a very unique environment and further advised that the role he is looking to play, is to provide assurance and to help the Board navigate this complex, legal landscape and largely to play a supportive role to the respective Portfolio's and help them to reach their mandates in a lawful manner and to mitigate exposure. He hopes that his expertise in public procurement, privacy law, commerce and general compliance, will maximise the extent to which

the member's hard-earned money is protected, to ensure that monies are well spent and that there is no wasteful or irregular expenditure.

The Chairman thanked Mr Brooks and noted the importance of having a legal and compliance representative on the Board, and even though the Board always strives to do the right thing, it is good to have someone on the Board, to ensure that everything is being handled correctly.

5. YEAR TO DATE REPORT: Financial account of what has been expended year to date.

Mr Brett Scheepers presented on the expenditure year to date. The audited annual financial statements for the year ended 30 June 2022, circulated to the members on 8th November 2022, as **Annexure B** of the Annual General Meeting pack.

Mr Scheepers noted that a few questions were received via email and have been responded to. At present there are no unresolved questions. The following salient points were highlighted:

Income Statement

From a sales point of view, revenue was R5.3 million for the year, within R20k of the exact same number in the previous year. This is outstanding considering that this was during the period of Covid-19 and there has been no price increase in the levies. Mr Scheepers advised that this is mainly due to the Estate retaining the current membership and new members joining.

Expenditure

Key line items were highlighted. Mr Scheepers advised that the expenses were well maintained. He noted that the Board holds in high regard, the Trust it has in place, to spend funds in an effective and economical manner. Mr Scheepers noted that in July 2021, the Estate was still in the first 18 months of operations and the next 12 months, heralded a new phase for the Estate, whereby various support departments were expanded upon, and the focus on security was not as large as it had been in the first 18 months. Mr Scheepers reported that the Estate Management offices was opened at Balmoral drive, and operates three half days a week, with Kim du Toit manning the office. The office also acts as a joint operations centre for the Crisis Management Plan, whereby it houses the equipment and resources needed by the Estate. As a result, the Estate Management salary costs have increased, which makes sense given that more time is being dedicated to the Estate.

The Estate also increased the number of resources afforded to Communications and to the Biodiversity department, to increase focus on those key areas. The main security expense was Blue Security. Their fees have increased quite a bit, as during the period under review, the CHE security operator's time was increased, and having security 24/7 does have a cost implication. Mr Scheepers noted that there was also an ARO refreshment station set up in Buckingham place, which has kitchen and ablution facilities, which was implemented, and which has been successful in make the ARO's feel looked after and comfortable. Mr Scheepers thanked those members who have regularly donated snacks and treats for the staff.

Mr Scheepers reported that debt collections have done well, and only R7k was written off during the year under review, which is less than 1%, which is remarkable considering that this was during Covid times.

Balance Sheet

Bank balance was R230K at year end. Members balances owing was R423k, with ¾ of that being collected via Debit Order, so in total the Estate had R460k that was owed. Net current asset position was R203k. The Finance Committee is trying to aim for a larger surplus, as it would be preferable to have at least one months' worth of project costs at all times, and the budget is currently R250k below this mark, which is not ideal, as it would be nice to have a bigger buffer for unplanned events. Mr Scheepers noted that the Finance Committee is aware of this.

Mr Scheepers advised that the investment in CCTV equipment was R440k in the year under review, bringing the total investment in tech to R3.1m. He reported that there are currently 92 cameras looking after the Estate.

Mr Scheepers noted that a loan was taken out during the first financial year to fund the infrastructure, but this has now been paid off during the year under review, which is a fantastic result.

No questions were raised.

6. ORDINARY RESOLUTIONS:

The Chairman reported that the members would have received a sequentially numbered Ballot form upon entering the venue, and that they would now be required to vote on the various resolutions as recorded therein. He requested that all votes be cast using an "X" or a "✓", but that consideration be given before applying same, as any vote that has been amended or scratched out or that is not clear, will be taken as being a "spoilt" vote, and will not be counted.

The Chairman noted that the percentage of votes required for the passing of an Ordinary Resolution is more than 50% of the voting rights exercised on that resolution.

The Chairman requested that all members ensure that they have completed and signed their ballot form, before returning same.

