

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE MARINA DA GAMA ASSOCIATION
HELD AT THE MASQUE THEATRE, MUIZENBERG ON JUNE 5TH 2017**

MEETING OPENED 19h25: the delay was caused by an unprecedented number of members registering.

1. WELCOME.

The chairperson, Cheryl Philip welcomed all the members and guests present at the meeting.

It was noted that this was the first time that the AGM has been held at the Masque Theatre. The Muizenberg High School Hall was unavailable during the month of June as scholars were writing exams but in line with the CSOS Act the AGM should be held within 4 months of year-end.

It was also not anticipated that there would be such a large turnout, resulting in standing room only for latecomers.

The notice convening the meeting was sent out on the 28th April 2017. All required documentation was circulated via the electronic notice board and the website as per the resolution passed at the AGM in 2016.

Members were requested to raise their hands, give their names and to keep questions relevant to the particular item on the agenda and to make use of the roving microphone.

2. ATTENDANCE

Committee members:

Cheryl Philip, Geri Goldblatt, Angus Hemp, Lathif Gafoor, Boudje Giljam, Jimmy Fitzpatrick, Peter Cawood, Robin Carlisle, Toni Joubert, Trevor Quelch.

Minute taker: Carol Watts.

Members and guests: Approximately 200

Apologies received:

Dianne Kemmish; Quinton Stuurman; Wendy Purdon; Robin and Lilian Brand; Karin Lecuona; Natalia Baker; Carl Gray; Chris du Toit; Trevor and Yvonne Hastie; Mike O'Brien; Jo MacRobert; Heidi Gorrie; Chris Loom (?); D. Olivier, Chris Rosen.

Proxy forms:

150 proxy forms had been received of which 52 were invalidated due to lack of payment of annual subscriptions. 50 forms had been returned to the proxy holders on the evening for completion; members had cast their votes on the other 48 forms. It was noted that after

validation, the final numbers would be attached to the minutes of the meeting and circulated via the Excom@Work.

It was noted that the meeting was quorate as more than 60 members, present or by proxy, were present.

Karen Bruckner and Darlene van Dieman disputed the validity of the proxy forms and the constitutionality of the annual general meeting. Alan Hepple confirmed that the procedure to process and validate the proxy forms had remained unchanged and has always been reviewed by members of ExCom prior to the meeting. After robust discussion by members, the objections were overruled by a large majority of the members present who agreed that the meeting should continue.

3. PRESENTATION OF THE CHAIRPERSON'S REPORT.

The following members were thanked:

- All volunteers who had helped with Parks and Gardens and with Security.
- Alan Hepple as chair and Eduardo Nunes, the independent architect on Archcom;
- David Jubb for his assistance on the maintenance of the parks and gardens.
- Marcia Fritz and Bob Bedingham in the office.
- Carol Watts, the minute secretary, who was stepping down.
- Dieter Dolinschek, Mike Ryder and Susan Haywood resigned during the course of the year for various reasons and Trish Naidu, who was not standing for re-election.
- Members of the Committee for their efforts and the long hours they put in during the year

The report expanded on the report as distributed with the notice of meeting.

Communication: ExCom posted all its minutes and portfolio reports on the ExCom@work. Members who did not subscribe to it may not have been up to date with all that has been happening in and around the Marina.

Members were reminded that ExCom was accountable, not only to our members, but also to Council. Most of the area managed by the Association was owned by Council – but increasing lack of funding by them meant that ExCom had to step in and do more.

ExCom had implemented small business policies and practices in the running of the Marina: communications, procurement, gardening and standards to name a few.

The *Constitution* had been updated and more resolutions were proposed to tidy it up further. There were several resolutions to update the design manual.

Finances: Expenditure on overheads was reduced by over R20 000; debt collections increased resulting in the provision for bad debts decreasing by R12000, some going back more than 10 years. About 55% of members were paid up for the current financial year. Bank and cash balances stood at R720 000, about R200 000 more than when in July 2015.

Security: Security initiatives in the Marina were more coordinated. It was because of a loose informal structure that the guardians had grown momentum and were so successful.

Projects: Lathif attended all the meetings of the Ward 64 committee and meetings with representatives of the other areas in the Ward. They are a joint task force looking after the needs of the Marina, Muizenberg and up to Fish Hoek. This must be a first for the Marina.

