



Moditlo Estate Home Owners Association NPC

Registration Nr: 2002/013524/08

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Minutes of a Board of Directors meeting held on 21 February 2020 at 14h00 Moditlo Estate

1. **OPENING AND QUORUM:**

The meeting was then formally declared open as due notice was given, and a quorum was present.

2. **ATTENDANCE AND APOLOGIES:**

Henry Verster
George Brownlow
Lorna Zoghby
Bernard Koppes
Albert Schmidlin
Godfrey Phillips

ALSO, IN ATTENDANCE:

Annelie Roets (Front Office Manager / Secretary)
Ernst Scheepers (Operational Manager)

APOLOGIES:

Alan Hiatt – via Whatsapp – Peter Woolley was appointed as alternate director.
Pieter Janeke – via Whatsapp – Joy Scheepers was appointed as alternate director.
Piet Scheepers – via E-mail – Craig Carnaby was appointed as alternated director.

3. **ELECTION OF CHAIRPERSON AND VICE-CHAIRPERSON**

Godfrey nominated that George to be Chairperson as he was the Vice-Chairperson in the previous Board.

Henry stated that he would be available as Vice-Chairperson if it meets the approval of the meeting.

The nominees were then presented to the meeting for voting purposes with votes being as follows:

Chairperson – George Brownlow – Unanimous
Vice-Chairperson – Henry Verster – Unanimous

4. **DECLARATION OF INTEREST:**

The directors present declared that they have declared any personal interest or financial gain – where applicable - on the agenda as adopted.

5. **ADDITIONAL ITEMS:**

a) **Plan going forward – 10 years – Godfrey:** Godfrey stated that the Estate was going to be very different in 10 years from now and that he felt that a outside person / company should help the Estate in accessing changes to the management etc. going forward to assist with this 10-year plan. The meeting agreed with this proposal.

b) **Leopards Bend Gate:**

Bernard stated that that the Riversdale gate is a perfect option for many residents living on Riversdale and Hoedspruit farms. He stated that the HOA must come to an agreement with the owner of the Gate.

Godfrey stated that the Resident Gate must also remain open. Bernard stated that he feels all three gates should be manned.

Bernard proposed that a compromise is reached with the owner of the LB gate whereby the HOA pays for one Guard at the gate and install the biometric system that will be linked to the HOA biometric system.

Albert stated that there is a big benefit as many persons go through the LB gate currently traverse unto Moditlo which poses a security risk. He stated that the money payable is worth the Security that will be had with that gate manned.

Bernard proposed that he will speak to Garth regarding the proposal and provide feedback to the Board.

The meeting approved this proposal.

6. **APPROVAL OF MINUTES OF THE PREVIOUS BOD MEETING: 11 January 2020.**

The minutes of the previous meeting held on 11 January 2020 was proposed Seconded and the minutes was approved. Proposed by George Seconded by Lorna and approved by the meeting.

7. **EXECUTIVE DIRECTORS RESIGNATION – WAY FORWARD**

George stated that there is a position under the name Executive Director. He asked the directors thoughts regarding changing that, he also stated that should that change there will be changes to the MOI in that instance. He further stated that the MOI can be changed and that it could be for the betterment for the structures that are going to be put into place for future.

He continued and stated that the role of the Executive Director was confusing and that he believed that the name should be changed, and it should be named an Estate Manager or something to that effect. He asked for inputs from the other members of the Board.

Godfrey agreed that it should be an Estate Manager or something similar.

George explained that the Estate / General Manager will be the person handling and overseeing the day to day matters of the Estate and the person that will be reporting to the Board directly.

Henry agreed and stated that in terms of the name it should be Estate / General Manager. He also stated that the duties and responsibilities of this position must also be revisited.

Bernard stated that the current structure is confusing and should be a classic management structure. It should be a position that falls under the Board and a permanent position.

George stated that therefore the MOI will have to be changed to include the new management structure. He also stated that these changes will then go to the members in a Special General Meeting for their approval. He continued that it must also be communicated to the members as to why the changes are necessary.

Bernard stated that all Estates have a general manager that is the go-to person. Henry replied stating that there will be certain responsibilities that will go through the Board and certain that will be part of the General Managers duties.

George stated that Directors need portfolios to enable efficiency on matters.

Godfrey suggested that other Estate Managers duties and responsibilities are looked at when compiling the job description.

