

MARINA DA GAMA ASSOCIATION.

MINUTES OF ANNUAL GENERAL MEETING HELD ON THE 25th JULY 2016 AT MUIZENBERG HIGH SCHOOL

Meeting opened: 19h05.

- 1. Welcome:** was extended to all by the Chairman, Boudje Giljam. He introduced the Committee and extended a special welcome to Cllr. Dave D'Alton and to George Ellis. He extended good wishes to members of the community who had taken ill during the year and to Elaine Meyer, the previous chair of EXCOM, who had been in hospital.

The following EXCOM members were in attendance:

Boudje Giljam	Chairperson
Robin Carlisle	Security
Peter Cawood	Archcom and standards
Bob Craske	Member without portfolio
Geri Goldblatt	Communications – Excom@Work
Susan Haywood	Communications – Marina News
Jimmy Fitzpatrick	Communications – Database
Toni Joubert	Parks and Maintenance
Cheryl Philip	Treasurer
Sandy Richards	Street reps
Mike Ryder	Uitsig Peninsula
Carol Watts	Minute Secretary

- 2. Apologies** received: Lathif Gafoor, Angus Hemp, Trishanta Naidu, Mr & Mrs Oberauer, Ruby Ward, Chris and Juleen du Toit Margot Skinner, Kirsty Boonzaier, Chris Solomon; Vic de Valdorf, Gabby Perez, Louis and Rosemary de Waal, Eve Fritz, Elsabe Snyman, proxy voters.
- 3. Quorum and notice of meeting:** As there were more than 60+ members present the Chair advised that a quorum was present and the business of the meeting could proceed. Notice of the meeting had been sent out in line with the Constitution.
- 4. Confirmation of minutes of AGM 29th June 2015.** No questions were raised. Proposed: Peter Joubert. Seconded Bob Craske
- 5. Presentation and consideration of report by EXCOM.** The chair advised that EXCOM had functioned at a full complement of 12 members throughout the year.

A **survey** had been carried out to ascertain what residents expected of EXCOM. 500 questionnaires of the 1150 distributed by the electronic notice board, had been returned.

The questionnaire revealed, among other things, that the Marina has an ageing population: 70% of households had no children of school age; 46% of heads of households were over 60; 37% were between 40 – 60 years of age; 16% were under 40.

- a. **Strategy.** As a result of the survey George Ellis had headed a team to review the Constitution and embark on a strategy document for the Marina, which is available on the website. The chair requested that more people become involved. The measure of its success was deemed to be an increase in property values.
- b. **Security.** The main concern to emerge from the survey was the issue of Security; Peter Cawood, Mike Ryder and Robin Carlisle had been involved in these aspects, and their aim was to build on the success of the various guarding groups and neighbourhood watches. Residents had been assisted in addressing weak points in the perimeter of the Marina.
- c. **Standards:** this was a further concern. Peter Cawood and Richard Currie, the standards inspector, were responsible for the Standards in the Marina. Once infringements were noted, Mr Currie would make a personal visit to the owner – this method has been more effective than the previous system of sending letters. The major reasons for infringements were affordability and absentee landlords. The list of infringements had been halved over the year. The long-standing problem of an unfinished house in Delft Close had been resolved and plans were awaiting Council approval. Once obtained, building could commence. Legal letters had been sent to 6 people; 5 had begun the required repairs; the 6th was due to appear in Court at the end of the month.
- d. **Parks and Maintenance:** the major improvement had been the installation of more sprinklers in the Public Open Spaces.
- e. **Communications.** Upgraded improved communications were implemented to advise members of what is happening in the community. The Marina News had been improved with an increased number of pages and the introduction of colour photographs; the electronic Noticeboard had been expanded, and Excom@work, launched to advise members of the ongoing work of the Committee. Jimmy Fitzpatrick was building up a database of residents.
- f. **Priorities:** The chair requested that all members work towards making the strategic document a living document; the major priority was to greatly increase security, which would result in higher property values; communication was the key.
- g. **Questions from the floor:**
 - Alan Hepple: Referring to Bob Craske's portfolio report – enquired as to which projects outside the Marina had money been transferred? Bob responded that it

would be in contravention of the Income Tax law to transfer funds to Park Island as it was not part of the Marina Township. It was noted by the Treasurer that the MDGA would fund a weekly labourer's wage; The Chair explained the system of employing casual labourers on the public open spaces; permanent labourers were foreseen in the future & Ms Joubert enlarged on the sharing of labour.