The following matters were under consideration: Kingfisher (cost of R10 million), Eastlake Island Bridge; Link Road from Steenberg to M5 placed back on the agenda.

Waterways: Angus Hemp represented the Marina on ZPAAC, (Zandvlei Protected Areas Advisory Committee,) and on other committees relating to Water Affairs, and had an excellent working relationship with Josh Gericke and his team.

An excellent relationship had been forged with our new councillor, Aimee Kuhl and her right hand woman, Yvette Stephens. This relationship resulted in good progress of specific projects over the last couple of months.

Parks and Gardens: Toni Joubert continued her wonderful work with the people of City Parks and Gardens and obtained the free use of a building for storage in Eastlake Island, which saves close to R10 000 a year.

The first meeting of IMBY (In My Back Yard) was held recently to give the care of the public open spaces back to the members.

The issue of the illegal use of workers as casual labour for the gardens was raised.

Archcom: a better relationship with the town planning department and the building inspector was forged.

Legal action was taken against the rezoning of the Marina Towers. The Association won the first round; the appeals committee overturned the decision. Notification had recently come through, together with the restrictions and conditions imposed on the restaurant. Excom, as your elected body, agreed to fund the legal expenses as per mandate. Residents had contributed R25000 towards the rezoning costs in 2015.

Standards. The practice of taking important matters to court resumed, as per mandate, and incurred legal costs to sort out the 6 worst standard infringements in the Marina. Five of the 6 cases were finalised, the sixth offender was taken to the ombudsman for resolution. A further standards application was lodged with the Ombudsman at a cost of under R200. A new management system was introduced that applied severity, status and elapsed time to each transgression.

It was noted that there had been increasing friction between members of ExCom and a handful of members. Excom was made up from members distributed equally across all the islands and could only function effectively with the good will of members.

Thanks were tendered to their families who lived with the many hours demanded of Excom members.

Mike Ryder requested that the exact and full wording of amendments 4.1 be read out i.r.o. the rezoning of the Tower. He contended that “comment” did not mean “action,” and that Excom should not have taken the action it did.

The chair advised that the ExCom continues to act in line with a mandate received by the more than 300 members that objected to the rezoning, more than the members present at the AGM this evening, compared to the 6 members that thought the rezoning was a good idea. The majority of members present at the AGM raised no objections to the original mandate which was clearly a further endorsement of the mandate.

4. MINUTES OF THE PREVIOUS AGM HELD ON THE 25TH JULY 2016

Mr Bryan Smith queried if a meeting had been held by a sub-committee of interested persons to determine the audit requirements of the Association. Ms Philip confirmed that an informal discussion had taken place.

The minutes were proposed by Robin Carlisle and seconded by Alan Hepple. Minutes were approved and accepted as correct.

5. APPROVAL OF RESOLUTIONS

It was noted that it had been agreed at the previous AGM that no transferable votes would be allowed. As this had not been included in the constitution, the incoming committee would have to attend to the amendment of the Constitution.

The office would be closed the following day to allow for the counting of the votes, which would be overseen by a member of ExCom. Any nominee standing for election was allowed to view the counting, but would not be able to interfere or comment.

Members were reminded that any resolutions to amend the constitution required a majority of more than two-thirds; an ordinary resolution needed more than 50%. They were requested to deposit completed voting papers in the box provided when they left.

The results of the resolutions passed are attached at the end of the minutes. Details of the resolutions that were not passed are not included in the minutes.

ORDINARY RESOLUTION NO 1 - CONSIDERATION AND ADOPTION OF THE ANNUAL FINANCIAL STATEMENTS DATED 28TH FEBRUARY 2017

Anthony Coombes, Peter Ferry and Ridgely Hall were thanked for their input.

Mike Ryder wished it to be recorded that he objected to the AFS.

ORDINARY RESOLUTION NO 2 – APPOINTMENT OF INDEPENDENT AUDITOR

Excom had recommended that the auditors BDV Platinum be appointed as the independent auditors for the financial year ending 28 February 2018.

ORDINARY RESOLUTION NO 3 – RATIFICATION OF INCREASE OF SUBSCRIPTIONS

Increase of subscriptions to R400 per annum for 2017, above the 10% threshold as per the constitution.

