



THE COVES

— NATURALLY PERFECT —

THE COVES GOVERNING BODY NPC, REGISTRATION NUMBER: 2003/010909/08
P.O. Box 973, Broederstroom 0240, Tel: 012-207 1465
www.thecoves.co.za

MINUTES OF THE SPECIAL GENERAL MEETING OF THE COVES GOVERNING BODY NPC HELD ON SATURDAY, THE 27TH OF MARCH 2021 AT 08:30 AT THE BARN, THE COVES

Attended:

Mr. JP. Fourie (JPF) Chairman	Institutional & Employee Governance/HOA Steering/Insurance/Sectional Title/Aviation Director
Mr A. Shannon (AS) Vice-chairman	Community/HOA Steering/Finance/Boating Director
Mr A. McGregor (AM)	Community Director
Mr J. Barnard (JB)	Technical Director
Mrs J. Reid (JR)	Institutional & Employee Governance/Risk Director
Prof. K Pettey (KP)	Environment/Farming Director
Mr M. Masemola (MM)	Risk/Sectional Title Director
Mr D. Keeling (DK)	ARAC/Technical Director
Mr M. Heyneke (MH)	Estate Manager

Apologies:

Mrs N. Golele-Tshabalala (NGT)	ARAC/Landscaping and Facilities Director
Mr M. Fikkert (MF)	ARAC/Finance Director

In attendance: 105 members in attendance in-person and by proxy

Minute Taker: Ms. Caieta Grobler

1. WELCOME AND APOLOGIES

Mr. JP Fourie, hereinafter referred to as the Chairman, welcomed all to the meeting.

The Chairman declared the meeting open and requested that members please clearly state their name and stand number and show their registration card upon being given the opportunity to raise any questions, comments or suggestions during the meeting.

The Chairman thanked all who were involved with the process and the staff for the work put into the preparation for the meeting. The Chairman also thanked Harcourts for sponsoring the bottled water for the meeting.

Special thanks to Elspeth Flatau and Stephen Vivian for all the hours they have put into the MOI revision project.

2. NOTING OF MEMBERS PRESENT IN PERSON AND REPRESENTED BY PROXY

Members present was confirmed 105 in-person and by proxy.



3. ESTABLISHMENT OF A QUORUM

The Chairman confirmed that a quorum is present according to the MOI requirement which is 73 and declared the meeting open.

In terms of the provisions of paragraph 16.1 of the MOI of The Coves, no business shall be transacted at any Annual or General Meeting unless a quorum is present when the meeting commences and proceeds to do business. In the event the quorum is lost during the meeting, the meeting will stand adjourned as per paragraph 16.3 of the MOI.

In terms of the provisions of paragraph 16.2 of the MOI of The Coves, the quorum necessary for the holding of any Annual or Special General Meeting shall be 20% (twenty per centum) of the members present in person or by proxy and being entitled to vote and provided that at least 1(one) member is present in person from each precinct.

4. BACKGROUND AND PURPOSE OF THE SPECIAL RESOLUTIONS

The Chairman gave the background and purpose of the proposed special resolutions relating to the update of The Coves Governing Body's Memorandum of Incorporation.

5. DISTINCT DISCUSSION ON EACH SUGGESTED AMENDMENT AS WELL AS THE MOTIVATION AND THE VOTING ON EACH SPECIAL RESOLUTIONS

The questions, comments and suggestions were noted in the attached document called The Coves Special General Meeting 27 March 2021 – Questions, Comments and Suggestions.

6. PRESENTATION OF THE POSSIBLE ESTABLISHMENT OF A ONE-HECTARE GRID-TIED SOLAR PLANT AT THE COVES. THE BOARD WILL BE REQUESTING BY A SHOW OF HANDS AN INDICATION WHETHER THE BOARD AND MANAGEMENT SHOULD FURTHER INVESTIGATE THE ESTABLISHMENT OF SUCH SOLAR PLANT

Jaco Barnard, Technical Portfolio Director, gave a presentation on the various options available as alternative power supply solutions for The Coves. Great feedback was received from residents on the various options. The following possible negative impacts were highlighted that can potentially impact The Coves' residents:

1. Increase in costs
2. Visual impacts
3. Long term lease/commitment needed from The Coves

The members voted in favour of alternative power supply options to be investigated.

