

The **MARINA DA GAMA** Association

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NOTICE OF ORDINARY GENERAL MEETING OF MEMBERS OF THE MARINA DA GAMA ASSOCIATION

NOTICE IS HEREBY GIVEN that an Ordinary General Meeting (“OGM”) of the Marina da Gama Association will be held on **Monday 26th March 2018 at 19:00** at the **Masque Theatre, Main Road, Muizenberg**.

General instructions and information

Participants at the OGM and holders of Proxy Forms will be required to provide valid identification in the form of an ID, passport or driver’s license, if they wish to vote.

Certified copies of ID or passport must be attached to all proxy forms unless they are delivered by the member in person to the office during working hours. Valid identification must be provided by member to the office manager.

Agenda

1. Adoption of the following resolutions:
 - a. Changes to design manual DM1 – DM5.
 - b. Changes to Constitution: Special resolutions number 1 – 5.
 - c. Approval of security proposal (proposal outlined on page 7 of this document).
 - d. Approval of ring-fencing of reserve funds to fund the capital expenditure of the security proposal.
 - e. Approval of levy increase to R580 per annum (to cover operating costs of security implementation).

2. Proxy form attached.

By order of ExCom



C.L.PHILIP

IMPORTANT DATES:

- 23 March 2018 – 2017 subscriptions fully paid up
- 25th March 2018 – final acceptance of proxy forms (fax/hard copy or email)

It is your responsibility to update your details with the MDGA so you continue to receive communications from the Association.

E-mail: Please send all correspondence to marinadagama@iafrica.com

Website www.mdga.co.za

CHANGES TO THE DESIGN MANUAL – RESOLUTIONS DM1 – DM5

PROPOSED AMENDMENTS

In order to ensure that the Design Manual remains relevant and responsive to current imperatives, it needs to be regularly updated. The first 4 proposals address sustainability issues, the fifth proposal updates a long standing Design Manual feature.

Design Manual Resolution 1 - Solar water heating

Resolved that “Solar panels must preferably 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. Bright colours are not permitted.”

Design Manual Resolution 2 - Photovoltaic panels

Resolved that “Photovoltaic panels may only be installed on the roof, must be flush with the roof, below the level of the parapet wall or roof line, and may not be raised. In order to make the installation as inconspicuous as possible, the system should preferably match the roof colour. Bright colours are not permitted. The area of the photovoltaic panels installed should not be in excess of the energy needs of the dwelling.”

Design Manual Resolution 3 - Chimneys

Resolved that “Exposed chimneys are an important element in traditional Cape Architecture. It is strongly recommended that chimneys are white and contemporary in design, and be exposed as strong elements on exterior walls of buildings.”

However, in keeping with modern energy efficiency practices, other forms of chimney are permitted, preferably to be incorporated within the structure as far as possible – the chimney may not be free-standing. Exposure should be minimised, and the chimney should protrude from the roof. Outside the building the chimney should be vertical.

Plaster chimneys must be white, steel chimneys must be black or stainless steel.”

Design Manual Resolution 4 - Water Storage Tanks

Resolved that “Water tanks should be installed as discreetly as possible – the bulk should not be visible from the water, the road or neighbours. The bulk should be softened by screens and/or plantings. The intention is that the tanks should blend in as much as possible with the environment. Neutral colours are specified – bright colours are not permitted. Tanks should be placed on or near the ground – not to be installed on the roof or tower mounted.”

Design Manual Resolution 5 - Wendy Houses

Resolved that “Wendy Houses may be installed for use as a gardening shed, storage shed, children’s play area or similar. They may not be used or designed for human habitation. One Wendy House is permitted per residence, and it must be stand-alone – not part of the building. No side of the Wendy House may be more than 1.7m (1700 mm).

The Wendy House must be of natural wood colour, the roof should be sloped and constructed of Malthoid or similar. No corrugated iron or plastic sheeting to be used in its construction

Wendy Houses may not be visible from the water. The bulk must not be visible from the road or neighbours and should be softened by screens and plantings so that it blends in as much as possible with the environment.”

