

**MINUTES OF THE ANNUAL GENERAL MEETING OF
CHARTWELL COUNTRY ESTATES ASSOCIATION
HELD AT ZULU NYALA CONFERENCE CENTRE, 270/6 THIRD ROAD,
CHARTWELL
AT 18H00 ON THE 07TH AUGUST 2019**

The Annual General Meeting of the Chartwell Country Estates Association was chaired by Mr. Bruce Warren. Minutes were taken by the secretary, Mrs. Jenni Brown.

1. NOTICE

Notice of this Annual General Meeting had been given and 31 properties were represented which constituted a quorum. The meeting was thus properly constituted and declared open.

Apologies were received from Alison Howard (#153); Trish Parsons (#146); Sue Billett (#136); Nigel Szudrawski (#151/1); Veronica Katay (#166/2); Carl Strauss (#215) and Mike Anderson (#141). The Chairman welcomed all members, residents and visitors to the AGM.

Bruce said that it would appear that not all residents had received the AGM pack that had been distributed. This was discovered this afternoon and electronic copies had been distributed per email and on the Whatsapp groups. He said that extra copies of the financials were available.

2. MINUTES OF THE PREVIOUS MEETING

The minutes of the Annual General Meeting held on the 22nd August 2018 were approved – Proposed by Brian Craig (#163) and seconded by Mark McClue (#153). The signed minutes of the EGM held on the 13th February 2019 were noted.

3. CHAIRMAN'S REPORT

Bruce Warren explained that following a deadlock of the old CCE board and the elected board at the August 2018 AGM, a Steering Committee had been established in October 2018. This had resulted in the Extra-Ordinary General Meeting held on the 13th February 2019 where the current board had been elected. They had therefore only been in position for two weeks before the financial year ending February 2019, and only 6 months before this meeting. He said that most of that time had been spent putting foundations and frameworks in place.

Bruce presented his Chairman's report – a copy of which is attached to these minutes. He thanked the current board of directors and Jenni Brown for their input and work over the past few months.

4. FINANCIAL ACCOUNTS

As there had been a problem with the prior distribution of the financials, these were displayed on a projector screen, and Mr Brian Craig (Treasurer) went through them.

Brian said that the Steerco had suggested changes in the reporting on the financials and this had been agreed at the EGM in February. TJ Lochner had been re-employed as the Associations auditor.

Brian said that the key point on the 2019 financials is on page 1 where it is shown that they have been signed off by a registered auditor. He said that the CCE's constitution says it must be fully audited and not simply compiled. An audit committee was formed with two CCE residents (Melonie Fick and Brian Eumore) who are both CA's. They were not on the CCE board and Brian had asked them to be involved as he personally was involved in, and made recommendations to, the Steerco and therefore needed an external and objective view.

The Directors Report had been signed off by the directors thus confirming the past figures are correct and that the Association is an ongoing company going forward. There was also an extensive report by the auditors regarding any disclosures.

He said that there were no incidents of people receiving money that they were not entitled to. He said there was a note on page 16 (Note 10) of the financials stating that there had been no audit in previous years and that related party transactions between directors and the company were not disclosed.

Adrian Bac stated that it had been tabled at the EGM that there had been no material governance irregularities and no theft found. Brian agreed that this was correct.

The balance sheet reflected current trade receivables with no bad debts. Kerry Ferreira queried this, asking if the non-receivables had been written back to income. Brian replied that they had been written back to the income as no legal action could be taken to collect old levies. Old levies in 2018 had been written off – no provisions were made for 2019 either as there was no legal recourse to insist on levies. Kerry said that she would prefer to see the full invoiced income showing the amount actually received and the amount written off. She said that as a paying member, she would like to see how much was not collected. Adrian said that the 2020 income would be significantly different as it would not include the security levies collected – and would also not have any security paid due to residents now paying directly to the security companies.

Rick Currie queried the high amount shown for repairs – Jenni Brown replied saying that R61674.30 was paid over the year for repairs to the Cedar Road Wall. She said that this was not covered by insurance due to the bad state of the ash wall. All repaired sections were being done with brick.

With these queries having been answered, the financials were ADOPTED by the meeting. Proposed by Rick Currie (#149) and seconded by Adrian Bac (#172)

5. APPOINTMENT OF AUDITORS

The newly appointed auditors, Lochner and Associates, were re-elected. Proposed by Adrian Bac (#172) and seconded by Warren Williams (#105/2). Their fees for the 2019 audit is R16500.00 and they had quoted approximately R21 500.00 for the 2020 financial year end audit. This was accepted by the meeting

6. PROPOSAL and ADOPTION OF THE NEW CCE MOI

A new Memorandum of Incorporation had been drafted to bring the Association in line with the new Company Act. Bruce said that this would include looking at land use, but not being a policing body. The Association's responsibility would be to have good neighborliness and discuss any proposed development or change of land use with the owner. Municipal bylaws, rules and regulations would be the guiding point.

As the MOI (included in the AGM pack) had not been received by residents, it was agreed that it could not be properly discussed and adopted. It was proposed that the secretary again send it out to residents electronically per email and Whatsapp. Residents would then be asked to comment within a seven day time frame, after which an electronic vote would take place.

It was unanimously agreed that this was acceptable – Proposed by Brian Craig and seconded by Kerry Ferreira, and Jenni was instructed to email and WhatsApp the new MOI to all residents for comment.

7. ELECTION OF DIRECTORS

Bruce stated that all current directors were eligible for re-election. Warren Williams had also been nominated for election.