7. ANNOUNCEMENT OF THE OUTCOME OF THE THIRTY-ONE SPECIAL RESOLUTIONS

A vote was taken on the special resolutions tabled and of the 31 resolutions tabled, 30 resolutions were passed. Please see below the recorded outcome of each resolution voted on:

Special Resolution One

Formatting, layout and cosmetic changes in that:

2.1.1. The format throughout the document has been standardised.



2.1.2. *The term "HOA" wherever utilized in the existing MOI, will be replaced with the term "the Company" throughout the entire MOI.*

2.1.3. *A Table of Contents will be added.*

2.1.4. *The term "Articles" wherever utilised in the existing MOI will be replaced with the term "Memorandum".*

2.1.5. *The term "Association" wherever utilised in the existing MOI, will be replaced with the term "Company".*

2.1.6. *The term "article" wherever utilised in the existing MOI will be replaced with the term "paragraph".*

2.1.7. *Where necessary paragraph numbers will be updated, correctly cross-referenced and changed.*

Special resolution one was passed with 96% in favour.

Special Resolution Two

Amending and/or incorporating additions to certain definition clauses and legal terms.

Kindly note that text in italics is the existing clauses as found in the MOI and normal typing is the proposed changes.

That the name of the document on Page 1 to be changed from:

MEMORANDUM OF INCORPORATION OF A NON-PROFIT COMPANY NOT HAVING A SHARE CAPITAL, DULY ESTABLISHED AND REGISTERED ACCORDING TO THE COMPANY LAWS OF THE REPUBLIC OF SOUTH AFRICA.

To be replaced with:

MEMORANDUM OF INCORPORATION OF A NON-PROFIT COMPANY WITH VOTING AND NON-VOTING MEMBERS, DULY ESTABLISHED AND REGISTERED ACCORDING TO THE COMPANY LAWS OF THE REPUBLIC OF SOUTH AFRICA.

Special resolution two was passed with 94% in favour.

Special Resolution Three

By amending certain provisions of the definition paragraph in the MOI as follows.

That paragraph 1.8 of the existing MOI stating the following be amended from:

"the Association" The Coves Governing Body NPC. For clarity any reference to Company will have reference to the Association.

To be replaced with:

"the Company" The Coves Governing Body NPC, a non-profit Company with voting and non-voting members duly incorporated and registered according to the Company Laws of South Africa.

Special resolution three was passed with 95% in favour.



Special Resolution Four

That the following definition:

“Body Corporate” a Body Corporate established in terms of the Sectional Titles Act, Act 95 of 1986, or as amended, in respect of a sectional title scheme registered upon the Property;

Be deleted and substituted with:

“Body Corporate” a Body Corporate established in terms of the Sectional Titles Act, Act 95 of 1986, as amended by the Sectional Title Schemes Management Act, Act 8 of 2011, in respect of any sectional title scheme established upon the Property.

Special resolution four was passed with 95% in favour.

Special Resolution Five

Changing the following reference namely:

Oyster Cove Body Corporate

To read as follows:

Oyster Cove Bodies Corporate.

Special resolution five was passed with 96% in favour.

Special Resolution Six

By changing the citation as to:

the Directors *the Directors of the Association from time to time, who shall, also for the purposes and for interpretation of the Act, be the Directors of the Association as company*

To read as follows:

the Directors *the Directors of the Company from time to time appointed by the eligible voting Members of the Company at the Annual General Meeting or any general meeting of Members of the Company.*

Special resolution six was passed with 94% in favour.

Special Resolution Seven

By changing the following in the definition clause:

Erf a freehold erf situated upon the Property duly demarcated on a Land Surveyor General diagram, including an erf upon which a single dwelling is erected and an erf upon which a sectional title scheme as a body corporate has been established.

