

MINUTES OF CGM HELD ON 20 FEBRUARY 2017

D R A F T

CONSTITUTIONAL GENERAL MEETING OF SILVER LAKES HOMEOWNERS ASSOCIATION NPC
HELD ON MONDAY, 20 FEBRUARY 2017 AT 19:00 AT THE CLUBHOUSE

PRESENT

As per attendance register.

WELCOME

The Chairperson welcomed all present to the Constitutional General Meeting (CGM) of the Silver Lakes Homeowners Association NPC.

To assist in achieving efficient and orderly conduct at both Constitutional and Annual General Meetings to be held tonight, in lieu of the tabled motion of no confidence in the entire Board, the Chairperson and Vice-Chairperson of the Board indicated their unavailability to act as Chairperson for the meetings.

The meeting was requested to appoint a substitute chairperson as provided for in section 6.9 of the Memorandum of Incorporation (MOI).

Advocate Norman Davis SC was proposed and seconded. The motion was carried by show of hands.

Dr Pretorius (Chairperson of the Board) handed over to Advocate Norman Davis to act as Chairperson.

QUORUM

The Chairperson confirmed that in terms of the MOI the necessary quorum for the meeting was present. The meeting was declared properly constituted and was officially opened.

Voting

It was stated that voting would take place by means of a poll unless otherwise indicated by the Chairperson.

Scutineer

The Chairperson proposed that a representative from Grant Thornton Inc. be nominated to act as scrutineer. The motion was put to the vote by show of hands and was carried.

For Information Purposes

It was mentioned that poll forms were handed out at registration to members, representatives of members and proxy holders. The signature on the top right of each poll form and the one on the bottom of the form needed to be the same. A clear mark to indicate the vote for each motion was required, if more than one option was marked, the poll would be considered spoilt.

A member who wished to obtain the floor needed to raise his hand, wait for the microphone, state name and stand number and speak clearly into the microphone.

Notice of the Meeting

A notice dated 25 January 2017 that convened the CGM was delivered to members in accordance with the MOI. The Chairperson called for a proposal that the notice of the meeting be taken as read. The proposal was seconded. The Chairperson declared that the notice be taken as read.

The Chairperson proceeded to handle those items referred to in the notice.

CONFIRMATION OF THE MINUTES OF THE CGM HELD ON 22 FEBRUARY 2016

The Chairperson called for a proposal that the minutes be taken as read. The proposal was seconded. The Chairperson then proposed to adopt the minutes. The proposal was seconded. The Chairperson declared that the minutes be taken as read and be adopted.

The following motions of which due and proper notice had been given were proposed to be passed, with or without modification:

SPECIAL RESOLUTION 1: PROPOSED MEMORANDUM OF INCORPORATION (MOI)

The motion to adopt the proposed MOI as tabled at the meeting was proposed and seconded.

Dr Pretorius addressed the meeting and highlighted some salient points in both the proposed MOI and Rules and Schedule of Transgressions and Penalties. It was mentioned that the process to update and improve the MOI had begun in 2011 with the previous Board and continued with the establishment of several working group committees. There were also a number of attempts to approve the document at previous CGM's.

Mr Chris de Weerd (Stand 556) addressed the meeting and proposed that the approval of the MOI stand over for a year. The Chairperson put the postponement of the motion to the vote. The motion for postponement was put to the vote by show of hands but was not carried.

It was then stated by Mr Corne Venter (Stand 527) that the document under discussion was not the same document distributed to members. Dr Pretorius replied that the amended portions were circulated to members via email a week after the notice of the meeting was released. The changes were, in addition, available in loose pages at registration to replace the pages in the first released MOI. Dr Pretorius confirmed that the changes were necessitated to comply with the recent High Court ruling regarding proxy voting, and that the current version of the MOI before the meeting complied with the Companies Act.

It was mentioned by Mr Visser du Plessis (Stand 1543) that the tabled MOI was slightly better than the previous one, however it could not restrict a member's right to vote by forcing members who were unable to attend a meeting to physically go to the office and sign a register. Mr Visser du Plessis requested clarity on which version of the MOI would be discussed and voted on at the meeting.

Dr Pretorius stated that members were not required to physically sign a register as the Rule pertaining to that had been formally repealed. It was reiterated that there was only one version of the MOI and it was the version as amended and sent to all members on 7 February 2017 and now tabled before the meeting.

Mr Willie Claase (Stand 706) mentioned that in terms of delivering the so-called amendments to members, that delivery meant delivery at the property and not via email. Several members who had no email address had not received the amended pages. Mr Claase did not propose a motion in this regard.

Dr Pretorius reiterated that the amendments were available to all members via email, the official website and at the registered offices of the Association.

It was stated by Mr Derek le Roux (Stand 1525) that the process to re-draft the MOI had begun 5 years ago and if there were clauses that members were not happy with, these could be voted on separately or amended by this meeting by means of a motion to amend.

A member stated that the MOI needed to define who should be appointed to the independent electoral committee (IEC) as well as specify the length of term of the committee members. The Chairperson suggested that this matter be addressed prior to the next General Meeting.

A point of order was raised from the floor in terms of whether or not every single proxy had been validated, since it was now legally permissible to hand proxies in as late as at the meeting. Dr Pretorius mentioned that the proxy forms were colour-coded and the yellow proxy forms were proxies received at the meeting itself and to prevent undue delays to the start of the meeting, can practically only be finally verified after the meeting in accordance with the provisions of the MOI.

Mr Willie van der Merwe (Stand 293/1) stated that since the Association no longer needed to establish if a member was in good standing to vote, it was no longer necessary for a validation process. Some discussion ensued and it was decided that all the poll forms received would be completed and handed in for counting. Validation of membership however still required a validation process.

Mr Gideon Pienaar, Chairman of the Golf Club, raised a motion from the floor that the applicable section of the existing and proposed MOI be amended. The applicable section to read as follows: "There shall be a Board of Directors of the Association consisting of six directors of which shall be nominated to the portfolios of Chairperson, Vice-Chairperson, Finances, Security, Environment and Country Club elected by the members at the AGM with the

Country Club Director nominated by the Country Club Committee”.

The motion to adopt the proposed MOI, as amended, was proposed and seconded.

The motion was put to the vote and members were given the opportunity to indicate their vote on their poll form.

ORDINARY RESOLUTION 1: PROPOSED RULES INCLUDING SCHEDULE OF TRANSGRESSIONS & PENALTIES

The motion to adopt the proposed Rules including the Schedule of Transgressions and Penalties as tabled at the meeting was proposed and seconded.

The main changes to the proposed Rules including the Schedule of Transgressions and Penalties were discussed under Special Resolution 1.

The motion was put to the vote and members were given the opportunity to indicate their vote on their poll form.

DECLARATION OF POLL RESULTS

The result of the voting was as follows:

SPECIAL RESOLUTION 1: PROPOSED MEMORANDUM OF INCORPORATION (MOI)

As the requisite majority of members entitled to vote at this meeting voted in favour of this special resolution, the resolution as amended was duly and properly passed.

ORDINARY RESOLUTION 1: PROPOSED RULES INCLUDING SCHEDULE OF TRANSGRESSIONS & PENALTIES

As the requisite majority of members entitled to vote at this meeting voted in favour of this ordinary resolution, the resolution was duly and properly passed.

CLOSURE

As there was no further business to transact at the meeting, the CGM was declared duly closed and the proceedings at an end.

MR JACO COETZEE
CHAIRPERSON

DATE