



## **Moditlo Estate Home Owners' Association NPC**

**Registration Nr: 2002/013524/08**

R40 Hoedspruit

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### **MINUTES OF MEETING OF THE MODITLO ESTATE HOME OWNERS' ASSOCIATION ANNUAL GENERAL MEETING HELD 1 FEBRUARY 2020 AT 10H00 AT THE STOREROOM OF THE MEHOA: HOEDSPRUIT**

#### **1. NOTICE OF THE MEETING:**

Notice of the meeting was given in terms of the Articles of Association of the Home Owners Association and it was noted that a quorum was present. Owners of **two hundred and twelve** (212) stands were represented, either in person or by proxy, and eligible to vote.

#### **2. WELCOME AND CONFIRMATION OR ELECTION OF CHAIRMAN**

Louis van der Nest in his capacity as Chairperson of the Board of Directors of the Home Owners Association chaired the meeting and welcomed all members present.

#### **3. ATTENDANCE AND APOLOGIES**

Member attendance was as per the attendance register. Proxies were recorded as apologies. Annelie Roets (Front Office Manager) was in attendance

#### **4. ADDITIONAL ITEMS:**

##### **BCPGR presentation – Tim Parker:**

Tim Parker tabled and presented to the Board the history and development of Blue Canyon Conservancy from the start up to present. He further explained the following:

- 4.1. How the concept was realised for Blue Canyon Conservancy.
- 4.2. How the funding was established for Blue Canyon Conservancy.
- 4.3. How certain fences was taken down.
- 4.4. The map presented, how the Conservancy originally started with fences coming down between the first properties that wanted to be part of the Conservancy in 2007.
- 4.5. The new technology used on the Fences that was implemented over the years.
- 4.6. All the legalities regarding the Set-up of Blue Canyon Conservancy.

- 4.7. The introduction of Elephants on the Conservancy in 2008 which was funded by the members of the Conservancy.
- 4.8. That three Lions were introduced in 2008 from the Pilansberg
- 4.9. That in 2011 Cheetah was brought in, Wilddogs was brought in from Balule and that dams were stocked with crocodiles.
- 4.10. That in 2015 the Wilddogs moved off the Conservancy and another pack was brought in from Kwazulu Natal.
- 4.11. That the Board of Blue Canyon Conservancy decided to start the Buffalo project in 2017. He further explained that the plan was to make it a viable herd of buffalo but that it does present problems as all fences will have to be upgraded to double fences which will be very expensive.
- 4.12. That problems arising from the escalation in Rhino poaching in 2008 -2010 and the costs incurred by the Conservancy for Anti-Poaching services. He also explained how information leaks out from Reserve employees, as these employees are offered lucrative amounts for information. He also stated that De-horning of Rhinos was started in 2011 but that this does not mean the Conservancy is out of the woods when it comes to poaching.
- 4.13. How the anti-poaching teams work and that they will not intentionally go to houses on the reserve but sometimes tracks need to be followed. He also stated that an Anti-poaching headquarters was established on the Conservancy.
- 4.14. That in 2016 – 2018 due to politics some properties were fenced off from the Conservancy again, but that new properties have been introduced with a total area of about 10 000 sqm now part of the Conservancy.
- 4.15. That controlled burning is essential and also that erosion control is being done.

When closing his presentation Tim Parker explained that common ground between the Conservancy and Moditlo Estate must be found. He stated that the uncertainties must be addressed between the parties. He also stated that a large amount of revenue is brought in by the Lodges on the Conservancy / Moditlo Estate which in turn helps the Conservancy and also Moditlo. He stated that they are only asking for all parties support in the future management of the Conservancy.

Godfrey Phillips stated that the members of the HOA just want transparency with good communication.

Tim Parker agreed that communication between the parties is very important.

Louis van der Nest thanked Tim Parker for the presentation and stated that he hoped it will bring clarity on some of the work being done and some issues the members have raised regarding the Conservancy.

## **5. CONFIRMATION OF THE PREVIOUS MINUTES (APPENDIX A)**

The minutes of the Annual General Meeting held on 12 October 2019 were taken as read, proposed, seconded and unanimously approved and signed by the Chairperson.

## **5. CHAIRMAN'S REPORT (APPENDIX B)**

The report was tabled and certain items in the report were highlighted.

Louis van der Nest explained how to the Board makes decisions and asked the members to please take emotions out of their decision making.

He then explained that due to communication error between himself and his business partner, he fell into arrears and stated that because he respects the rules he will therefore will not be standing as Director again.