To read as follows:



Erf a freehold erf situated upon the Property duly demarcated on a Land Surveyor General diagram, registered or capable of being registered in the name of any person in terms of a title deed, including an erf upon which a single dwelling is erected and an erf upon which a hangar has been erected or an erf upon which a sectional title scheme as a body corporate has been established and includes consolidated erven upon which a single dwelling is or will be erected. Notarially tied erven will remain separate erven.

Special resolution seven was passed with 83% in favour.

Special Resolution Eight

By amending the reference to:

The Property

To read as follows:

The Property or Estate

Special resolution eight was passed with 83% in favour.

Special Resolution Nine

By including two new definitions in the definition paragraph that were not there previously:

Responsible Person *the natural person who is nominated by the trustees of a trust or the directors of a company or the members of a close corporation or corporate body which corporate entity owns an erf or unit or the natural person who is nominated by the joint property owners of an erf or unit.*

Manager / *The individual, team of individuals or any company*
Management / *appointed by the Directors of the Company to manage*
Managing Agent / *the daily management of the Company.*

Special resolution nine was passed with 96% in favour.

Special Resolution Ten

That the existing Paragraph 2.3 of the MOI be deleted in its entirety which currently reads as follows:

2.3 Neither the short nor the long standard form of Memorandum for a Non-Profit Company, being Forms CoR.15.1.E and respectively CoR15.1F of the Act, will apply to the Association.

And to be substituted with the following:

2.3 This Memorandum of Incorporation supersedes all previous Memoranda of Incorporation of the Company and is intended to replace any otherwise applicable standard form Memorandum of Incorporation. Without deviating from the generality of the foregoing, the Long Standard Form Memorandum for a Non- Profit Company with members, being Forms CoR.15.1.E of the Companies Regulations, 2011, does not apply to the Company.

Special resolution ten was passed with 83% in favour.



Special Resolution Eleven

By deleting the entire Paragraph 3 of the MOI which currently reads as follows:

3. *The Association is a Non-Profit Company as defined and modified by Section 10(1) as well as the exclusions defined in Section 10(2) and Schedule 1 of the Act.*

And substituting same with the following:

3. *The Company is a Non-Profit Company, with two classes of members being voting and non-voting members, as defined and modified by Section 10(1) as well as the exclusions defined in Section 10(2), read with the changes required by Section 10(3) of the Act and the items scheduled in Schedule 1 of the Act.*

Special resolution eleven was passed with 96% in favour.

Special Resolution Twelve

By deleting Paragraphs 4.2 and 4.3 of the MOI in their entirety which currently read as follows:

4.2*The main objectives of the Association are to co-ordinate the communal interest of its members and the managerial functions and activities of the Association.*

4.3*The main objectives of the Association also include the carry on, the promotion, the advancement and the protection of communal interests, the safety and welfare of the members of the Association, including, but not limited to, by maintaining the open spaces, controlling the aesthetic appearance of land and dwellings erected on the Property, including landscaping, buildings, alterations and improvements on the property, controlling traffic, inclusive of air traffic, regulating access to the Hartbeespoort Dam for recreational boating purposes, implementing security measures for the controlled access and exit to the property, holding and the controlling of shares in companies and to amalgamate with other companies having the same or similar objectives as the company.*

And replacing it with the following paragraph 4.2:

4.2*The main objectives of the Company are to co-ordinate the communal interest of its members and the managerial functions and activities of the Company, including, but not limited to:*

- *maintaining the common areas; and*
- *controlling the aesthetic appearance of land and buildings erected on the property, including landscaping as well as any alterations and improvements on the Property; and*
- *to control the character and architectural standards of buildings and other structures to be erected on the Property; and*
- *to approve building plans to ensure all buildings meet the approved guidelines of the company; and*
- *providing utilities, such as water, sewage and refuse removal; and*
- *maintaining the infrastructure, including the sewage and water plants; and*
- *controlling traffic; and – controlling access to Hartbeespoort Dam from the Estate; and maintaining the infrastructure, including the sewage and water plants; and*
- *implementing security measures to control access to and from the Estate; and*
- *to acquire and hold securities in companies having the same, similar, or complementary objectives as the Company; and to own and manage all fauna and flora on the Property; an-to the extent that it is legal, to*