6.1 ORDINARY RESOLUTION NUMBER 01: ELECTION AND ROTATION OF DIRECTORS

In terms of Clause 12.1 of the Company's MOI, the Board of directors shall consist of at least three persons, who are elected to office by the voting members and who are not connected persons (as defined in the Income Tax Act) in relation to each other.

Elected directors shall serve terms of three years each, beginning from the date of their appointment and shall retire at the annual general meeting at which their term of office expires, provided that the resignations and re-election of the directors shall be staggered, so that at least one third of the directors resigns at each AGM. Directors retiring in terms of clause 12.3 of the Company's MOI, shall be eligible for re-election.

Let it be noted that the following director will be resigning, and will therefore not be making himself available for re-election to the Board:

- Dijon Nortje (resigned 30/11/2022)

The following Board members, having completed their three-year term, retired at the previous AGM held on 28th October 2021, and will therefore not be required to retire at this AGM, in order to comply with the requirements of the Company's MOI.

- Ivor John Daniel (appointed 18/10/2018)
- Michael Ray Woods (appointed 18/10/2018)
- John Edward Charter (appointed 18/10/2018)

The following director having been appointed to the Board on 20th August 2021, in order to fill a vacancy on the Board, was elected by the Shareholders at the previous AGM held on 28th October 2021, in order to ratify such appointment, and will therefore also not be required to retire at this AGM, in order to comply with the requirements of the Company's MOI.

- Paul Justin Brink (appointed 20/0/2021)

The above directors will therefore continue to serve their three-year term.

The Board has reviewed the composition of the Board against corporate governance, sustainability and transformation requirements, and has received various nominations and reviewed candidates for the directorship position. The Board hereby recommends the election

of the following candidates, to the Board of Directors:

- Mitchell John Brooks
- Willem José Schalk Jardine
- Gillian Margaret Whittington

The Chairman requested that the members cast their vote to approve the election of Mr Mitchell John Brooks as a Non-Executive director of the Company. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 1.1 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the election of Mr Mitchell John Brooks, as a non-executive director of the Company, be and is hereby noted and approved.

Proposed by: Mr Willem Jardine

Seconded by: Ms Elizabeth (Liz) Nicolosi

Votes in favour: 100%

Votes against: 0%

Abstained: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

The Chairman requested that the members cast their vote to approve the election of Mr Willem José Schalk Jardine as a Non-Executive director of the Company. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 1.2 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the election of Mr Willem José Schalk Jardine, as a non-executive director of the Company, be and is hereby noted and approved.

Proposed by: Mr Michael Bold

Seconded by: Mr Brett Scheepers

Votes in favour: 100%

Votes against: 0%

Abstained: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

The Chairman requested that the members cast their vote to approve the election of Ms Gillian Margaret Whittington as a Non-Executive director of the Company. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 1.3 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the election of Ms Gillian Margaret Whittington, as a non-executive director of the Company, be and is hereby noted and approved.

Proposed by: Mr Paul Brink

Seconded by: Mr Willem Jardine

Votes in favour: 100%

Votes against: 0%
Abstained: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

6.2 ORDINARY RESOLUTION NUMBER 02: APPROVAL OF ANNUAL FINANCIAL STATEMENTS – 30 June 2021

In terms of Clause 19.1.5 of the Company’s MOI, the audited annual financial statements of the Company, incorporating the report of the independent auditors and the report of the directors, for the year ended 30 June 2022, as was approved by the board of directors of the Company on 15th October 2022, was presented to the members for their approval.

A copy of the Annual Financial Statements was circulated with the meeting pack as **Annexure B**, and the Chairman took them as read.

With no questions being raised, the Chairman requested that the members cast their vote to approve the audited annual financial statements of the Company, incorporating the report of the independent auditors and the report of the directors, for the year ended 30 June 2022. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 02 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the audited annual financial statements of the Company, incorporating the report of the independent auditors and the report of the directors, for the year ended 30 June 2022, as approved by the board of directors of the Company on 15th October 2022, be and is hereby approved, with the Chairman being authorised to sign same, as a true record.