ORDINARY RESOLUTION NO 4 – APPOINTMENT OF MEMBERS TO EXCOM

Members were reminded that only 12 people could be voted onto ExCom. If a member made a correction he should put his signature next to it.

RESOLUTIONS TO AMEND THE CONSTITUTION.

The final, amended Constitution, if these changes were adopted, would be placed on the notice board and website in due course.

Special resolution No 1 - 3: AMENDMENTS TO CLAUSE 10 – MEETINGS OF THE ASSOCIATION:

SPECIAL RESOLUTION No 1:

Resolved that clause 10.1 be amended to include the words “within four (4) months of the financial year-end”.

Clause 10.1 will read as follows:

Annual General Meetings of members shall be held once in every year, within four (4) months of the financial year-end, at such time and place as may be determined by ExCom, but so that no more than

fifteen (15) months shall be allowed to elapse between any two such successive meetings. The business to be done at the Annual General Meeting shall include:

SPECIAL RESOLUTION No 2

Resolved that clause 10.1.4 be deleted in its entirety and replaced with “the adoption of the annual financial statements;”

SPECIAL RESOLUTION No 3

Resolved that clause 10.1.5 be amended with the insertion of the following words: “who shall be registered with the recognized body” so that clause 10.1.5 reads as follows:

The appointment of the Association’s Auditor, who shall be registered with the recognized body, whose term of office may not extend to a period of greater than 5 consecutive years;

The reason for special resolution no 3 is to ensure that the auditor is registered with the auditing body in line with accepted auditing practices.

SPECIAL RESOLUTION No 4

Resolved that clause 10.2 be amended as follows:

10.2 Ordinary General Meetings

ExCom may call an ordinary general meeting of members whenever it thinks fit. Ordinary general meetings shall also be called upon the written request of not less than twenty- five (25) members, directed to the Chairman of ExCom, who will place the request before Excom at the first scheduled ExCom meeting after the receipt of the request. Excom will organize the meetings and distribute the necessary documentation.

An ordinary general meeting is a meeting other than an annual general meeting and is called to deal with an urgent matter than requires immediate resolution, via a formal resolution, that cannot be delayed until the annual general meeting. All members need to be informed of the meeting.

Peter Harrison queried the use of “shall” and “may” when calling an OGM. The procedures, logistics, timing and legality of calling one were clarified.

SPECIAL RESOLUTION No 5 – FINANCIAL MATTERS

Resolved that clause No 13 be deleted in its entirety and replaced with the following

13. FINANCIAL MATTERS

13.1 ExCom shall cause proper accounting records of the administration and finance of the Association to be kept at the domicilium of the Association or such other place or places as it may think fit.

13.2 ExCom shall cause to be laid before the Association in Annual General Meeting, audited annual financial statements and a report by Excom on the affairs of the Association.

- 13.3 The Annual Financial Statements shall be available and laid before the Annual General Meeting.
- 13.4 The association's financial year-end shall be the last day of February in each year.

SPECIAL RESOLUTION No 6

Resolved that clause no 13.5 be inserted as follows:

13.5 Income tax exemption

- 13.5.1 The sole object of the association must be to manage the collective interests common to all of its members, which includes expenditure applicable to the common property of such members and the collection of levies for which such members are liable.
- 13.5.2 The association is not permitted to distribute its funds to any person other than to a similar association of persons
- 13.5.3 On dissolution, the remaining assets must be distributed to a similar association of persons, which is also exempt from income tax in the terms of section 10(1)(e)(iii) of the Act.
- 13.5.4 Any amendments to the constitution must be submitted to the Commission for the South African Revenue Services.
- 13.5.5 Funds available for investment may only be invested with a financial institution as defined in section 1 of the Financial Services Board Act 1990 (Act No 1997 of 1990), and in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (act 1 of 1985).
- 13.5.6 The association is not, or was not knowingly a party to, or does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of any liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by a person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Services.
- 13.5.7 Annual returns of income tax together with financial statements to be submitted to the Tax Exemption Unit.

SPECIAL RESOLUTION No 7

Resolved that clause 12.2 be amended as follows:

- 12.2. The amount of the annual subscription shall be R205 per Erf or Sectional Title Unit, payable only in the official South African currency (rands), as from 1st March 2010. ExCom shall be entitled at its discretion to increase the annual subscription from time to time provided ExCom shall not be entitled to increase the subscription by more than 10% per annum, rounded off to the nearest R10.00.