Directors

A McGregor, A Shannon, D Keeling, J Barnard, J Fourie (Chairman),
J Reid, K Pettey, M Fikkert, M Masemola, N Golele-Tshabalala



devise, issue and enforce rules and regulations for the administration and control of the properties and the conduct of owners and occupants thereof on the Property, the movement of traffic on the Property, the use and maintenance of streets, sidewalks, walkways, common areas on the Property, for the erection or alteration of residential dwellings and other structures on the Property as well as other matters which the Company deems appropriate; and

- *to implement measures for the keeping of and the control of any animals, reptiles, or any form of aviary on the Property; and*
- *to amalgamate with other non-profit companies having the same or similar business and objects to the Company, subject to the provisions of the Companies Act.*

Special resolution twelve was passed with 82% in favour.

Special Resolution Thirteen

To include a new Paragraph 5.1.12 after the existing Paragraph 5.1.11 of the MOI to read:

*5.1.12 The owners of the erven in Hangar Cove; And
To renumber the existing Paragraph 5.1.12 as 5.1.13 in the MOI.*

Special resolution thirteen was passed with 84% in favour.

Special Resolution Fourteen

To delete the existing Paragraphs 5.11, 5.12 and 5.13 of the MOI in their entirety which read as follows:

5.11 The owner of a boathouse in the sectional title scheme styled The Coves Boat Club Body Corporate will not pay an additional HOA levy. Ownership of a boathouse section will not confer an additional membership to the HOA. This clause shall not preclude the owner of the boathouse from paying the HOA levy as the registered owner of any other properties and/or sectional title units.

5.12 The owner of a boathouse in the sectional title scheme is obliged to dispose of the boathouse when he/she ceases to be a member of the HOA. He/she is obliged to sell the boathouse to another member, failing which the HOA will dispose of the boathouse on the owner's behalf to an existing member or by auction to existing members.

5.13 The owner of a hangar in any sectional title scheme or freehold erf is obliged to dispose of the hangar when he/she ceases to be a member of the HOA. He/she is obliged to sell the hangar to another member, failing which the HOA will dispose of the hangar on the owner's behalf to an existing member or by auction to existing members.

And to have it substituted with the following Paragraphs 5.11, 5.12, 5.13, 5.14 and 5.15:

5.11 The owner of a boathouse unit in the sectional title scheme styled The Coves Boat Club Body Corporate is a member of the Company. However, the owner of the boathouse unit does not have voting rights and is not obliged to pay the Company a levy contemplated in paragraph 6 of this Memorandum of Incorporation in respect of the boathouse unit ownership. This paragraph shall not preclude the owner of the boathouse unit from paying the Company a levy as the registered owner of any other erf and/or unit.