Proposed by: Dr John Blanckenberg
Seconded by: Mr Willem Jardine

Votes in favour: 100%
Votes against: 0%
Abstained: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

6.3 ORDINARY RESOLUTION NUMBER 03: RE-APPOINTMENT OF EXTERNAL AUDITORS

To consider the re-appointment of C & H Accounting Inc, as the duly appointed independent auditors to the Company, as recommended by the Board of directors.

The Chairman requested that the members cast their vote to approve the re-appointment of the external auditors. The resolution and the results thereof, are recorded below.

ORDINARY RESOLUTION 03 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, C & H Accounting Inc. be and are hereby re-appointed as the independent auditors to the Company, for the ensuing financial year.

Proposed by: Mr Michael Bold
Seconded by: Mr John Charter

Votes in favour: 100%

Votes against: 0%
Abstained: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

6.4 ORDINARY RESOLUTION NUMBER 04: EXTERNAL AUDITORS REMUNERATION

To authorise the Board of directors to consider the remuneration of the auditors and to fix their remuneration for the past year.

The Chairman requested that the members cast their vote to approve that the Board consider the remuneration of the auditors and to fix their remuneration for the past year. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 04 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the directors of the Company, be and are hereby authorised to determine the remuneration of the auditors.

Proposed by: Mr Paul Brink
Seconded by: Dr John Blanckenberg

Votes in favour: 97,92%
Votes against: 0%
Abstained: 2,08%

With 100% of the members who casted a vote, voting in favour of the resolution, the resolution was duly passed.

6.5 ORDINARY RESOLUTION NUMBER 05: APPROVAL OF BUDGET 2022/2023

To consider the directors "Precinct Plan" for the ensuring year, detailing the infrastructure investments and other Capital expenditure, including changes to the operational elements of the appointed service providers and to approve the 2022/2023 Budget (circulated with the meeting pack as **Annexure C**), in terms of which the Company will be administered for the ensuring year.

Mr Brett Scheepers presented on the 2022/2023 Budget, and the following salient points were highlighted:

Mr Scheepers reported on the assumptions of the Budget that the members need to be made aware of. He advised that overall, the budget reflects a R223k surplus, being the monies generated and it also reflects a Capex budget of R223k. Every rand of surplus will be ploughed back into assets, in order to make the Estate even better.

Mr Scheepers noted that a high-level split of these assets would be Biodiversity projects , crisis management hardware and training, as well as a few additional trail cameras to increase CCTV coverage. Mr Scheepers further noted that the budget is quite small from a Capex surplus point of view, and he wished that a larger budget could be obtained. He advised that the Notes are reflected on page 3 of the budget.

Income

Assumed a 2% of increase in income, and the budget assumes that there is no price increase. More members will be required, to fund the 2%.

Expenditure

Mr Scheepers advised that the focus this year was on the Greening Portfolio. The money shows where the heart is. The previous spend for the year was R133k actual, the budget asks

for R228k, so this is almost a doubling on spend. Mr Scheepers advised that this has been achieved by sacrificing in other areas, through a small reduction in the Communications budget as well as other small areas. In terms of outsourced security, a 5% increase was budgeted for Blue Security, but a 6% increase was received from 1st November 2022.

In summary, the budget is tight and if achieved, it will not result in an increase in excess cash reserves, which is not ideal. If the Estate's income can be increased, then more can be spent on CCTV equipment and increasing the cash reserves.

Mr Scheepers invited Mr Barry East to add to the discussion.

Mr East advised that the surplus is unbelievably tight, as the Estate had 3 years of no price increases to membership fees. He advised that the Estate is looking at a budget that ended in June 2022, and we are already in the second budget cycle. He reported that it is likely that the Estate may need to consider a subscription increase in 2023, which may go into the double digits, as the Estate still needs to make a substantial investment in Capex. He noted that should the Estate receive an increase in membership, then a fee increase may not be required. Mr East noted that the Board has worked very hard over the past 3 years to avoid an increase in the membership fee, but would not be erring on the side of caution, if it did not drive the increase. He hoped that the fees of R980 could be retained for a 4th consecutive year. Mr East requested that the members help to obtain additional membership. He reported that if an additional 32 homes could be brought on board, out of 229 properties that are not currently members, then the Estate could maintain no increase for the 4th consecutive year. He hoped that the membership drive, which is forthcoming, will help avoid the impending increase.