- Rob MacLean: thanked Dave D'Alton and enquired about the Kingfisher. He was most concerned as the Kingfisher had only worked for about 15 days during the year. He commended Joshua Gericke and his team for their work. Mr D'Alton advised that they were still pushing for a second Kingfisher.
- Karen Peters enquired about the status of the 1st house on the right when entering Park Island. Colin Rees expressed concern about the impression it gave to visitors to the Marina. It was agreed that members could help other members in their personal capacity, but as there were similar problems throughout the Marina, EXCOM could not consider assisting with the repairs. The assistance with loans could be considered in the future.
- Ray Philip asked if there was any information on the dredging of the vlei. Dave D'Alton replied that there had been minimal dredging, other than at the mouth of the vlei, as the money earmarked for it had been diverted to stabilise the mountain slopes after the recent fires. It was expected that dredging would recommence next year. Bob Craske felt that dredging would be a massive task, and efforts should be made to reduce the amount of weed that sank to the bottom, and also the amount of rubbish that washed down from upstream.
- Helen Erlangsen said she battled to exit the Marina between 6 and 8 am, and that it took an hour to get to Tokai. Robin Carlisle replied that the road in question, which would link the R300 to the Blue Route, would be very expensive, especially as the section from the M5 to the R300 would cut through Overcome Heights.
- Dimitri Qually thanked Robin for the effort made on the Security portfolio, and the rest of the Committee for their work. He enquired what was being done about the falling San Marina wall. Mr Cawood replied that EXCOM and the owners were aware of the problem. As advised by structural engineers, the collapse of the wall was not imminent.

There were no further questions.

The chair thanked the following people for their commitment to the Marina:

- Peter Ferry, who had retired after auditing the books for 36 years;
- Bob Craske, who was standing down from the committee after 12/13 years;
- Dave D'Alton, who was about to retire as Councillor. He had been instrumental in getting the Oudevlei traffic lights installed and in resolving the Delft Close house impasse. He had tried for another weed eater, but a dump truck had been delivered instead. In reply he said that he had made a lot of friends, and thanked everyone for their support;

- Archcom: Tony Kiley, who had retired as Chair, Eduardo Nunes, & Alan Hepple (who had been elected as the new Chairman);
- Steve Padmore, George Ellis, Sandy Richards and Robin Carlisle, who had stepped down from the committee;
- Marcia Fritz, who had manned the office for the last 8 years and was a tower of strength;
- Richard Currie, who worked with Peter Cawood in the Standards portfolio. He introduced the current method of enforcing standards;
- Paul West for setting up the sound system, and Sandy Richards and her team for doing the registration for the meeting;
- The members of the committee for their support and the great job they were doing.

6. Voting on Resolutions:

The chair introduced the new system of voting by ballot. The ordinary resolutions required a simple majority to pass; the special resolutions, which were amendments to the Constitution, required a 2/3 majority vote. Voting papers would be collected at the end of the meeting, the votes counted, and the results posted on the Notice Board as soon as possible thereafter.

The following resolutions were put to the members – the results are shown at the end of the minutes.

Ordinary resolution No 1: Approval of the Annual Financial Statements for the year ending 28th February 2015

Ordinary resolution No 2: Approval of the Annual Financial Statements for the year ending 29th February 2016

Ordinary resolution No 3: Appointment of independent auditor for year ending 28th February 2017 was withdrawn prior to the meeting. A sub-committee of interested persons is to convene to determine the audit requirements of the Association.

Members at the meeting resolved by show of hands that EXCOM could approve the appointment of the auditor for the next financial year, based on the decision taken by the sub-committee.

Peter Ferry expressed his unhappiness with the 2016 audit which he felt was shoddy, full of verbiage and not money well spent. Ms Philip advised that they had been audited in line with international accounting standards.

The chair advised that the firm, BDV Platinum, had been recommended by Anthony Coombe, a highly respected auditor and ex-senior partner of PWC, The chair advised that the decision to withdraw the resolution for the appointment of an auditor was to allow the sub-group to determine the MDGA's legal requirement for an auditor.

Mr Carlisle advised that the financials were in excellent hands and that the Chair and the treasurer had done an immense amount of work during the year. Ms Kenyon thanked the treasurer for getting the financials out in time.

The Chair advised that the optimum time for the AGM was late May, 3 months after year-end, and the incoming EXCOM would make efforts to hold the 2017 AGM within this time-frame.

Nominations for Excom:

12 members stood for EXCOM

Peter Cawood
Jimmy Fitzpatrick
Boudje Giljam
Geri Goldblatt
Susan Haywood
Toni Joubert
Cheryl Philip
Mike Ryder
Dieter Dolinschek
Angus Hemp
Lathif Gafoor
Trishanta Naidu

Representation: Uitsig – 6 members, Park Island – 2 members, Eastlake Island – 4 members.

Proposed: George Ellis; seconded: Jonathan Schrire, and accepted unanimously by the members.

George Ellis was invited to expand on Special Resolutions 1 – 12 as proposed by EXCOM.