- 5.12 *The owner of a boathouse unit in the sectional title scheme styled The Coves Boat Club Body Corporate is obliged to dispose of the boathouse unit in terms of a written agreement of sale to another member of the company as defined in paragraph 5.1 of this Memorandum of Incorporation when the owner of a boathouse unit ceases to be a member of the Company as a result of the sale of any erf and/or unit within the Property, failing which the Company will be entitled to dispose of the boathouse unit on the owner's behalf to an existing member of the company by public auction.*
- 5.13 *The owner of a hangar erf in the freehold cove titled Hangar Cove, is a member of the Company. However, the owner of the hangar erf does not have voting rights and is not obliged to pay the Company a levy contemplated in paragraph 6 of this Memorandum of Incorporation in respect of the ownership of the hangar erf in the freehold cove titled Hangar Cove. This paragraph shall not preclude the owner of the hangar erf from paying the Company a levy as the registered owner of any other erf and/or unit.*
- 5.14 *The owner of a hangar erf in the freehold cove titled Hangar Cove is obliged to dispose of the hangar erf in terms of a written agreement of sale to another member of the company as defined in paragraph 5.1 of this Memorandum of Incorporation when the owner of the hangar erf ceases to be a member of the Company as a result of the sale of any erf and/or unit within the Property, failing which the Company will be entitled to dispose of the hangar erf on the owner's behalf to an existing member of the company by public auction.*
- 5.15 *For purposes of paragraphs 5.12 and 5.14, a member of the company includes any legal entity or person that is related to the owner of a boathouse unit or the owner of a hangar erf in one or more of the following ways:*
- 5.15.1 *The member is a related or inter-related person to the owner as defined in Section 2 of the Act;*
- 5.15.2 *A company that is a subsidiary of the owner as defined in Section 3 of the Act, or vice versa;*
- 5.15.3 *A trust whose trustees for the time being include one or more persons who are either the owner or directly or indirectly control the owner, or vice versa.*

Special resolution fourteen was passed with 83% in favour.

Special Resolution Fifteen

The inclusion of a new Paragraph 6.3 after the existing Paragraph 6.2 of the MOI which reads as follows:

6.3 This budget shall be prepared distinguishing between annual operational expenditure, capital expenditure and special projects of a non-recurring nature.

Special resolution fifteen was passed with 94% in favour.

Special Resolution Sixteen

That the existing Paragraph 6.3 of the MOI be deleted in totality which currently reads as follows:

6.3 The Directors may include in such estimate an amount to be held in reserve to meet anticipated expenditure not of an annual nature.

To be renumbered as Paragraph 6.4 in the event that Special Resolution Sixteen carries and to read as follows:

Directors
A McGregor, A Shannon, D Keeling, J Barnard, J Fourie (Chairman),
J Reid, K Pettet, M Fikkert, M Masemola, N Golele-Tshabalala



6.4 *The Directors may include in such estimate an amount to be held in reserve to ensure the financial viability of the Company and provide for unforeseen contingencies.*

Special resolution sixteen was passed with 90% in favour.

Special Resolution Seventeen

To delete Paragraphs 7.1 to 7.3 of the MOI in their entirety and which read as follows:

7.1 *The Directors may from time to time, and shall, if required by the Members of the Company in General Meeting, appoint in terms of a written Contract a Managing Agent, Manager or Managers with specified powers and functions to control, manage and to and to administer the Company and to exercise such powers and duties as may be entrusted to a Manager / Managing Agent, including the power to collect contributions levied by the Company.*

7.2 *The Contract with the Manager / Managing Agent shall further provide for the appointment to be terminated and the Manager / Managing Agent shall cease to hold office if:*

7.2.1 *Where the Manager / Managing Agents is a Company or Close Corporation, an Order is made for its Provisional or Final Liquidation, or, where the Manger / Managing Agent is a natural person, he surrenders his Estate as Insolvent or his Estate is Sequestered, whether provisionally or finally;*

7.2.2 *The Manager / Managing Agent is Convicted of an Offence involving Fraud or Dishonesty, or, where the Manger / Managing Agent is a Company or Close Corporation, any of its Directors is convicted of an offence involving Fraud or Dishonesty; or*

7.2.3 *A Special Resolution of the Members of the Company is passed to that effect, provided that in such event the Manger / Managing Agents so removed from office shall not be deprived of any right he may have to Claim Compensation or Damages for Breach of Contract.*

7.3 *The Manager / Managing Agent shall keep full records of his administration and shall report to the Company on all matters which in his opinion detrimentally affect the value or amenity of any Freehold Residential Erf, the Land or Open Spaces, as well as for the Property.*

To amend the deleted paragraphs with a proposed new Paragraph 7 which reads as follows:

7. *The Directors may appoint a Manager, Management team or Managing Agent in terms of a written contract with specified powers and functions to control, manage and to administer the Company. Management is responsible for, inter alia:*