RESOLUTIONS SUBMITTED BY MEMBER:

Brian Smith commented on the five resolutions submitted by the member: and responded to queries on:

- Proposal for a security sub-committee – Mr Carlisle noted that the independence of the Guardians groups underpinned the whole security effort.
- The perimeter wall was discussed. It was clarified that ExCom owns no property; that the wall, where it forms part of an owner's boundary, is the responsibility of the owner; otherwise, it is the responsibility of Council.
- All members were encouraged to pull together over the issue of security. In answer to Karen Bruckner, Mr Carlisle stated that he would accept anyone onto the Guardians who wished to participate.

Members were advised that, as some of the resolutions proposed by the member were contradictory to that proposed by ExCom, members should vote on one proposal, not both.

These resolutions are not included in the minutes as they were not approved by the members by the requisite majority.

SPECIAL RESOLUTIONS TO AMEND THE DESIGN MANUAL

Unless otherwise specifically provided below, for any of the resolutions to be adopted, a two thirds (2/3) majority of the voting rights exercised on each such resolution had to be obtained.

The final, amended design manual, with the changes that are adopted, would be placed on the notice board and website in due course. Alan Hepple explained the amendments

DS RESOLUTION 1 - Increase of height of perimeter walls

The perimeter walls of the Marina along Prince George Drive and the Road Reserve on the north side of the Marina may be raised using either electric fencing or spikes similar to those installed on the perimeter wall at Baalen Close, no more than 30cm; spikes on internal boundary walls in the Marina should be unobtrusive visually, and may not protrude more than 10 cms.

A complaint about razor wire was referred to Standards for action.

DS RESOLUTION 2 - Chimneys

Stainless steel chimneys are not permitted. Chimneys should be approved by Archcom to ensure they comply with the design manual. No angular chimneys permitted, only straight.

There was general disagreement over the ban on stainless steel.

DS RESOLUTION 3 - *Carport roofs*

Shade cloth car port covers allowed but only if installed by an approved installer and approved by Archcom. Only neutral colours allowed.

DS RESOLUTION 4 - *Wendy Houses*

Wendy houses are allowed when used as a tool shed, storage shed, children's play area or similar, but not as a secondary dwelling. No more than one Wendy house permitted per erf. Corrugated iron roof not permitted – malthoid recommended. Wendy house may not be visible from the road or the water.

A question arose about a shack on the corner of Eastlake Island Way and Eastlake Drive. Ms Philip responded that the guard house was temporary, and would be moved as soon as approval had been received from Council for placement at the Caravan Park.

It was noted that Guard Huts, an essential part of the Guardian structure, were not included under this resolution.

The inclusion of this resolution was to prevent any back-yard dwellers.

Eduardo Nunes clarified that Council regulations were that any roof that collects rainwater has to be submitted for the approval of council. None of these Wendy houses have been submitted for approval.

DS RESOLUTION 5 - *Solar Heating*

Solar panels must be flush with the roof, and may not be raised. The water tank must preferably be fitted within the roof space, but if this is not possible, it may be mounted on the roof but below the level of the parapet wall or roof line. In order to make the installation as inconspicuous as possible, the system should preferably match the roof colour.

A robust discussion ensued.

DS RESOLUTION 6 - *Water tanks*

Water storage tanks must not be visible from the road or water side; only neutral colours permissible. Alice Ashwell pleaded that aesthetics not be the overriding consideration, especially in view of the changing climate and lack of water. It was not always possible to hide them on the water side.

DS RESOLUTION 7 - *Shipping containers*

Shipping containers are not allowed in the Marina except for temporary use during building and renovations; permission must be obtained from the MDGA for temporary use thereof.

DS RESOLUTION 8 - *Fencing*

White PVC fencing is allowed, subject to the same specifications as masonry walls.

DS RESOLUTION 9 - Builders portable toilets

Builders' portable toilets may not be placed in public open spaces. Members should make provision for the portable toilets on their own properties during renovations.

It was pointed out that there was a portaloos belonging to Chubb on the Uitsig corner; agreed that Standards would investigate the matter.

DS RESOLUTION 10 - Exposed pipes/plumbing in renovations

Where possible, when renovating a property, sewerage pipes should be built into the walls, alternatively they should be boxed in and painted white.