Henry asked if the current situation as decided with Annelie and Ernst will then continue until the appointment of a General Manager? He asked Annelie and Ernst if they are happy to continue in the meantime.

Ernst stated that between Annelie and himself the day to day matters are running smoothly.

George stated that after a discussion with Annelie he proposed that an assistant is appointed to help Annelie in the office.

Bernard also stated that Annelie needs an assistant on a full-time basis.

Lorna stated that in the meantime she will be available to assist Annelie temporarily if needed.

The meeting approved the proposal to move forward with obtaining candidates and eventually appointing an administrative assistant. Lorna would assist in the meantime where necessary.

The final decision on the matter was made as being that the General Manager position will be looked and proposed with duties and responsibilities and then a Special General Meeting will be held to do the necessary changes to the MOI. The detail for the Estate manager will be sent to the Board.

8. **MATTERS ARISING:**

a) **Service Level Agreement BCPGR**

Annelie stated that Pieter asked that a new committee be appointed to negotiate with BCPGR going forward.

Godfrey stated that it should be impartial members that handle this.

Bernard stated that he does feel that people with interest on both sides should not be involved in the committees.

Godfrey stated that he would stand to be on the committee.

Henry also stated that he would also be available to be on the committee.

After discussion ensued the following directors were appointed to represent Moditlo Estate HOA with the negotiations with BCPGR. Henry, Godfrey, Craig and Lorna

The meeting agreed with this.

Bernard stated that the committee must get a mandate from the Board of Directors. George suggested that we start with the Agreement and work from there. All was in agreement with this. Oy confirmed that Ivan, Garth and Ian were appointed on the BCPGR committee.

b) Contract Storeroom:

Annelie gave feedback regarding the agreement. She stated that Pieter is busy with the 70/70 approval that is needed as the remainder of the land is on agricultural land and the approval is needed before the Rental agreement can be finalised. Annelie stated that she will keep the Board updated on the progress of the application and agreement. Albert explained that the facility was built by HOA and the rent was paid in advance as the HOA paid for the construction. The construction costs will then be deducted as rent until such time as amount is recovered. Only then will the HOA start to pay rent to Pieter monthly for the building.

c) Gates:

Ernst explained the current situation regarding the instruction to move the contractors gate back to the Residents gate. He explained that he received three quotes for the toilets that need to be built at the Residents gate. He also stated that the Board might in future want to think about erecting a waiting place for staff and contractors.

Ernst stated the Residents Gate will also be open to the Residents as well.

Henry stated that he was concerned that the currently problem is just being moved and not solved with the gates.

Annelie stated that it was mentioned that once the building works increase the current contractors gate the Main Gate will also be utilised for persons building in the South of the Estate.

George stated that in future should it become necessary the Main Gate contractors gate will be opened for contractors who build on the Moria farm should it become necessary.

Annelie will give feedback regarding the building works.

d) Contract – Game Ranch Management:

Annelie provided the history regarding the agreement.

Ernst stated that the email explains that the email stated what Tim is doing on daily basis.

Annelie explained that once the Board approves the daily works for Game Ranch Management, the agreement will be sent to our Attorney for finalisation.

Albert stated that we can employ a person that reports to the HOA.

Lorna disagreed with this as Tim is covering the whole of the Estate and employing someone else will weaken our fence line as he might not be in contact with Tim etc.

Craig stated that Tim is covering the employees, their leave, all other employee issues and all fence repairs for that minimal fee. He stated that it will cost the HOA much more to handle this internally.

All is in agreement that the draft agreement between the HOA and Game Ranch Management is done and sent to Board of Directors for their approval.

e) **New General Worker:**

Annelie provided feedback that the new General Worker was employed, and the Main Gate is looking much better.

f) **Portfolios – Directors**

George stated that within in two weeks the directors will revert back to Henry and George as to what portfolio they would like to help with.

Bernard stated that he would like to be on the Media portfolio. Godfrey stated that he will assist Bernard as he also has background in this portfolio.

Henry stated that an external party to handle finances. Godfrey stated that the more outside people are involved the better.

George asked for Alberts comments.

Albert stated that at the moment he does not do anything at the moment as it is handled by Annelie.

A further discussion ensued.

Albert stated that he prepared to resign as director and be appointed as Internal Auditor for the HOA on contract basis.

The meeting is all in agreement with this proposal.

George stated that the Board members must give portfolio feedback on the portfolio.