The special resolutions that were adopted by the members are repeated in full from the Notice of Meeting to provide a record in the minutes.

Special resolution No. 1: Change to voting practices at general meetings – Resolved that all clauses, which relate to resolutions that are put to the vote at all general meetings, shall be decided by ballot only.

The chair clarified that each property had one vote.

Special resolution No. 2: Nominations to EXCOM to be received by EXCOM 28 days prior to meeting - “Resolved that clause no. 7.2.3 be amended to read as follows: Nominations of candidates for election to EXCOM at any meeting shall be in writing, signed by two members in good standing and the candidate nominated, so as to be received at the *domicilium* of the Association not later than 28 days before the annual general meeting. These names will then be included in the notice of the meeting to be sent out to members.”

Special resolution No. 3 – Voting for EXCOM – clause 7.2.1 be amended and to read as follows: EXCOM members shall be elected annually at the Annual General Meeting and shall, subject to the provisions herein contained, remain in office until the following Annual General Meeting. A ballot shall be held amongst those members present or represented by proxy to determine which members shall form the EXCOM. The appointment of EXCOM members will follow an approval style voting system that allows for each member to vote for up to twelve of the candidates on the ballot sheet. The twelve members with the highest number of votes will be appointed to EXCOM.

Special resolution No. 4: Limitations to Appointment to EXCOM – Resolved that clause 7.2.2. be amended to read as follows: A resident member who is neither delinquent in terms of clause 12.5 or owes any other monies in any form to the Association, or the resident spouse of a non-delinquent resident member, shall be eligible for election and co-option to EXCOM. A resident member or spouse shall be a member or spouse who resides permanently in the Township Area, provided that any member or spouse who resides for not less than eight months in a calendar year in the Township Area shall be deemed to be a resident member or spouse.

Special resolution No. 5: Term of office on EXCOM to be limited to 5 years – Resolved that a new clause, no 7.2.5, be inserted and to read as follows: The same individual may not serve as a member, either by re-election or by co-option to EXCOM, for more than 5 consecutive years, or parts thereof, without taking a minimum of a 2 year break from EXCOM”

Special resolution No. 6: Use of Round Robin resolutions by EXCOM -“Resolved that a new clause, no 7.4.9 be inserted and to read as follows: That in cases of urgent matters, as determined by the Chairman, a resolution agreed after due discussion by electronic means by the members of EXCOM shall be as valid and effective as if it had been passed at a meeting of EXCOM duly convened”.

Special resolution No. 7: Appointment to Archcom - "Resolved that clause no 8.1.3 be amended as follows: a resident member, or the spouse of a resident member, who may be a member of EXCOM, but not the Chairman, may be appointed by EXCOM.

Special resolution No. 8: Appointment of Auditor - "Resolved that clause no10.1.5 be amended as follows: The appointment of the Association's Auditor whose term of office may not extend to a period of greater than 5 consecutive years."

Special resolution No. 9.1: Change of the Powers of the Association - Resolved that the following two amendments are made to item 4.2:

- Change the word "provision" to "facilitation".
- Add the words "commenting on business licences and rezoning applications,

The final wording of item No 4.2 will read as follows: "to promote and enforce standards for high density community living in the Township Area, in such a way that members may derive the maximum collective benefit there-from. The aforementioned standards shall extend to all services and amenities in the Township Area, and such facilities, including the facilitation of security services, commenting on business licences and rezoning applications, which will maintain the Township Area as a safe and attractive environment for its residents.

Special resolution No. 10: Municipal By-Law. "Resolved that a new clause, no 12.6, be inserted and to read as follows: In accordance with the Municipal By-Law, Section 62(1)(a)(viii), the Association may prohibit transfer of a land unit arising from subdivision in the Marina da Gama (Extensions 1, 2 and 4). Such consent will be withheld if the owner is not up-to-date with annual subscriptions as imposed by the Association in terms of clause 5.4.

Question from the floor: Discussion on the position of the registrar's office ensued. Most agents requested a clearance certificate from the Marina office prior to transfer. Colin Reeves enquired whether subs could be collected through the rates. The Chair and Mr Craske clarified that this was only applicable to SRAs.

Special resolution No. 11: Use of modern communication methods.

“Resolved that clause no 14.2 be deleted and replaced as follows: The distribution of information to residents, including notices to all general meetings will be taken to be sufficient if sent by electronic communication which can include, but is not limited to a combination of electronic addresses, any form of acceptable web and social media communications and text messages as furnished to the Association by the member unless members have given written instructions to the Association for receipt by ordinary mail. Members who receive such notices by ordinary mail shall be deemed to have received it five days after posting”

Special resolution No. 12: Limitation of powers on EXCOM: “Resolved that clause no 7.5.5 be amended to read as follows: The making of, entering into and carrying out of contracts or agreements for any of the purposes of the Association; provided that any single project involving expenses of over R100 000 (one hundred thousand rand) must be approved by members of the Association. The increase in limit will be directly linked to the increase in annual subscriptions. This approval can be carried out by an electronic ballot and will require a majority of 60% of those voting to pass”

It was clarified that EXCOM could only spend a maximum of R100,000, linked to inflation, on each project. Residents would be required to approve higher spend.

