THE COVES
NATURALLY PERFECT

THE COVES GOVERNING BODY NPC, REGISTRATION NUMBER: 2003/010909/08
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MINUTES OF THE ANNUAL GENERAL MEETING OF THE COVES GOVERNING BODY NPC HELD ON SATURDAY, THE 6TH OF NOVEMBER 2021 AT 09:30 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/Environment/Farming/IT Director
Mrs. N. Golele-Tshabalala (NGT)	ARAC/Landscaping and Facilities Director
Mr. D. Keeling (DK)	ARAC/Technical Director
Mr. J. Barnard (JB)	Technical Director
Mr. G. Stoger (GS)	Director

Apologies:

Mrs. J. Reid	Institutional & Employee Governance/Risk/HR Director
Mr. M. Fikkert	ARAC/Finance
Mr. M Masemola	Risk/Sectional Title

Minute Taker: Ms. Caieta Grobler

In attendance: 112 in attendance in-person and by proxy in total (77 in-person and 35 proxies were received).

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1. WELCOME AND APOLOGIES

Mr. JP Fourie, hereinafter referred to as the Chairman, welcomed all to the meeting and noted the apologies received.

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.

2. ATTENDANCE AND THE ESTABLISHMENT OF A QUORUM

Members present was confirmed 112 in-person and by proxy of which the requirement as per the MoI is 76. The Chairman confirmed that a quorum is present according to the MoI and declared the meeting open.

In terms of paragraph 16.2 and 16.3 of the Memorandum of Incorporation (MoI), the quorum necessary for the holding of any Annual or 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. If within half an hour from the time appointed for the holding of an Annual or General Meeting, a quorum is not present, alternatively a quorum is lost during the meeting, the meeting shall stand adjourned to the same day in the next week at the same place and time or at such other place as the Chairperson of the meeting shall appoint, without further notice and if at the adjourned meeting a quorum is

not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

In terms of paragraph 18.1 and 18.2, 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. The instrument appointing a proxy shall be in writing, dated and signed by the member concerned or his agent, duly authorised in writing, but need not be in a particular form provided that, where a member is more than 1 (one) person, a majority of those persons who shall sign the instrument appointing a proxy on such member's behalf.

3. APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON SATURDAY 7TH NOVEMBER 2020

The minutes for the previous Annual General Meeting held on the 7th of November 2020 at The Coves were tabled as read and approved with no amendments:

Proposed: Mr. Reginald Tshabalala (39 Bass Cove)
Seconded: Mrs. Barbara McGregor (64 Bass Cove)

The minutes were approved with no objections were noted.

4. APPROVAL OF THE MINUTES OF THE SPECIAL GENERAL MEETING HELD ON SATURDAY 27TH MARCH 2021

The minutes for the previous Special General Meeting held on the 27th of March 2021 at The Coves were tabled as read and approved with no amendments:

Proposed: Mr. George Gibbs (54 Bass Cove)
Seconded: Mrs. Barbara McGregor (61 Bass Cove)

The minutes were approved with no objections were noted.

5. APPROVAL OF AUDITED FINANCIAL STATEMENTS INCLUSIVE OF THE CONSIDERATION OF THE ACCOUNTS OF THE ASSOCIATION FOR THE PRECEDING FINANCIAL YEAR.

The Chairman handed the floor over to Mr. Alan Shannon, the responsible director for the financial portfolio. Mr. Shannon advised that the financial statements were circulated. Mr. Shannon stated that the board took a conservative approach in several areas due to COVID and other contributing factors. Mr. Shannon advised that the debtor's book has been reduced and that the overall financial status of the company is in a good position. Mr. Shannon gave feedback on the capex expenditure that was restructured and approved by the board.

Mr. Shannon called for the ratification of the Audited Financial Statements.

Proposed: Mrs Elspeth Flatau (57 Oyster Cove)
Seconded: Mrs Barbara McGregor (64 Bass Cove)

It was confirmed that no queries were submitted.

5.1. Consideration of Auditor's Report

Mr. Shannon advised that an unqualified audit was received. Mr. Shannon called for the acceptance of the Auditor's Report.

Proposed: Ms. Elspeth Flatau (57 Oyster Cove)
Seconded: Mrs. Barbara McGregor (64 Bass Cove)

The audited financial statements were approved.

5.2. Appointment of Auditors

Mr. Shannon proposed that GKL Auditors be re-appointed.

Proposed: Ms. Elspeth Flatau ((57 Oyster Cove)
Seconded: Mrs. Barbara McGregor (64 Bass Cove)

The reappointment of the auditors was approved.

5.3. The fixing of the Auditor's remuneration

Mr. Shannon advised that there is a minimal increase in the auditor's remuneration and proposed that the increase be accepted.

Proposed: Ms. Elspeth Flatau (57 Oyster Cove)
Seconded: Mrs. Barbara McGregor (65 Bass Cove)

The fixing of the auditors remuneration was approved.

6. THE CONSIDERATION OF THE BUDGET AND LEVIES IMPOSED BY THE DIRECTORS OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR (ANNEXURE C)

The Chairman advised that the consideration and discussion of the estimate of income and expenditure will be presented by Mr. Shannon and handed the floor over.

Mr. Shannon advised that the proposed budget was circulated in May 2021. Mr. Shannon gave feedback on the budget.

Mr. Shannon opened the floor for queries. No queries were noted.

7. THE CONSIDERATION AND DISCUSSION OF ANY AMENDMENTS THERETO OF THE RULES INCLUSIVE OF PENALTIES OF THE COMPANY (ANNEXURE D)

The Chairman handed the floor over to Ms. Caieta Grobler for feedback on the proposed amendments to the rules.