CHANGES TO THE CONSTITUTION – SPECIAL RESOLUTIONS NO 1 - 6

SPECIAL RESOLUTION NO 1 – Amendment to Clause No 10.5 – Quorum

Resolved that Clause No 10.5 be deleted in its entirety and replaced with the following clause:

10.5 Quorum

No matters shall be discussed at any meeting unless a quorum is present when the meeting commences. For all purposes, the quorum shall be not less than 60 (sixty) members present in person”.

The original clause is as follows

10.5 Quorum

No matters shall be discussed at any meeting unless a quorum is present when the meeting commences. For all purposes, the quorum shall be members present in person or by proxy and being not less than sixty or half of the total number of members, whichever shall be the lesser.

Proxy forms will be accepted up to the beginning of the meeting as per resolution No 3 below. These proxy forms will only be verified for good standing when the ballot boxes are opened the following day for counting. As the number of accepted proxies are unknown when confirming the quorum, the proxies should not be included. Please note that this does NOT affect the vote tally in any way. The effect of this resolution is that only members present at the meeting will be counted towards the quorum. The quorum of 60 members is less than 5% of the members.

SPECIAL RESOLUTION NO 2:

Resolved that Clause No 10.11 regarding proxy votes be deleted in its entirety and replaced with the following Clauses 10.11.1 – 10.11.5:

10.11 Proxy

10.11.1 Votes may be given either personally or by proxy

10.11.2 The instrument appointing a proxy shall be in the specific form as approved by ExCom.

10.11.3 The Instrument of appointing a proxy, together with a power of attorney (if any) under which it is signed may be delivered to the offices of the Marina da Gama Association until midday on the day of the meeting or by hand at the meeting. This proxy will be valid for the specific meeting and for any adjournment of the meeting.

10.11.4. The proxy holder may not be a “delinquent member”

10.11.5 A certified copy of the ID or passport of the person signing the proxy must be attached to the proxy form:

The effect of this amendment to the time of the delivery of the proxy form aligns the MDGA with the 16 March 2017 judgment by the Supreme Court of South Africa in the matter filed by the Clearwater Home Owners Association whereby it was ruled that the proxy only has to be delivered 'before' the proxy exercises the rights of the member at the meeting. It is therefore impractical to verify the proxy votes at the meeting if there are a lot of people.

At present members are requested to bring a form of identification to the meetings, but members that have signed proxy forms have not been under the same scrutiny – this amendment will rectify this position.

It should be noted that if resolution No 1 is not passed by the requisite majority; the constitution will not be amended in line with this special resolution (No 2 above).

For ease of reference the PRESENT CLAUSE and amendments thereto are included below:

10.11 Proxy

10.11.1 Votes may be given either personally or by proxy. – THIS CLAUSE REMAINS THE SAME

10.11.2 The instrument appointing a proxy shall be in writing in the common form, or any form approved by ExCom under the hand of the appointer, or of his attorney duly authorised in writing, or if such appointer is a company, under the hand of an officer duly authorised in that behalf. – THIS CLAUSE HAS BEEN AMENDED TO "SPECIFIC FORM AS APPROVED BY EXCOM

10.11.3 The instrument of appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the domicilium citandi of the Association at least three business days before the time appointed for holding the meeting, or adjourned meeting, at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.- THE TIME AND DATE OF DELIVERY HAS BEEN AMENDED IN THIS CLAUSE; THE PROXY FORM IS ONLY VALID FOR THE SPECIFIC MEETING AND ADJOURNMENT THEREOF (PREVIOUSLY A PROXY FORM WAS VALID FOR A YEAR)

10.11.4 & 5 THESE CLAUSES ARE NEW CLAUSES

SPECIAL RESOLUTION NO 3 AND 4 REGARDING COUNTING OF VOTES

SPECIAL RESOLUTION NO 3 – ADDITION OF CLAUSE 10.14 – PROCESS OF COUNTING, VALIDATION OF VOTES AND PROXY VOTES:

Resolved that

"10.14 Process of counting and validation of votes and proxy votes at General Meetings of Members:

A minimum of 2 persons will be appointed by ExCom to open the ballot box, validate the eligibility of the proxy votes and proxy holder; and tally all the votes. No member of ExCom, nor any candidate standing for election, may become involved in the processes involved therein, but will be entitled to be present during the counting of votes"

SPECIAL RESOLUTION NO 4 – ADDITION OF CLAUSE 10.15 & 10.16 – RECOUNTING OF VOTES

Resolved that:

“10.15 A recount of the vote is required under the following circumstances:

- 10.15.1 Contested ExCom election – the difference between the number of votes cast for that of the lowest candidate appointed and votes cast for the highest non-elected candidate differ by less than 5%
- 10.15.2 An ordinary or special resolution is within 5% of the required percentage

10.16 Process of recounting the vote:

- 10.16.1 At least 2 resident members, who are not delinquent in terms of clause 12.5 or the resident spouse of a non-delinquent resident member, will be appointed to assist with the recount of the votes
- 10.16.2 No member of ExCom, nor any candidate standing for election, may assist in the recount of the voting for election to ExCom.
- 10.16.3 In the event that there is a demand by a member for the recount to be performed by the independent auditor, such costs will be borne by that member if there is no change affected to the outcome of the decision.

The reason for special resolutions No 3 & 4 is to ensure that the counting of votes is performed in an open and transparent manner

SPECIAL RESOLUTION NO 5 – WAIVER OF DESIGN MANUAL REGULATION

Resolved that clause 8.8.1 to amended with the replacement of the words “in writing by the Chairman of ExCom and two other ExCom members who shall not be members of ArchCom” with the words “by ExCom in writing and minuted.”

The final wording of Clause 8.8.1 will be as follows:

Any waiver of the Marina da Gama Design Manual or the Marina da Gama Design Regulations granted by ArchCom shall not be of any force and effect until such waiver has been approved by ExCom in writing and minuted. The reasons for any waiver requested by ArchCom shall be recorded in the minutes of the ArchCom meeting at which the waiver was requested.

The reason for the special resolution is to increase the oversight of waivers of the Design Manual recommended by Archcom in approving plans. Waivers will require the approval of ExCom – previously the Chairman and two members of ExCom could approve waivers without recourse to ExCom.

ORDINARY RESOLUTIONS NO 1 – 3

ORDINARY RESOLUTION NO 1 – APPROVAL OF SECURITY PROPOSAL

Resolved that the attached Security Proposal presented on page 7 of this notice of meeting (following ordinary resolution No 3) is hereby approved.

The reason for this resolution is to approve the Security Proposal and the installation, implementation and monitoring of Darkfighter cameras at all entrances of the Marina da Gama as per Phase 1 of the proposal. The effect of this resolution will be the identification of all cars entering the Marina da Gama, monitoring by an external service provider, improved co-operation with all law enforcement and auxiliary law enforcement teams resulting in speedier response times.

ORDINARY RESOLUTION NO 2 – RING-FENCING OF R350 000 CAPEX TOWARDS SECURITY PROPOSAL

Pursuant to the approval of resolution No 1 it is hereby resolved to ring-fence R350 000 (three hundred and fifty thousand rand) of Marina da Gama reserves to fund the capital expenditure of the Security Proposal

The reason for this resolution is to ensure that there is sufficient funding for the capital expenditure of the Security Proposal. Phase 1 of the proposal is the installation of LPR cameras at all entrances of the Marina; Phase 2 includes the securing of the Northern Wall at Uitsig with specialized cameras. Phase 3 will include other gaps in the security system, once Phase 1 and 2 have been successfully implemented and may include face recognition technology and other innovative technology that may appear over the next couple of years.

ORDINARY RESOLUTION NO 3 – APPROVAL OF MORE THAN 10% INCREASE IN LEVY

Pursuant to the approval of ordinary resolution No 1 and No 2 above, it is hereby resolved that the subscriptions for 2018 be increased from R400 per annum to R580 (five hundred and eighty rand) per annum.