DS RESOLUTION 11 - Trees planted in Marina

The current insert in the design manual to be deleted in its entirety and replaced with the following:

No prohibited alien vegetation to be planted; the use of local or indigenous plants is preferable; please get advice from your nursery/gardening club. No planting or cutting is allowed in the public open spaces without formal approval by EXCOM.

Ms Bruckner, and Ms Joubert responded, on a public open space that had been planted by a member.

DS RESOLUTION 12 – Pre-cast walls in San Marina

Pre-cast walls, painted white on both sides or with pebble finish, are permitted for boundary walls within erf 93663 Cape Town at Muizenberg known as San Marina.

GENERAL

Mr Carlisle made a plea for more support for the guardians. He pointed out that if the crime statistics got out property prices would fall. All residents were encouraged to contribute, either financially or practically. The perimeter areas were most vulnerable to criminal incursions, and camera surveillance was required.

It was noted that the Marina Towers been granted a business licence.

As there was no further business, chair thanked all members for attending the AGM.

The meeting closed at: 21h25

RESULTS OF VOTING AT ANNUAL GENERAL MEETING

12 candidates with the highest votes are elected to ExCom

APPOINTMENT TO EXCOM	Audited total	APPOINTMENT TO EXCOM	Audited total
Robin Carlisle	162	Peter Cawood	154
Jim Thomas Fitzpatrick	222	Lathif Gafoor	208
Boudje Giljam	162	Geri Goldblatt	217
Angus Hemp	213	Toni Joubert	173
Cheryl Philip	161	Trevor Quelch	178
Nicola Thompson-Evans	197	Heidi Gorrie	188
Karen Bruckner	94	Jan de Groote	91
Peter Harrison	116	Mario Katts	91
Bryan Smith	97	Darlene van Diemen	89

Amendments to the design manual require a 75% pass by members

AMENDMENTS TO THE DESIGN MANUAL		FOR	NO	ABSTAIN	% PASS
DS - 1	Increase of height of perimeter wall and internal walls	141	44	44	76.2
DS - 2	Chimneys	75	98	18	43.4
DS - 3	Carports	126	49	13	72.0
DS- 4	Wendy houses	115	61	19	65.3
DS - 5	Solar heating	133	52	9	71.9
DS - 6	Grey water tanks	112	67	14	62.6
DS - 7	Shipping containers	113	72	7	61.1
DS - 8	Fencing	122	37	15	76.7
DS - 9	Builders' portable toilet	104	40	10	72.2
DS - 10	Exposed pipes/plumbing in renovations	113	62	13	64.6
DS - 11	Trees planted on Marina	153	28	10	84.5
DS - 12	Pre-cast walls in San Marina to be either painted white or pebbledash	163	12	12	93.1

ORDINARY RESOLUTIONS – SIMPLE MAJORITY TO PASS**SPECIAL RESOLUTIONS – 2/3 MAJORITY TO PASS**

ORDINARY RESOLUTIONS – SIMPLE MAJORITY TO PASS		For	Against	Abstain	% pass
Ord 1	Receive and adopt AFS for year ending 28 February 2017	130	17	23	88.4
Ord2	Appointment of auditor	142	13	13	91.6
Ord3	Increase of subscriptions for 2017 to R400	137	45	4	75.3
SPECIAL RESOLUTIONS – 2/3 MAJORITY REQUIRED TO PASS					
AMENDMENTS TO THE CONSTITUTION					
Spec 1	AGM to be held within 4 months of year-end	171	7	6	96.1
Spec 2	Clause 10.1.4 to be replaced with “approval of annual financial statements”	155	5	18	96.9
Spec 3	Auditor to be registered with registered body	172	4	7	97.7
Spec 4	Ordinary general meetings	147	31	14	82.6
Spec 5	Financial matters	143	7	29	95.3
Spec 6	Income tax exemption	173	5	13	97.2
Spec 7	Subscriptions payable in ZAR and rounded off to nearest R10	156	15	6	91.2
RESOLUTIONS SUBMITTED BY MEMBER					
Memb1	Excom execute resolutions within 30 days	69	78	33	46.9
Memb2	Format of financial statements	59	83	39	41.5
Memb3	Security committee (2/3 majority)	64	81	36	44.1
Memb4	Annual levies	65	81	33	44.5
Memb5	Ordinary general meeting (2/3 majority)	69	80	31	46.3