The proposed amendments to the rules were brought to the attention of the members and the floor was opened for comments or suggestions. Please refer to the comments, questions, and suggestions attached to the minutes.

The resolution was passed by a majority vote of the members by ballot, present at the meeting with 82 votes (73%) in favor.

8. ARCHITECTURAL GUIDELINES (ANNEXURE E)

8.1. The consideration and discussion of the amendments to the Architectural Guidelines and approval thereof. Inclusive of the proposed modern farm style aesthetics and combination of all individual Coves Architectural Guidelines.

The Chairman handed the floor over the Ms. Caieta Grobler to present the prosed amendments.

Ms. Grobler brought the proposed modern farm-style rules to the attention of the members and opened the floor for comments or suggestions.

The floor was opened for questions and comments which were noted. Please refer to the comments, questions, and suggestions attachment to the minutes.

The resolution was passed by a majority vote of the members by ballot, present at the meeting with 82 votes (73%) in favor.

9. PRESENTATION OF THE REPORT FROM THE CHAIR (ANNEXURE H)

The Chairman presented the report from the Chair.

10. ELECTION OF DIRECTORS

In terms of paragraph 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 voluntary 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.

10.1. Determination of Number

Paragraph 9.1 states; Unless otherwise resolved by the members of the Company, the Board of Directors of the Company shall consist of not less than 5 (five) and not more than 10 (ten) natural persons, who shall be nominated so far as to ensure representation by nominees of the Bodies Corporate and Freehold Coves and skill set, as far as is reasonably possible in the opinion of the Chairperson of the meeting at which such nominations are made.

The Chairperson advised that this year 8 nominations were received, and the Chairperson confirmed that the positions available on the board is 10. The Chairperson introduced each nominee.

10.2. Election of Directors

In terms of paragraph 9.2 of the MoI and unless directed otherwise by the Company in General Meeting:

9.2.1 no person shall be a Director unless he is also a member of the Company or the person (or his or her spouse) nominated in terms of paragraph 9.1 hereof.

The Chairperson called for a vote by the members for the nominations received.

The Chairperson advised that additional nominations can be received from the floor subject to the members being in agreement. The members agreed for nominations to be received from the floor.

Mr. Andrew McGregor (64 Bass Cove) advised that a formal acceptance has not yet been received but he nominates Mr. James Moodie (101 Woodlands Cove). Mr. Moodie accepted the nomination. The Chairperson called for further nominations from the floor. Mr. Jan Botma (31 Heron Cove) nominated Prof. Ken Pettey (63 Bass Cove). Prof. Ken Pettey declined the nomination and confirmed that he will remain available as a willing advisor for the farming and environmental portfolios.

The Chairperson advised that due to the number of nominations received being 9 in total and there being a maximum of 10 positions available there is no need for a vote and congratulated the following members being appointed as Directors:
A McGregor (64 Bass Cove)
D Bruwer (96 Bass Cove)
G Stoger (13 Aero Cove)
J Moodie (101 Woodlands Cove)
JP Fourie (3 Aero Cove)
L van Niekerk (127 Mountain Cove)
N Golele-Tshabalala (39 Bass Cove)
T Gumede (53 Bass Cove)
Z Mostert (40 Bass Cove)

11. DIRECTIONS AND RESTRICTIONS TO BE PLACED ON THE DIRECTORS FOR THE ENSUING FINANCIAL YEAR

The Chairman handed the floor over to Mr. Alan Shannon to advise on the financial directions and restrictions to be placed on the directors for the ensuing financial year. Mr. Shannon confirmed there are directions and restrictions as per the delegation of authority.

Further suggestions, comments and questions were noted. Please refer to the comments, questions, and suggestions attached to the minutes.

12. GENERAL

The Chairman opened the floor to any general concerns that the members want to raise. Please refer to the comments, questions, and suggestions attachment to the minutes.

12.1. Feral Cats

Mrs. E Beamish (11 Aero Cove) advised that there is a feral cat problem on the estate that needs attention. Mrs. Beamish advised that The Coves should pay to control the feral cats (neutering and vaccinations). Ms. Grobler requested confirmation on the feeding stations.

Mrs. H Steyn (99 Woodlands Cove) enquired what the purpose is for the request. Mrs. Beamish advised that the matter should be managed by The Coves. Mrs. Beamish stated that she thinks it necessary to have feeding stations to avoid cats from catching the smaller wildlife. Mrs. beamish added that there are two ways 1) donate money towards the Feral Cat's Society and they will come in and attend to the catching of the cats and the neutering and vaccinations 2) the cats are caught, and the Feral Cat Society come and attend to the neutering and vaccinations which gets paid as and when.

Prof. Pettey advised that feeding to catch the cats is a solution but thereafter the feral cats should not be fed as it makes them lazy, and they will no longer catch rats and mice which is also a good pest control option. Prof. Pettey added that not feeding the cats will also ensure that the number of cats doesn't increase. Prof. Pettey raised concerns around diseases that could be spread from feral cats to pet cats.

Mr. A McGregor suggested that a small team be put together to get the process on the go.

The Chairman advised that the Information Session will be rescheduled to a later date. The Chairman confirmed that the board will give a directive to the new board to follow through with the investigation.

13. CLOSING

The Chairman extended thanks to the outgoing board for their time served and welcomed the new directors joining the board.

Management and staff were thanked for their hard work during the year. The meeting concluded at 13:05.

Signed at The Coves on this 5th day of November 2022.

CHAIRMAN

5/11/22
DATE