Bernard stated that all the Minutes should be placed on the Website. Annelie will e-mail to Bernard and he will place it on the Website. The meeting is in agreement with this proposal.

A further discussion ensued.

Henry stated that the Technical Director is not necessary as the architectural committee will be changed.

g) **Illegal Water Connection – Moria 80**

Ernst gave the background regarding the Illegal water connection at Maroela 80. He explained his meeting with the owner. He also confirmed that the owner confirmed that the pipe does go to the Dam. Ernst also explained that there was a connection on the said

pipe that can be opened to the house of the owner. Ernst further explained the history of the water issues at Maroela 80. Ernst placed on record that the owner stated that the pipe was known to him, that he confirmed that the pipe led to the dam on his property and that the owner stated that the dam on his property is for the animals.

Ernst also confirmed that the pipe has been removed and that there is no water available through that said pipe anymore.

George suggested that an invoice is done for all work, expenses and time, and a fine is imposed together with the costs.

Annelie was tasked to send the calculations together with the fine schedule to the Board for further instructions.

Eiland Dam – Proposal

Ernst gave feedback on the Eiland Dam proposal that was presented. Ernst explained that MAN did the dam initially. He explained that the soil quality was tested and the outcome for the test is still awaited.

Henry asked why the wall broke in the first place and what the history was.

Ernst stated that the first engineer stated that the dam should not be there as it is not supposed to be a dam.

He also stated that there was an old concrete wall when the first owner built the dam and the soil was only put on top of the concrete wall and cannot be compacted.

He also stated that another engineer stated that the water is lying on top of the wall instead of against it.

A further discussion ensued.

Albert stated that the Legal Advisor should draft an agreement between the HOA and the contractor for the Dam repairs. The meeting was in agreement with this proposal.

Ernst stated that there should also be an engineer appointed on the Dam project. The meeting was in agreement with this proposal.

h) Leopardo Electrical – Contract

The Leopardo agreement was discussed. George stated that Leopardo should change their agreement to include that the HOA can obtain other quotes for new installations.

The meeting approved this proposal.

NEW ITEMS:

a) Kim Bird – Architectural Guideline Query

The query from Kim Bird was discussed. The question was raised as to what classifies as a kitchen. **After further the discussion the meeting decided that until a formal complaint is received mentioning the member breaking the rules no further action can be taken by the Board in terms of the MOI. Annelie will communicate same to the Kim Bird via e-mail.**

b) **Kim Bird – AGM Query:**

The meeting discussed the query received regarding the AGM. They questioned the comments as the query was raised on hear-say as Kim Bird did not attend the meeting herself and received information from other parties. **After further the discussion the meeting decided that until a formal complaint is received mentioning the rules being contravened no further action can be taken by the Board in terms of the MOI. Annelie will communicate same to the Kim Bird via e-mail.**

c) **Louis Meyer Query – Building Enrolment levy**

The meeting discussed the Building Enrolment calculation query received from the Louis Meyer. George suggested that Annelie find out what the going rate is for building at the moment and provide feedback to the Board before a reply email is sent to Louis Meyer.

d) **Patsy Schenk – Pet Query**

The meeting discussed the query received from Patsy Schenk regarding her pets. **The directors approved her keeping her pets on the Estate as she purchased the house before the new Pet Proposal was approved. The directors were also of the opinion that Estate misled the new owner when marketing the house for sale.**

The meeting was in unanimous agreement with the proposal.

e) **Employment Contract – Ernst Scheepers:**

Albert quoted from a South Africa Labour Guide. He suggested that a new contract for Ernst be done to replace the old contract. He also suggested that a bigger portion of the new contract be a mentoring position where Ernst will mentor an assistant that will eventually take over from him over a fixed period.

George stated that he agreed with this approach and that the Legal Representative be involved to assist with drawing up the new contract for Ernst.

Ernst stated that he is happy with this approach.

The meeting accepted and approved this proposal unanimously.

f) **Store Room – Rental Space:**

Ernst stated that the storeroom has two extra spaces available for contractors working for the Estate as the new storeroom. He asked the meeting if he could approach the contractors for this rental space.

g) **Attendance of instructional MOI (George)**

George stated that as a lot of the Directors are not able to attend the training session in person, he suggested that the Directors attend online.

Annelie stated that she would send instructional notes in the mean-time to all Directors.

The meeting was in agreement with this proposal.

h) Media Contract (George)

Bernard stated that he feels that the Estate needs an Instagram account. Bernard also stated that he would do the Media work for free.