At this point Robin Carlisle announced that he would continue with Security. So far about 100 people were involved with the Uitsig neighbourhood watch, gardening of POS, special security projects, garden associations, etc., and he thanked them. He then thanked the Chairman for doing a very good job in sometimes difficult circumstances.

Resolutions proposed by Bob Craske.

The Chair advised that resolutions put forward by members were not required to be endorsed by the Committee.

The special resolutions proposed by Bob Craske were not adopted, so are not repeated here. The proposed resolutions are available in the Notice of Meeting.

Bob Craske was invited to expand on Special Resolutions A to H as proposed by him.

BC-A: appointment to EXCOM – limitation on building. The buildings of elected officers should be up to standard and have no “Illegal” additions.

BC-B: appointment to Archcom – limitation on building. The buildings of elected officers should be up to standard and have no “Illegal” additions.

Alan Hepple asked Mr Craske to define “renovations.” Peter Cawood recommended that the Design Manual be updated.

Mr Schrire commented that the proposals put forward by Mr Craske were to restrict the powers of the committee and make it difficult to proceed with business as normal. Mr Craske advised that the resolutions were in line with constitutions of other home-owners associations.

BC-C: General Amendment re spouses/partners. Cheryl Philip advised that this was already included in the constitution and the resolution was not required.

BC-D: Limitations to appointment to Archcom.

BC-E: Use of proxy voting – Mr Craske withdrew this resolution as the number of proxies received for the AGM was acceptable

BC-F: Income Tax Exemption: refers to the donation of funds to organisations outside the Marina. Peter Harris enlarged on the Act and the minutiae of it were discussed at length.

BC-G: Prohibition of land transfer/clearance certificate. Mr Joubert discussed this at length. It was also similar to Special resolution No 10 as proposed by EXCOM.

BC-H: Enforcement of Constitution.

A member queried if Special Resolution No 10 or BG-G was being voted on?

People were asked to complete their voting forms and hand them in before they left.

7. Any other business: nil.

8. Meeting closed: The chair thanked the members and guests for attending the meeting. The meeting closed at 21h05.

Signed by the Chair

RESULTS OF THE VOTING AT THE GENERAL MEETING

- Only the YES / NO votes were considered – abstentions were excluded.
- The voting was held by secret ballot
- 11 proxies were received
- A total of 81 voting sheets were returned, including proxies.

	% FOR	PASS
ORDINARY RESOLUTIONS		
1. Approval of Annual Financial Statements for year ending 28 February 2015	100	YES
2. Approval of Annual Financial Statements for year ending 29 February 2016	97.0	YES
3. Appointment of independent auditor for year ending 28 February 2017	WITHDRAWN	
SPECIAL RESOLUTIONS – CHANGE TO CONSTITUTION		
1. Change to voting practices at AGM	97.3	YES
2. Nominations to EXCOM to be received by EXCOM 28 days prior to AGM		YES
3. Voting procedure for members of EXCOM	97.3	YES
4. Limitations to appointment to EXCOM	97.3	YES
5. Term of office on EXCOM to be limited to 5 years	97.4	YES
6. Use of round robin resolutions by EXCOM	96.0	YES
7. Appointment to Archcom – member or spouse	96.0	YES
8. Term of office of Auditor to be limited to 5 years	94.5	YES
9. Powers of the Association	RESOLUTION SPLIT INTO 9.1 & 9.2	
9.1 Change the word “provision” of security to “facilitation” of security	98.6	YES
9.2 Add the words “commenting on business licences and rezoning applications	97.2	YES
10. Municipal by-law – MDGA may prohibit transfer if subscriptions are not paid up ***	93.1	YES

11. Use of modern communication means	98.7	YES
12. Limitation of powers of EXCOM to fund a single project greater than R100 000 without prior approval	98.1	YES
PROPOSALS BY BOB CRASKE – CHANGE TO CONSTITUTION		
A. Appointment to EXCOM – limitation on building	34.7	NO
B. Appointment to Archcom – limitation on building	34.7	NO
C. Spouse to be amended to partner	60.7	NO
D. Limitations to appointment to Archcom	51.9	NO
E. Use of proxy voting	WITHDRAWN	
F. Income tax exemption clause	31.8	NO
G. Prohibition of land transfer / clearance certificate	34.7	NO
H. Enforcement of constitution	37.2	NO