

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE HOME OWNERS ASSOCIATION OF
GAMTOOS MOUTH (NPC) REG NUMBER 1999/001483/08 HELD IN THE THORNHILL HOTEL, MAIN ROAD,
THORNHILL ON SATURDAY, 30 NOVEMBER 2019 AT 14H00**

Para No	Heading and Summary of Discussions and Decisions Taken	Respo nsi- bility
1	<p>WELCOME: The Chairperson welcomed all the owners and other attendees and thanked them for attending.</p> <p>It was noted that there were submitted queries from Mr Raath regarding inter alia the status of the schemes MOI (Memorandum of Incorporation), and a request that this be discussed before the matters of the AGM be dealt with. Questions as to the legality of the Association and the meeting in relation to these queries were raised, with some members requesting that the meeting be adjourned before continuing so that this could be clarified. The chairperson invited Mr Raath to present to the meeting in this regard.</p> <p>Mr Raath noted that certain members queried the legality of the MOI in relation to the promulgation of the new Companies Act in 2008, such members contending for many years now that the Association was/is obliged to replace its original and existing Memorandum and Articles of Association with a new MOI in terms of the new 2008 Companies Act and that accordingly the Association has no MOI as required and is therefore not a valid entity. These contentions were again refuted by the Chairperson and have been since first made. The chairperson confirmed again that legal advice had already been taken in this regard on different occasions which always confirmed that there was no legal obligation or necessity to do a new MOI in terms of the new 2008 Companies Act as the Association's original and existing Memorandum and Articles of Association automatically became the MOI in terms of the new Companies Act. It was noted that if there were any inconsistencies or conflicts in the MOI in relation to the new Act that the Companies Act then applies.</p> <p>Mr Ashton and Mr Raath noted that some members had obtained legal advice which contradicted the aforesaid position. The Chairperson noted that the Board and the Developer were always open to considering other legal advice but could not do so unless the specifics of the legal advice was provided to them. The BOD has already obtained legal opinion confirming the correctness of the current position and it would be an unnecessary cost and unnecessary to again obtain another legal opinion on the same issues. The members concerned undertook to provide the BOD with the legal advice they had obtained in due course</p> <p>During these discussions, queries related to the amendment of the Building Code not requiring a Special Resolution of members to amend were raised. The Chairperson noted that legal advice was obtained which confirmed that as the Building Code formed part of the rules, and not the MOI, an Ordinary Resolution was required by members to amend the building code. In this regard Mr Rushmere confirmed that the Developer would be voting whatever the majority of members decided to ensure that any amendment to the building code was a decision of members and not the Developer (as outlined in the explanation sent to members with the notice of the meeting).</p> <p>In response to some members suggesting that the developer should relinquish its possible control of the development in terms of its voting rights and appointment of directors in terms of the MOI, Mr Rushmere noted his and the developers ongoing commitment to the development and that all decisions are always taken in consensus with members representatives. However he advised that if the majority of all members wanted the developer to relinquish its potential control, the Developer would open a process to do so provided that the correct due process is followed for members to reach such a decision. This would require all members to be fully informed and the matter fully canvassed from the different views before a vote of all members. He reiterated that this process would need to follow the correct processes in terms of the Act and the MOI.</p> <p>If such a vote is implemented and the majority of all members want the developer to relinquish potential control, the next step would be for members (through representatives) to determine what changes they suggest to the MOI and to negotiate same with the Developer. He noted a caveat that any amendments in this regard (amendment of MOI, et al) would require the Developers vote to obtain the necessary special resolution, and that while he was happy to take direction from the majority of members, any amendments or changes could not affect the furtherance of the development of Phase 3, which was currently in process, or be to the specific detriment of any members.</p> <p>In order to bring the discussions concerning the continuance of the meeting to an end, the Chairperson put the matter to the meeting and the majority indicated that they were happy for the AGM to continue with the business of the meeting.</p>	

ATTENDANCE:(a) **Present** (Registered owner/s)

Name	Erf
Adriaanzen, Mr CD and Du Plessis, Miss B	414
Akers, Mr AD	421
Alberts, Mr JS & Mrs MM	44
Ashton, Mr TK & Mrs NA	416
Barklay, Mr PH	517
Bekker, Mr DW & Mrs LG	466
Buchner, SS	227
Buitendag, Mr DC & Mrs A	488
Cloete, Mr JG	28
Coertse, Mr HJ	469
Crombie, Mr TJ & Mrs JFE	109
Deyzel, Mr R & Mrs H	123
ERF 17 Gamtoos Mouth CC	17
Erf 9 Gamtoos River Mouth CC	9
Eybers, Mrs EL	63
Field, E/L Mr EB & Mrs CB	491
Finke, Mr M & Mrs HT	535
Fourie, AW	110
Fuller, Mr JW	371
Funston, Mr A	461
Gamtoos Mouth Investments	392, 395, 398, 406, 410, 411, 464, 489, 514, 520, 522, 524
Gerber, Mr SJ	272
Gouws B & P/Waspe	12
Gouws, Mr AJ	103
Gravett, Mr RH	47
Green Mr R & Ms C Claassen	335
Green, Mr R	366 & 543
Gross, Ms S	531
Herselman, Mr ER	401
Laas, Mr J	222
Lombard, Mr R	102
Morgan, Mrs C	506
Nice, Mrs WB	41 & 42
Nortje, Mr DC & Mrs RV	518
Oosthuizen, W Mr & Mrs	476
Oosthuizen, Mr GD	422
Otterson, Mr G & Underwood, Mrs LA	457
Pilcher, Mrs L	320
Raath, Mr J	274
Rossouw, Mr HJ & EA	179
Rushmere, Mr G	382
Steele, Mr OD & Mrs DK	375
Stewart Nel & Stewart ADJ	171
Strydom, Mr HS & Mrs LF	58
Strydom, Mr GJP & Mrs JL	188
Theron, Mr JF	108
van Biljon, Mr P	258
van der Mescht, Mrs CRD	27
van der Mescht, Mr E & Mrs SJ	294
van der Vyver, Mr WA	117
van Staden, Mr & Mrs AJ & L	341
van Vuuren, Mr A & Mrs L	428