Marianne Schule asked if Rick Cooper was still involved as she had not seen him at any meeting. Bruce replied that he was still involved, and had been coming to this meeting but unfortunately there had been an accident at his son's bike rally and he was therefore unable to attend. Bruce said that he had been attending committee meetings and was involved.

The following residents were nominated for election :

	<u>Proposed by :</u>	<u>Seconded by:</u>
Derek Warren	Karen Cox	Françoise Harrison
Mark Warren	Adrian Bac	Reul Khoza
Mark McClue	Adrian Bac	Kerry Ferreira
Rob Eriksen-Miller	Françoise Harrison	Kerry Ferreira
Brian Craig	Adrian Bac	Warren Williams
Warren Williams	Adrian Bac	Françoise Harrison
Bruce Warren	Adrian Bac	Kerry Ferreira
Rick Cooper	Derek Warren	Bruce Warren

As eight people had been nominated and the constitution allowed for seven directors, a vote by raised hands was taken :

Derek Warren	17 votes
Mark Warren	18 votes
Mark McClue	17 votes
Rob Eriksen-Miller	21 votes
Brian Craig	20 votes
Warren Williams	22 votes
Bruce Warren	19 votes
Rick Cooper	10 votes

As per the votes taken the following were elected as the new directors :

Derek Warren; Mark Warren; Mark McClue; Rob Eriksen-Miller; Brian Craig; Warren Williams and Bruce Warren

Julian Walker, Hein Kuhn and George Tomazos expressed their unhappiness at not being allowed to vote. They said that while they did not pay CCE levies, they did contribute large amounts to the river watchmen and should therefore be counted as members. Bruce said that at present this was not allowed according to the constitution, but that it could be an amendment to the new MOI.

8. CHARTWELL SWEEPSTAKE

Ian Lourens reported that the CCE Sweepstake had been conceived mid-2015. It was a simple concept which compliments the income for CCE while promoting a social gathering once a month. There was a total of 100 tickets in the game – with 62 currently taken at R100 per month payable by monthly debit order. The sweepstake is hosted by individual residents and normally attended by 50 or so participants. Twenty-five percent of the money collected is paid to the monthly winner, with the balance going to designated projects within CCE. While the Sweepstake is run independently of the CCE Association, it works closely with the committee to assist with projects. Over the years it has raised a total of R300000.00 – projects funded include street lighting; assistance with the conservancy; traffic rumbles; Third Road boom; pallisade fencing around the heritage graves; repairs to the Cedar Road wall; building of the garden on Blenheim Road and vehicle magnets for the Blockwatch.

New projects being looked at include: upgrading of gardens on Third Road and Spencer Road; Shrubs for along the Cedar Road Wall; Repairs to street lights and assistance with the repairs to the Cedar Road Wall.

Any suggestions for other projects are welcome and should be given to Maureen Dalglisch. Ian thanked those who already subscribe to the Sweepstake and asked others to join in.

9. GENERAL

Water

Bruce Warren reported that he had attended a meeting at Cedar Lakes yesterday. The recent problem with the non-supply of water was being attended to from two sides – firstly from Joburg Water's side and secondly from the various Resident's Associations. Joburg Water (JW) had called a further meeting on the 15th August to discuss the problem with the associations – Bruce said that feedback would be given to residents as soon as possible. From the Residents Associations view, it was agreed that they

need to formulate a plan to assist JW wherever possible. The employment of an engineer to work with JW had been discussed to assist with managing of future plans and repairs.

Bruce said that one resident had already taken legal steps against JW to resolve the situation. He said that a working group had been established to try and get solutions. Working with the other residents associations gives bigger clout than one association alone. Should any resident have any suggestions these should be given to the board before the 15th August.

Mike Alberts (#270/7) said that his daughter had a swimming pool center with showers and had offered these to any resident in need. Bruce thanked him for this offer, and said that it was warming to see how the community came together with offers of showers, laundry and water for residents.

River Area

Julian Walker again expressed his unhappiness at not being allowed to vote. He says he and many others pay a minimum of R2000 per month towards the river watchmen. Bruce Warren said that he would soon be engaging with all river properties and looking at all proposals. He said that it was important to get everyone involved in the CCE Association. Julian said that all residents contributing towards any project in CCE should have full voting rights and that he had been promised this would be so under the new committee. Mark McClue suggested that Julian make use of the changing of the Memorandum of Incorporation, but that under the current Articles of Association, non-paying members were not allowed to vote.

Bruce Warren reported that once the ADT proposal had been received a meeting would be held with the river committee and that an all inclusive proposal which will fit into the rest of the security plans for CCE would be given to the river properties. Julian asked when that could be expected and Bruce replied that ADT had promised their proposal would be completed by the end of this week.

New Roads

Maureen Dalglish said that she and Derek Warren had today received a document showing new and upgraded roads within Chartwell going onto Cedar Road. She said that she would send Jenni a copy for distribution to the committee.

Development

Kerry Ferreira asked if a resident could contact the CCE Committee if they were concerned about a residents land use. Bruce replied saying yes, they were welcome to do so and that the committee would then talk to the concerned resident to resolve issues.

Thanks

Paul Woodley thanked the board for their work saying that they were doing a great job, and well done to the new directors.

Bruce thanked Trevor and Bella Shaw for the use of their venue at Zulu Nyala, and thanked all landowners for attending the meeting and invited them to stay for tea and snacks after the meeting.

There being no further business, the meeting was closed at 19h44

.....
CHAIRMAN

.....
DATE