The reason for the increase in subscriptions is to ensure sufficient funding to cover the operational expenses of Phase 1 of the Security Proposal approved as Ordinary resolution No 1 above. It should be noted that if Ordinary resolution Nos 1 and 2 do not pass by the requisite majority, the annual contributions will increase to R440 per annum.

SECURITY PROPOSAL – INFORMATION FOR ORDINARY RESOLUTIONS NUMBERS

1 AND 2 ABOVE

FURTHER ENHANCING MARINA SECURITY – THE SURVEILLANCE CAMERA PROPOSALS

1. A short precis of security undertakings in the Marina.

For many years, residents in certain areas (precincts) have banded together to improve their security by retaining security service providers, by setting up neighbourhood watches or by other means.

Some of these undertakings have been very successful.

On occasions there have been attempts to set up centralized Marina wide security undertakings, but these have all failed.

About two years ago, the security portfolio holder on ExCom, convened an informal meeting of all those who were involved or interested in improving Marina security.

Those present, (members of our community) agreed that we would continue to meet as the “Guardians” with the purpose of improving communication, co-operation and co-ordination, but always subject to the autonomy of every guarding group remaining intact.

The Guardians have proved successful. We have encouraged precincts with little or no security organization to introduce or improve guarding appropriate to their needs.

We have welcomed Deep Blue as a new and assertive service provider to join the team of Combat Force, National and Mountain Men. Two years ago there were no armed response vehicles (ARV`s) permanently in the Marina. Today, Deep Blue and Combat Force have between them, three ARV`s operating 24/7, supported by frequent attendance of Mountain Men and National ARVs.

These activities have resulted in a significant decline in violent crime and housebreaking.

2. The way ahead.

Whilst the decline in serious crime in the Marina is gratifying, the overall crime situation in the southern metropole continues to worsen, and the SAPS assets continue to decline.

The MGDA ExCom therefore took three decisions:

- First, that security should be their highest priority.
- Second, that subject to the approval at a General Meeting of Members, a significant sum should be drawn from reserves and held in a special account for the sole purpose of enhancing security in the Marina.
- Third that the ExCom member responsible for security should, working with the Guardians, recommend developments that could significantly enhance safety in the Marina.

3. Remote monitoring.

Throughout SA, more and more security funding is being directed into remote monitoring. This process involves the use of smart cameras to detect and transmit events to cloud-based data, where they are monitored and evaluated, and if required, managed.

In simpler terms, the camera detects a car and its license plate details and transmits these to a cloud-based data bank. A split second scan will alert the monitors to any negative record attaching to the vehicle, and the system then alerts pre-determined responders, such as SAPS, CCC, local service providers, guarding leaders, etc. Such responders will first have been vetted and approved by SAPS. The combination of smart systems and responders with local knowledge is proving highly effective. In addition, it is more cost effective than conventional security approaches, and largely eliminates collusion or intimidation of guards.

4. Preparing the proposals

The security portfolio holder on ExCom, and more particularly JC De Gouveia Meyer, a security expert, have been briefed by many involved parties, including many of the service providers in this field, City Council personnel including JP Smith, guarding and watch groups who are using cameras and the License Plate Recognition User Group (LPRUG) who represent more than 70 community based groups and service providers and which have an MOU (Memorandum of Understanding) with the CCC.

Most importantly, the Guardians were briefed throughout the process.

Advised by experts, we have identified the positions for 9 Darkfighter cameras, able to capture the details of every vehicle entering or leaving the Marina, and provide the monitors with an overview of the area.

We have also taken advice on cameras and sensors for the north wall.

We then called for tenders from most of the camera and monitoring suppliers.

In the end 5 tenders were accepted for evaluation by a Tender Board made up of the leaders of the two biggest guardian groups, the MDGA treasurer Trevor Quelch, Boudje Giljam, JC de Gouveia and Robin Carlisle.

The board chose a short list as follows:-

- Purchase of cameras:-
 - Deep Blue R180 000 (including maintenance)
 - JP Tek R158 000 (excluding maintenance)
- Cost of monitoring:-
 - Deep Blue R135 000 per annum.
 - Omnivision R 121 824 per annum.