He continued stating that he does have some proposals for the new Board of Directors being:

1. That Directors serve a longer period for continuity and in order to have successful plans implemented.
2. That Directors should be allocated a portfolio for clarification. Louis stated that he is making this proposal for enhancement of communications.
3. That the management structures be changed to include Estate Manager, Ops Manager, Security Manager, Office Manager that report to the Board of Directors
4. He stated that there is animosity between the Conservancy, the Lodges and Members / Residents that needs to be resolved to enable Moditlo to reach its full potential.

Louis van der Nest thanked Paul van der Merwe, Annelie Roets and his fellow Directors for time they worked together.

After discussion, the report was taken as read, duly proposed, seconded and unanimously approved.

## **7. EXECUTIVE DIRECTOR'S REPORT (APPENDIX C)**

The written report was tabled and certain items in the report were highlighted. It was reported that:

- a. **The storeroom** - Paul van der Merwe explained that proposals will be made to hold AGM in the storeroom in future with some minor upgrades to accommodate the meetings.
- b. **Waterbuck Bridge** - Paul van der Merwe stated that the bridge is finished and officially open.
- c. **Gates** – Paul van der Merwe stated that there will be some changes to the gates and that these changes will be communicated to the members.
- d. **Land Claims** – Paul van der Merwe explained that NO decision was made of way forward as of yet and that the HOA is still awaiting an update on the matter.

After discussion, the report was taken as read, duly proposed, seconded and unanimously approved.

## **8. ARCHITECTURAL GUIDELINES:**

Louis van der Nest asked the members for any comments regarding the proposed changes to the Architectural Guidelines as circulated.

Joos Scheepers asked that the HOA should look at smaller houses being approved, the motivation being that older couples do not necessarily want a big house to maintain. Duncan Menzies agreed with this proposal. Mark Kipling stated that he also agreed with the proposal but that a maximum size for houses must also be agreed upon.

Paul van der Merwe explained that the Guidelines was amended now to include a maximum size of 350sqm as per approved Environmental Management Plan.

Pieter Janeke stated that 350sqm might be too small. Louis van der Nest stated that is it will be wise to make proposal, to make the minimum smaller and larger size for maximum. Godfrey Phillips agreed with this proposal.

Paul stated the calculation of the house size will only be calculated on those areas with a foundation. Not under roof. He stated that he made contact with Maruleng to clarify this and that Maruleng also calculated the size of the house as per those parts with a foundation.

The proposal was made that the minimum size of houses on the Estate should be changed to 150sqm and the maximum sizes of houses built on the Estate to 500sqm calculated for those areas with a foundation.

A further discussion ensued.

Paul van der Merwe proposed that the Architectural Guidelines changes as presented are approved and that the Board of Directors will the discuss the matter of house/ footprint size and send same to the members. Voting took place on this proposal. **Yes – 24 / Against: 0 / Abstain: 0 – Majority vote accepted.**

Candice Cary asked to change colour of pool as she does not want to use charcoal colour in her pool. Paul van der Merwe confirmed that the charcoal colour of the pool was already taken out of the Guidelines.

Duncan Menzies asked about the chromadecking being used and Paul van der Merwe stated that there was a Special General Meeting held regarding chromadecking and that in that meeting it was not approved.

Pieter Janeke stated that there are a lot of different views regarding chromadecking. He also stated that chromadecking has a lot of positives. He then stated that there is a provision in the MOI for a member to make a proposal with the support of a certain number of members that must then be considered.

Nico Theunissen asked what the 2% Enrolment Levy was and how it is calculated. Paul van der Merwe explained how the enrolment levy is calculated and why it was implemented by the HOA He also explained how and why the BoD decided the amount it per sqm it should be calculated on.

Duncan Menzies stated that a chromadecking proposal which includes the stipulated colours etc. be made and sent out to all the members of the HOA. A vote – for the drafting and distributing of this proposal was tabled – with the following results: **Yes 23 / Against: 2 / Abstain: 0. Majority vote accepted.**

**The Architectural Guidelines were approved as follows via Voting by Hand: (15 hand votes of the 30 hand votes present was needed to approve the changed via ordinary resolution)**