7.1 *collection of levies and amounts due to the Company;*

7.2 *management of the objectives and business of the Company as outlined in Paragraph 4;*

7.3 *management of the rules as outlined in Paragraph 8;*

7.4 *carrying out the instructions of Directors as agreed from time to time in meetings;*

Directors

A McGregor, A Shannon, D Keeling, J Barnard, J Fourie (Chairman),
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- 7.5 *appointing contractors and service providers and managing them in terms of the procurement policy of the Company;*
- 7.6 *management of the Company's correspondence, administration, social media and public profile;*
- 7.7 *preparation of the budget and financial records for reporting to the Directors and to the members;*
- 7.8 *keeping full records of their administration and reporting to the Directors on any matters which they are made aware of which may detrimentally affect the value or amenity of any Freehold Residential Erf, the common areas, as well as for the Property.*

Special resolution seventeen was passed with 95% in favour.

Special Resolution Eighteen

By amending Paragraph 8.4.1 of the MOI which currently reads as follows:

8.4.1 give notice to the member or occupant concerned requiring him to remedy the breach thereof of make payment within such reasonable period as the Directors may determine; and / or

In that the words "or occupant" is deleted to read as follows:

8.4.1 give notice to the member concerned requiring him to remedy the breach thereof of make payment within such reasonable period as the Directors may determine; and / or

Special resolution eighteen was passed with 93% in favour.

Special Resolution Nineteen

By amending Paragraph 8.4.2 of the MOI by deleting the word "or occupant" and which currently reads as follows:

8.4.2 take or cause to be taken such steps as they may consider necessary to remedy the breach of the Rule of which the member or occupant may be guilty or recover the debt, and debit the cost of so doing to the member or occupant concerned, which amount shall be deemed to be a debt owing by the member or occupant concerned to the Association, and shall be paid together with the monthly levies.

To read as follows:

8.4.2 take or cause to be taken such steps as they may consider necessary to remedy the breach of the Rule of which the member may be guilty or recover the debt and debit the cost of so doing to the member concerned, which amount shall be deemed to be a debt owing by the member concerned to the Company and shall be paid together with the monthly levies.

Special resolution nineteen was passed with 93% in favour.



Special Resolution Twenty

By amending the existing Paragraph 8.10 of the MOI which reads as follows:

8.10 The decision of the committee will be final and binding in respect of the breach or not as being challenged. The committee will not be empowered to waive or adjust any penalty imposed by the Association.

To read as follows:

8.10 The decision of the committee will be final and binding in respect of the breach or not as being challenged. The committee will not be empowered to waive or adjust any penalty imposed by the Company but may make any recommendations to the Directors on the penalty.

Special resolution twenty was passed with 95% in favour.

Special Resolution Twenty-One

By deleting the existing Paragraph 10.1 of the MOI which currently reads as follows:

10.1 Each Director shall continue to hold office as such from the date of his appointment to office until the Annual General Meeting next following his said appointment, at which meeting each Director shall be deemed to have retired from office as such but will be eligible for re-election to the Board of Directors at such meeting.

And by substituting it with the following Paragraph 10.1 which reads as follows:

10.1 At each Annual General Meeting of members of the Company, at least one third of the directors must retire from office in terms of Item (5)1 of Schedule 1 to the Act. If none, or an inadequate number of the directors do not voluntarily retire to achieve the third of directors that needs to retire, then the required number of longest standing directors must retire to achieve the required one third of directors that need to retire. Any director that retires, shall be eligible for nomination and re-election.

Special resolution twenty-one was passed with 92% in favour.

Special Resolution Twenty-Two

By amending paragraph 13.6 of the MOI which currently reads as follows:

13.6 The Directors shall be entitled to appoint committees consisting of such number of their members and any other members of the Association or third parties, as they may deem fit and to delegate to such committees such of their functions and duties as they may deem fit, with further power to the Directors to vary or revoke such appointments and delegations as the Directors may from time to time deem necessary. Committees will only have an advisory power towards the Board of Directors.