Vermeulen, Mrs MEC	106
Visagie, Mr JH	344
York, Mr PC & Mrs MM	182

(b) **Apologies** (Registered owner/s who have not submitted a proxy)

(c) **Proxies** (Apologies are automatically recorded from all those who submit proxies)

Member & Erf	Proxy ifo
Anthony, Mr JF (Erf 348)	H Visagie
Barrow Mr VM & Fulton Mr AB (Erf 238)	H Visagie
Batty, R Mr & Mrs (Erf 316)	H Visagie
Bezuidenhout, Mr HC (Erf 377)	H Visagie
Blue Lagoon 279 Trust (Erf 279)	K Raath
Blue Lagoon 279 Trust (Erf 280)	K Raath
Botha, Mr JV & Mrs TA (Erf 56)	K Raath
Botha, Mrs I (Erf 163)	C Adriaanzen
Botha, Mr JC (Erf 197)	H Visagie
Bradley, Mr ABD & Mrs I (Erf 325)	H Visagie
Brits, Mrs N (Erf 533)	J Cloete
CEF Investments Properties P/L (Erf 376)	H Visagie
de Beer, Mr PH (Erf 354)	W Oosthuizen
de Lange, Mr DT & Mrs KL (Erf 353)	H Visagie
de Ville, Mr JC (Erf 105)	H Visagie
Develing, Mr RE (Erf 402)	H Visagie
Develing, Mr RE (Erf 403)	H Visagie
Deysel, Mr JM & Mrs L (Erf 122)	A Gouws
Dickens, R (Erf 199)	T Ashton
Dos Reis, Mrs I (Erf 498)	T Ashton
Eccles A & Currall T (Erf 423)	A Eccles
Egberink (van der Berg), Mrs LL (Erf 385)	C Egberink
Ellis (edo), Mr Q (Erf 492)	H Visagie
Els, Mr WG & Mrs LL (Erf 148)	H Visagie
Evans, Mr NR & Mrs KL (Erf 15)	H Visagie
Foreman, Mr J & Mrs C (Erf 332)	H Visagie
Gamtoos Trust - Mr Wilson (Erf 62)	Chairperson
Gerber, Mr JC (Erf 255)	H Visagie
Gerber, Mr SJ & Mrs PJJ (Erf 172)	H Visagie
Geyer, Mr MJE (Erf 79)	H Visagie
Govind, Mr C (Erf 343)	H Visagie
Greyling, Mr B (Erf 480)	W Oosthuizen
Harrison, Ms DKTW (Erf 46)	R Gravett
Hayes Family Trust (Erf 14)	H Visagie
Hedley, Mr A (Erf 556)	A Eccles
Holing, Mr R & Mrs J (Erf 478)	H Visagie
Jansen van Rensburg, Mr JC(Erf 381)	A Funston
Karlan Country- Werner Slabbert (Erf 304)	H Visagie
Kleu, Mr L (Erf 490)	H Visagie
Kok, Mr WJ (Erf 48)	F Buchner
Koutsoudis, Mr CG (Erf 193)	H Visagie
Landman, JE & AM (Erf 351)	H Visagie
Lobb (edo), Mr MR (Erf 20)	K Raath
Louw, Mr DA (Erf 463)	R Louw
Meyer, A (Erf 190)	H Visagie
Minnie, Ms A (Erf 43)	H Visagie
Moore, Mr KB (Erf 49)	H Visagie
MWR Trust (Erf 383, 384 & 385)	Chairperson
Nienaber, Mr RN (Erf 189)	H Visagie
Olivier, Mr DJ (Erf 312)	H Visagie