Architectural Guidelines		Yes	No	Abstain	Proxy
1.4	MEHOA's aim	26	0	0	

2.1	Description of sheets	26	0	0	
2.2	Stage 1 approval	26	0	0	
2.4	Occupation of building	26	0	0	
3.1	2% of calculated amount	26	0	0	
3.2	Deposit as reviewed	26	0	0	
4.3	Deposit as reviewed	26	0	0	
4.3	Right to employ deposit	26	0	0	
5.1	Scrap 'Raised'	26	0	0	
5.2	Registered Land Surveyor	26	0	0	
6.2	Encased area	26	0	0	
7.2	Double storey	26	0	0	
7.4	Scrap "kitchenette"	26	0	0	
7.5	Paint – Appendix A	26	0	0	
7.9	Roof – Appendix B	26	0	0	
7.11	Carports – Sheet metal	26	0	0	
7.12	Patio – Sheet metal	26	0	0	
7.15	Garage Doors	26	0	0	
7.17	Remove "stained"	26	0	0	
8.1	Finish of swimming pools	26	0	0	
8.3	Remove "chlorinator"	26	0	0	
11	Mini treatment plant	26	0	0	
12.5	Solar panels	26	0	0	
12.6	Generators	26	0	0	
13.1	Fire hoses	26	0	0	
15.1.1	NHBRC registered	26	0	0	
15.2.5	Weekly	26	0	0	
15.2.11	Toilet out of sight	26	0	0	
15.2.12	Size of contractor's signage	26	0	0	
15.2.25	Extensions granted in writing	26	0	0	

Louis van der Nest stated the background regarding the proposal of pets on the Estate. He explained how this proposal was reached to benefit all the parties thereto.

Godfrey Phillips stated that he feels that the sunset clause should be extended for the life of the animal to avoid people having to euthanise their animals.

Jens Reissig asked if there are any rules in the predator management plan for pets– Tim, stated that there is nothing in legislations regarding this. Tim explained that they have access to operational dogs but that these dogs are not permanently on the Conservancy.

After a further discussion the following proposal was made.

That the Pet proposal as presented was approved with the change in the Sunsent clause that it be until the end of the animals life - **that this will be for current animals on the Estate.**

**The Pet Proposal was approved as follows via Voting by Hand: (15 hand votes of the 30 hand votes present was needed to approve the changed via ordinary resolution)**

<b>9. Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy</b>
Keeping of pets Proposal	26	0	1	
Sunset Clause: For the life of the animal (Sunset Clause)	25	0	1	

## **10. CONSIDERATION OF AUDITED FINANCIAL STATEMENTS (APPENDIX H)**

Albert Schmidlin tabled the audited financial statements and presented them to the meeting. He asked if there were any queries regarding this proposal. No queries was noted.

The Annual Financial Statements were duly proposed, seconded and unanimously approved.

## **11. ESTIMATE OF INCOME AND EXPENDITURE (APPENDIX I)**

The Estimate of Income and Expenditure was tabled and presented by Albert Schmidlin to the meeting.

The new levy amount as per Income and Expenditure in the amount of R1 400.00 (One Thousand Four Hundred Rand) and Reserve Fund Levy of R380.00 (Three Hundred and Eighty Rand) was tabled was seconded and unanimously approved by the meeting.

The Estimate of Income and Expenditure was further tabled, seconded and unanimously approved by the meeting.

## **12. APPROVAL OF:**

### **a. Levy Payment in Advance:**

It is confirmed that levies are payable monthly in advance, on or before the 7<sup>th</sup> day of each month. It is further resolved that the levies are accepted under the estimate of income and expenditure comprises the amount for the levy payable by each owner.

### **b. Arrear Levy: Action Taken:**

Directors are authorised to take all necessary steps, including legal action and sequestration of the owners, to ensure that the Home Owners Association receives levies and other monies due to it. The current interest rate is set as prescribed in the National Credit Act which interest shall be calculated daily and capitalized monthly on all amounts outstanding including *inter alia* debt collection and attorney charges at the beginning of each month when levies are payable, but subject to change from time to time in accordance with the provisions of and limitations or requirements imposed by the applicable legislation.

### **c. Allocation of Payments**

Any payment made by a member of the Home Owners Association will be allocated first to the overdue debt which is most recent in time and only thereafter allocated to older debt. Only once all debt has been paid will payments received be allocated the current amounts due.

## **15. APPOINTMENT OF:**

### **a. Auditor – Ferreira, Venter, Laws en Nel**

The Board of Directors proposed that **Ferreira Venter Laws and Nel** be re-appointed for the ensuing year. The appointed was duly proposed, seconded and approved by the meeting. No objections were raised.

### **b. Legal Advisor – Chris Steyn of CHM Steyn Attorneys**

The Board of Directors proposed that **Chris Steyn of CHM Steyn Attorneys** be re-appointed for the ensuing year. The appointed was duly proposed, seconded and approved by the meeting. No objections were raised.