To read as follows:

13.6 The Directors shall be entitled to appoint committees consisting of such number of their members and any other members of the Company or third parties, as they may deem fit and to delegate to such committees such of their functions and duties as they may deem fit, with further power to the Directors



to vary or revoke such appointments and delegations as the Directors may from time to time deem necessary. The members of such committees hold a fiduciary responsibility to the Company.

Special resolution twenty-two was passed with 95% in favour.

Special Resolution Twenty-Three

By amending paragraphs 13.7, 13.7.1 and 13.7.2 of the MOI which currently read as follows:

13.7 The Directors shall be entitled to appoint an architectural review and aesthetics committee which shall consist of:

13.7.1 a practicing professional architect duly qualified to practice as such on his own account in the Republic of South Africa; and

13.7.2 1 (one) Director.

To read as follows:

13.7 The Directors shall be entitled to appoint an architectural review and aesthetics committee which shall consist of at least:

13.7.1 a practicing professional architect duly qualified to practice as such on his own account in the Republic of South Africa; and

13.7.2 1 (one) Director; and

13.7.3 The Manager of the Estate or any other appointed Management Representative.

Special resolution twenty-three was passed with 92% in favour.

Special Resolution Twenty-Four

That the existing Paragraph 13.9.3 of the MOI to be deleted in its entirety which currently reads as follows:

13.9.3 Have any direct or indirect interest in any contract or any arrangement entered into or on behalf of the Association; unless the Association in General Meeting shall have provided by ordinary resolution its prior approval in respect of any office, office for profit, appointment or interest and subject to such terms and conditions as may be determined by the Association in General Meeting. A Director shall be disqualified from acting as such, in the event of any breach on his part of the provisions of this Article 13.9.

Be substituted with the following to read as follows:

13.9.3 Have any direct or indirect interest in any contract or any arrangement entered into or on behalf of the Company, unless declared and approved by the majority of directors in board meeting or approved by the majority of directors by round robin and subject to any procurement policy terms of the company and the provisions of Section 75 of the Act.

Special resolution twenty-four was passed with 93% in favour.

Directors
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J Reid, K Pettey, M Fikkert, M Masemola, N Golele-Tshabalala



Special Resolution Twenty-Five

By adding a new paragraph 13.18 after the existing paragraph 13.17.3 of the MOI which reads as follows:

13.18 At the first board of directors meeting following an Annual General Meeting or General Meeting of members of the company where new directors were nominated and appointed, each newly elected director must agree to and sign The Coves Board of Directors Ethics and Code of Conduct.

Special resolution twenty-five was passed with 80% in favour.

Special Resolution Twenty-Six

By deleting the entire Paragraph 18.1 of the MOI which currently reads as follows:

18.1 A member may be represented at an Annual or General Meeting by a proxy, who shall be a member of the Association or any person nominated in terms of Article 5.3 hereof.

And to substitute same with the following:

18.1 A Member may be represented at an Annual General Meeting or General Meeting by a proxy who does not necessarily need to be a Member of the Company.

And by the deletion of the entire Paragraph 18.2 of the existing MOI which reads as follows:

18.2A member, except the chairperson acting in his capacity as chairperson, may not be the bearer of more than 10 (ten) proxies.

Special resolution twenty-six was passed with 93% in favour.

Special Resolution Twenty-Seven

In the event that Special Resolution fifteen, as set out aforementioned, carries, then amending the existing Paragraph 19.3 of the MOI which currently reads as follows:

19.3 Any member who is the registered owner of undeveloped land on the Property shall have 1 (one) vote for each separate piece of land registered in his name.

To read as follows:

19.3 Subject to the provisions of paragraphs 5.11 and 5.13, any member who is the registered owner of an erf or unit shall have 1 (one) vote for each erf or unit registered in his name.

Special resolution twenty-seven was passed with 95% in favour.

Special Resolution Twenty-Eight

In the event that Special Resolution fourteen does not carry, then by amending the existing Paragraph 19.3 of the MOI which currently reads as follows:



19.3 Any member who is the registered owner of undeveloped land on the Property shall have 1 (one) vote for each separate piece of land registered in his name.