Henry asks if the Media contract then becomes absolute?

George stated that the Board should wait for the next newsletter before making a decision regarding the Media contract.

The meeting was in agreement with this proposal.

i) B/B (George)

Bernard stated that this point should be discussed when Pieter is in attendance. All in agreement with this proposal.

j) Culling of Animals YES or NO – culling on Moditlo restricted (George)

George stated that culling on Moditlo residential area should be restricted. Bernard also confirmed that he feels culling in residential areas should not happen in normal circumstances as it is a risk.

Albert confirmed that Section 120 (3)(b) of the Firearm Act it is illegal to discharge a firearm in a residential area.

k) Appointment / composition of Architectural Committee (Pieter)

Annelie stated that Pieter asked in his absence that the composition of the committee is revisited. She confirmed that currently the plans are handled by Fredeline Meyer, Andre van der Merwe and Ernst as André Pelser has resigned.

Ernst stated that it is important that there is a person that has the know how in terms of plan approvals.

Henry stated that he is of the opinion that a qualified architect is on the committee as an architect has the know-how.

Bernard stated that Paul van der Merwe the Architect will be happy to be a candidate for the architectural committee.

The meeting resolved that architects be approached for the Board to make a decision. All approvals to be done electronically and only one set of original signed plans will be delivered once finalised.

Henry stated that he thinks that two architects will be employed so that there is always one available for approvals.

l) **Appointment of new committee for negotiations with BCGC (Pieter)**

Handled above in SLA BCGC

m) **Biometric System (Office)**

Annelie stated that she did speak to the biometric technician and that he confirmed that there is an update available for the Windows 10 system now. She confirmed that it will cost in the region of R1200 to have it installed.

She also confirmed that basic computer is about R5000 currently.

George stated that a good computer with good specification must be used for the biometrics.

Annelie was tasked to obtain quotes for laptops for the system and deliver same to the board for approval.

All in attendance was in agreement with this.

n) **Query – Kirsten Furseth – Electricity Fees / solar**

Annelie gave background regarding the query for electrical fee exemption received from Kirsten Furseth.

Albert stated that she can follow the process to have the rule changed in terms of the MOI should she want to proceed to have it changed.

o) **George proposed that Louis van der Nest is placed in Alberts place as Albert resigned to handle the internal audits.**

p) **Letter addressed to the MEHOA and Chris Steyn.**

George stated that a letter was received from an Attorney addressed to the MEHOA Directors as well as Chris Steyn the MEHOA Legal representative and continued to read the letter to the meeting.

After discussion the meeting decided that the Legal Representative will handle the matter going forward.

9. **FINANCES:**

a. **Monthly Fin Pack**

The meeting confirmed that they are content with the monthly Fin Packs being sent out to them.

It was proposed that Albert is given a signed resolution from the Board of Directors as appointed internal auditor.

The meeting was in agreement with this proposal.

b. Approval of Quotations – Paving

- 1.1** Pala Pave – R156 812.00 – *(Annexure “L1”)*
- 1.2** Cast Crete – R175 500.00 – *(Annexure “L2”)*
- 1.3** Nadzieja – R217 000.40 – *(Annexure “L3”)*

Albert explained that currently there was no room in the budget for the paving to be done at the Residents gate but that there might be funds available once the fence is completed. He proposed that the Fences is upgraded and once finalised the balance that might be left of those funds be utilised for the paving at the Residents Gate.

This proposal was seconded and approved by the meeting.

c. Approval of quotations – Toilet Facilities – Residents Gate – New Contractors Gate

- 1.1** Dinity Construction – R32 020.00 – *(Annexure “M1”)*
- 1.2** Nayiti Trading - R29 165.00 – *(Annexure “M2”)*
- 1.3** Mabedhle Enterprise – R32 540.00 – *(Annexure “M3”)*

After discussion of the quotations presented the meeting approved the appointment of Dinity Construction for this project.

10. SIGNING OF CODE OF CONDUCT

All directors in attendance, save for alternate directors standing in for those directors not able to attend, signed the code of conduct.

11. NEXT MEETING:

The possible dates for next Board meeting was decided as:

29 May 2020 at 10:00 for the Board meeting;
29 May 2020 at 14:00 for the Special General Meeting.

12. CLOSING:

There being no further items on the Agenda the Chairperson thanked all in attendance and closed the meeting.