With no further questions, the Chairman requested that the members cast their vote to approve the 2022/2023 Budget. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 05 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the 2022/2023 Budget, circulated with the meeting pack as **Annexure C**, be and is hereby approved.

Proposed by: Dr John Blanckenberg

Seconded by: Mr Willem Jardine

Votes in favour: 97,92%

Votes against: 0%

Abstained: 2,08%

With 100% of the members who casted a vote, voting in favour of the resolution, the resolution was duly passed.

6.6 ORDINARY RESOLUTION NUMBER 06: AUTHORITY TO SIGN AND LODGE DOCUMENTS

To authorise the directors to do all such things and sign all documents and take all such action as they consider necessary to effect and implement the ordinary resolutions, as set out in the Notice of meeting.

The Chairman requested that the members cast their vote to authorise that the Board may sign and lodge all documents, and take all such action necessary, to effect and implement the ordinary resolutions, as set out in these minutes. The resolution and the results thereof are recorded below.

ORDINARY RESOLUTION 06 – 30 NOVEMBER 2022

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT, the directors of the Company, be and are hereby authorised to do all such things and sign all documents and take all

such action as they consider necessary, to give effect to and implement the ordinary resolutions as set out in the notice convening the annual general meeting, at which this ordinary resolution will be considered. This is to include the signing and lodging of any required forms/documents with CIPC.

Proposed by: Mr Barry East
Seconded by: Dr John Blanckenberg

Votes in favour: 100%
Votes against: 0%

With 100% of the votes cast, voting in favour of the resolution, the resolution was duly passed.

The scrutineers collected the ballot forms for processing.

Post meeting note: *The results of the voting on each resolution, has been provided for in the minutes.*

7. OTHER BUSINESS

7.1 Q & A: An opportunity for members to ask questions of the Board and service providers in attendance.

The Chairman noted, that in his opinion, not enough is being done to on-board additional paying members, as non-paying members are obtaining the same benefits as paying members currently, and there is not incentive for them to pay. He enquired as to whether there were any questions that the members wished to raise.

Mr Michael Bold enquired as to whether the street leaders could get involved in new applications, as they know their streets personally. He also suggested that a pack be put together, highlighting the crime statistics, which could then be utilised as a sales pitch to entice new membership.

Mr Barry East advised that only half of the members have requested their Section 18A certificates at the end of the last financial year. He advised that in terms of income, there could be a savings benefit to utilising the tax exemption certificate. He further noted that with a 30% PAYE status, a member would pay only R730 per month and a higher income earner with 40% PAYE status, would likely only pay R606 per month, after the tax deduction. He noted on what a huge difference this would make and urged members to claim their tax certificate.

Dr John Blanckenberg enquired as to how much of the budget is spent on Marketing and enquired as to why pressure is not being put on non-paying members or why they are not being incentivised to pay, especially in light of the tax deduction.

Mr East advised that he was not aware of the percentage spent on Marketing, but reported that it was a minimal amount. He further advised that at a previous meeting, a commission-based theme was discussed, which could be used to further incentivise members

Ms Elizabeth (Liz) Nicolosi requested that the members be shown something tangible, like the crime statistics, the tax incentive and the impact of the Biodiversity programme.

A discussion ensued regarding the Street Captain model, and possibly initiating another drive with the Street Captains, in order to restart this model.

The Chairman noted that more members are required in order to enhance the current services on offer and to increase participation in the community. He suggested a social interaction with the community, perhaps in the form of a fun day, which can be hosted in Cecil Fischer park, which will allow the members to get together, which in turn would create a sense of community. He enquired as to whether this would help the cause.

	<p>A discussion ensued regarding hosting a possible jumble sale or mini market of sorts and whether a general WhatsApp group could be created, for general information purposes.</p> <p>Mr East noted that the Estate does have an app. A further discussion ensued.</p> <p>No further questions were raised.</p>	
<p>8.</p>	<p>CLOSURE</p> <p>The Chairman thanked the members for their attendance and interaction and with no further business to discuss, the Chairman adjourned the Annual General Meeting at 19h55.</p>	

READ AND CONFIRMED AS A CORRECT RECORD OF PROCEEDINGS.

CHAIRMAN

DATE