### **c. Executive Director – Paul van der Merwe :**

The re-appointment of Paul van der Merwe by the Members in General Meeting was duly proposed, seconded and approved by the meeting. No objections were raised at the time.

*Upon return from the break in the meeting for vote counting purposes, Louis van der Nest stated that it was brought under his attention that the matter of appointments being 15(a),(b) and (c) on the Agenda needs to be voted on. He then proceeded to apologise to the meeting for this oversight. He then asked Henry Verster for his comments. Henry Verster stated that these items needs to be voted on for it to be in line with good governance.*

**The matter of Appointed auditors – Ferreira, Venter Law Nel was again tabled for voting purposes. A vote took place with the results being: Yes – 25 / Against: 0 / Abstain: 0 – Majority vote was accepted.**

**The matter of Appointed Legal Advisor – CHM Steyn Attorneys was again tabled for voting purposes. A vote took place with the results being: Yes: 27 / Against 0 / Abstain 0 – Majority vote accepted**

**The matter of Appointment of Executive Director was again tabled and presented to the meeting.**

Bernard Koppes requested that a poll vote is done on the appointment of the Executive Director.

Paul van der Merwe answered that the Appointment cannot be done via poll vote as it was not sent out to all members for their votes. He also then explained that it is an appointment where the Board of Directors proposes a candidate and it is then for the Members to decide if they are for/ against, by raising objections thereto.

Pieter Janeke asked how the process of the appointment of the Executive Directors works as he was under the impression that it was just a temporary position. He stated that the HOA does have Ernst Scheepers and Annelie Roets for management of the Estate.

Paul van der Merwe explained to the meeting that there needs to be a responsible person in terms of the Companies Act. This person is responsible person with all legal institutions example the banks, SARS, CIPC etc. He stated that it cannot be a temporary position as this role needs to be there in terms of the Companies Act and the current MOI of the HOA. Paul also presented the members with the relevant clauses of the MOI pertaining to this.

Lorna Zoghby stated that before any decisions regarding the Executive Director can be made, there must be measures put into place for all the work done by the Executive Director currently.

Albert Schmidlin stated that he does not think that the way it is being handled in the meeting was fair and that he is not happy about the way this was done. He stated that the matter was already been discussed and approved, where after he posed the question to the meeting that if Director votes can also then become nul and void after it was already handled on the Agenda? He stated that he does not want to be part of this matter being done in this way.

Pieter Janeke stated that as the Executive Director role form part of the MOI, the Annual General Meeting should be the platform to discuss it.

Peter Bottomley asked why there needs to be change and if there is a change to be done that the Board comes back with a proposal regarding the future management structure to the members. He also stated that it is clear that there is a need for a person to oversee overall management and administration. Serah van der Sandt stated that it must be a resident person that lives here to manage the day to day happenings on the Estate.

A further discussion ensued.

**Louis van der Nest then confirmed the proposal received being that the Board of Directors make a proposal to all members after their first board meeting with the whole restructuring of the management plan. Which proposal will be distributed to all members. He asked the members to vote on this as a way forward: A vote by hand took place, with results being: Yes: 21 /Against: 1 / Abstain: 1 - Majority Vote Accepted.**

#### **16. ELECTION OF DIRECTORS:**

The ballot papers for the voting of Directors were handed out before the meeting against signature. It was confirmed that all entitled to vote at the meeting was handed a ballot paper.

- a. Determination of Number:** 9 to be elected out of 11 nominated.
- b. Election of Directors (Separate ballot)**

The voting for Directors took place via ballot. Louis then stated that a break in the meeting will take place to afford time for counting of the votes before the new Board of Directors will be announced.

It was confirmed that the votes were counted and verified by 2 members of the HOA and the nine new Directors which received majority votes via Ballot Paper and Electronic Votes and therefore elected as members of the Board of Directors was confirmed as follows:

<b>Director elected:</b>	<b>Number of Votes Received</b>
Alan Hiatt	200
Albert Schmidlin	231
Bernard Koppes	195
George Brownlow	197
Godfrey Phillips	171
Henry Verster	200



Lorna Zoghby	227
Piet Scheepers	215
Pieter Janeke	208

## **17. CONFIRMATION OF THE REGISTERED ADDRESS OF THE COMPANY**

The registered address if the company was confirmed as:

**MODITLO ESTATE, R40 HOEDSPRUIT  
MODITLO ESTATE, PO BOX 1654  
HOEDSPRUIT, 1380**

### **CLOSING:**

There being no further matters under discussion, the Chairperson thanked the members for having attended the meeting and closed the meeting.