To read as follows:

19.3 any member who is the registered owner of an erf or unit shall have 1 (one) vote for each erf or unit registered in his name except for any member who is the registered owner of a boathouse unit in the sectional title scheme styled The Coves Boat Club Body Corporate or any member who is the registered owner of a hangar erf in the freehold cove titled Hangar Cove, who will have no vote.

Special resolution twenty-eight was passed with 95% in favour.

Special Resolution Twenty-Nine

By removing the existing Paragraph 26 of the MOI in its entirety which deals with imposing a building restriction period commencing five (5) years from 25 November 2017.

Special resolution twenty-nine was passed with 94% in favour.

Special Resolution Thirty

By introducing a new paragraph 26 in substitution of the existing paragraph 26, alternatively a new paragraph 31 after the existing paragraph 30 of the MOI and in the event that Special Resolution thirty does not carry, which reads as follows:

26/31. CONSOLIDATION AND SUBDIVISION

26.1 Owners of two or more adjoining erven may apply in writing to the aesthetic committee of the company for the written permission to consolidate of their separately owned erven.

26.2 Unless and until the aesthetic committee grants such written permission, members may not apply to the Municipality of Madibeng for permission to consolidate such erven.

26.3 The decision to approve or refuse written permission is solely within the discretion of the aesthetic committee, save that a decision of the aesthetic committee may be overturned by the board at the written request of any member.

26.4 If the consolidation is permitted by the aesthetic committee of the company and permitted by the Municipality of Madibeng and a consolidated deed is produced and delivered to the company, then and from the month end following the production of the consolidated deed, the levy payable by the owner of the consolidated erf in terms of paragraph 6 of this Memorandum of Incorporation, is calculated on the basis of a full levy payable by members as set out in paragraph 5.1.1 of the Memorandum of Incorporation in respect of the first initial erf that was consolidated, and a 20% (twenty per centum) discount on the levy payable by members as set out in paragraph 5.1.1 of the Memorandum of Incorporation in respect of each additional initial erf or erven that was/were consolidated.

26.5 Once consolidated, the erf will have only one (1) vote.

Directors

A McGregor, A Shannon, D Keeling, J Barnard, J Fourie (Chairman),
J Reid, K Pettey, M Fikkert, M Masemola, N Golele-Tshabalala



26.6 Notwithstanding the provisions of any law, the subdivision in respect of any of erf shall not be allowed without the written permission of the aesthetic committee of the company first being obtained, which written permission may not be given if any of the resultant erven, following the sub-division and/or any simultaneous consolidation, are smaller than the original erven upon the first consolidation.

26.7 Unless and until the aesthetic committee grants such written permission, members may not in terms of any law apply for permission to subdivide of any erf.

26.8 The decision to approve or refuse permission to subdivide, is solely within the discretion of the aesthetic committee, save that a decision of the aesthetic committee may be overturned by the board at the request of any member.

26.9 Once subdivided, each subdivided erf will each have one (1) vote and each erven accrue the liability to contribute levies in terms of paragraph 6 of this Memorandum of Incorporation from the date of the registration of the subdivided portions in the name of any person reflected in the records of the office of the Registrar of Deeds in terms of the Deeds Registries Act and is calculated on the basis of a full levy payable by members as set out in paragraph 5.1.1 of this Memorandum of Incorporation.

Special resolution thirty was not passed with 73% in favour, but the resolution did not carry as 75% is required.

Special Resolution Thirty-One

To amend the definition of “Freehold Cove” in paragraph 1.8 of the MOI to also include “Hangar Cove”.

Special resolution thirty-one was passed with 82% in favour.

8. CLOSING

The Chairman extended thanks to all who attended the meeting.

Management and staff were thanked for their hard work during the year. The meeting concluded at 12:15.

Signed at _____ on this _____ day of _____ 202__.

CHAIRMAN

DATE