In addition, JP Tek proposed a very complete solution for securing the northern wall including cameras, beams and floodlights at a capital cost of R83 280. The monitoring cost is estimated at R54 144 per annum.

Capital and software prices in this field are very volatile.

Monitoring costs can be virtually eliminated if a small group of dedicated volunteers could be trained and monitor in shifts from the CCC premises in the Lakeside Traffic Centre, but the roster must be sufficient to

cover 24/7/365. This option will only work if there is a senior person who takes responsibility for the monitoring site.

Thus costings are not absolute, but the figures above point the way to the proposals that follow.

5. Capital Funding Proposal

That, subject to the approval of a General Meeting of Members, an amount of R350 000 be drawn from reserves and held in a special account for the sole purpose of enhancing security in the Marina.

That this fund would only be used for capital purchases, and the items purchased would always remain the property of the MDGA.

6. Annual operating costs proposal

That, subject to the approval at a General Meeting of Members, the annual MDGA fees be increased by R140 per household to meet the costs of monitoring, maintenance and other operating expenses, such as insurance and repair.

7. Implementation proposal

Subject to acceptance of the two proposals listed above, the final decision will be made by the Tender Board referred to in 4 above once the shortlist is finalised and the rates renegotiated. The installation of the 9 cameras at the Marina entry points will then commence.

The proposal for surveillance of the northern wall should be delayed until the main installation has settled in and is proving to be successful. This will also give ExCom time to explore ways and means of reducing the very high costs of monitoring the wall.

The benefits of this proposal are, inter alia:

- * it will be managed by professional service providers;
- * the existing costs and disposition of static guards and armed response vehicles can remain unchanged;
- * once the systems have detected and verified a threat, a minimum of 3 and maximum of 5 ARV's will converge on the threat within seconds;
- * the annual cost per household is extremely low.

PROXY FORM

This proxy form is for use by members who CANNOT attend the General Meeting of members of the Marina da Gama Association to be held on Monday 26th March 2018 at the Masque Theatre, Main Road, Muizenberg at 19:00.

Name: _____

Address: _____

Email address: _____

Signature: _____

Delivery to MDGA office (email/hand/3rd party) _____ (by 25th March 2018)

AMENDMENTS TO DESIGN MANUAL – 75% MAJORITY TO PASS		For	Against	Abstain
DM 1	Solar water heating			
DM2	Photovoltaic panels			
DM3	Chimneys			
DM4	Water storage tanks			
DM5	Wendy Houses			
SPECIAL RESOLUTIONS – 2/3 MAJORITY REQUIRED TO PASS				
AMENDMENTS TO THE CONSTITUTION				
Spec 1	Clause 10.5 – removal of word “or by proxy”			
Spec 2	Replacement of Clause 10.11 regarding proxy voting			
Spec 3	Addition of Clause 10.14 – process of counting of votes			
Spec 4	Addition of Clause 10.15 & 10.16 – recounting of votes			
Spec 5	Waiver of design manual regulation – approval by ExCom			
ORDINARY RESOLUTIONS				
ORD1	Approval of Security Proposal			
ORD2	Ring-fencing of R350 000 towards security proposal CAPEX			
ORD3	Increase of annual subscriptions to R580 per annum			

IF YOU HAVE ANY QUESTIONS ON THE RESOLUTIONS OR THE FORM OF PROXY – PLEASE FORWARD A MAIL TO THE marinadagama@iafrica.com.

To ensure that your vote gets counted, it is preferable for the member to ensure delivery directly to the Marina da Gama office– by email/hand delivery or fax.

The box containing the forms of proxy will be opened in the office of the Marina da Gama on Monday morning 26th March 2018 to validate the proxies. Please attach a certified copy of identification to the proxy form. The validated proxy form will be handed to the proxy holder at the meeting. If the member has voted on the resolutions the validated proxy form will be inserted directly into the ballot box and will not be returned to the proxy holder. The proxy holder will be authenticated at the meeting.