	<table border="1"> <tr><td>Pengelly, Mr CD (Erf 360)</td><td>H Visagie</td></tr> <tr><td>Rabinson, BA & P (Erf 340)</td><td>T Ashton</td></tr> <tr><td>Rabinson, BA & P (Erf 373)</td><td>T Ashton</td></tr> <tr><td>Rautenbach, Mr FA (Erf 314)</td><td>H Visagie</td></tr> <tr><td>Rautenbach, FA & D (Erf 59)</td><td>H Visagie</td></tr> <tr><td>Rostoll, Mr RA (Erf 96)</td><td>H Visagie</td></tr> <tr><td>Saayman, JJ (Erf 118, 175)</td><td>H Visagie</td></tr> <tr><td>Scholtz, Mr JT (Erf 475)</td><td>W Oosthuizen</td></tr> <tr><td>Senekal, Mr R (Erf 550)</td><td>H Visagie</td></tr> <tr><td>Shaddock, Mrs D (Erf 147)</td><td>H Visagie</td></tr> <tr><td>Silva, Mr JMDDS (Erf 185/186)</td><td>A Gouws</td></tr> <tr><td>Smith, Mr GM (Erf 5)</td><td>H Visagie</td></tr> <tr><td>Spies, Mr & Mrs P (Erf 6)</td><td>W Oosthuizen</td></tr> <tr><td>Spies, Mrs EJ (Erf 372)</td><td>T Ashton</td></tr> <tr><td>Stoltz Ms N & Roux Mr A (Erf 307)</td><td>T Ashton</td></tr> <tr><td>Stolz, Mrs EF (Erf 104)</td><td>T Ashton</td></tr> <tr><td>Stolz, Mr A (Erf 305)</td><td>T Ashton</td></tr> <tr><td>Todd, Mr & Mrs MG (Erf 521)</td><td>H Visagie</td></tr> <tr><td>van der Mescht, Mr A (Erf 113)</td><td>H Visagie</td></tr> <tr><td>van der Mescht, Mr A (ERF 114)</td><td>H Visagie</td></tr> <tr><td>van Vuuren, Mr E (Erf 458)</td><td>W Oosthuizen</td></tr> <tr><td>Vermaak, Mr IL (Erf 162)</td><td>C Adriaanzen</td></tr> <tr><td>Waldeck, Mr GJ & Mrs KL (Erf 131)</td><td>H Visagie</td></tr> <tr><td>Wooldridge, Mrs JM (Erf 306, 308)</td><td>T Wooldridge</td></tr> </table> <p>(d) In Attendance (For those not representing an owner at the meeting)</p> <table border="1"> <tr> <td>Mr W Pinnock</td> <td>Representing the Bellbuoy Group</td> </tr> </table> <p>(e) Chairperson</p> <table border="1"> <tr> <td>G Rushmere</td> <td></td> </tr> </table> <p>(f) Quorum. A quorum, in terms of Memorandum of Incorporation clause 29, of 135 out of 449 (30.8% in value) being represented, the meeting was declared duly constituted and proceeded to business.</p>	Pengelly, Mr CD (Erf 360)	H Visagie	Rabinson, BA & P (Erf 340)	T Ashton	Rabinson, BA & P (Erf 373)	T Ashton	Rautenbach, Mr FA (Erf 314)	H Visagie	Rautenbach, FA & D (Erf 59)	H Visagie	Rostoll, Mr RA (Erf 96)	H Visagie	Saayman, JJ (Erf 118, 175)	H Visagie	Scholtz, Mr JT (Erf 475)	W Oosthuizen	Senekal, Mr R (Erf 550)	H Visagie	Shaddock, Mrs D (Erf 147)	H Visagie	Silva, Mr JMDDS (Erf 185/186)	A Gouws	Smith, Mr GM (Erf 5)	H Visagie	Spies, Mr & Mrs P (Erf 6)	W Oosthuizen	Spies, Mrs EJ (Erf 372)	T Ashton	Stoltz Ms N & Roux Mr A (Erf 307)	T Ashton	Stolz, Mrs EF (Erf 104)	T Ashton	Stolz, Mr A (Erf 305)	T Ashton	Todd, Mr & Mrs MG (Erf 521)	H Visagie	van der Mescht, Mr A (Erf 113)	H Visagie	van der Mescht, Mr A (ERF 114)	H Visagie	van Vuuren, Mr E (Erf 458)	W Oosthuizen	Vermaak, Mr IL (Erf 162)	C Adriaanzen	Waldeck, Mr GJ & Mrs KL (Erf 131)	H Visagie	Wooldridge, Mrs JM (Erf 306, 308)	T Wooldridge	Mr W Pinnock	Representing the Bellbuoy Group	G Rushmere		
Pengelly, Mr CD (Erf 360)	H Visagie																																																					
Rabinson, BA & P (Erf 340)	T Ashton																																																					
Rabinson, BA & P (Erf 373)	T Ashton																																																					
Rautenbach, Mr FA (Erf 314)	H Visagie																																																					
Rautenbach, FA & D (Erf 59)	H Visagie																																																					
Rostoll, Mr RA (Erf 96)	H Visagie																																																					
Saayman, JJ (Erf 118, 175)	H Visagie																																																					
Scholtz, Mr JT (Erf 475)	W Oosthuizen																																																					
Senekal, Mr R (Erf 550)	H Visagie																																																					
Shaddock, Mrs D (Erf 147)	H Visagie																																																					
Silva, Mr JMDDS (Erf 185/186)	A Gouws																																																					
Smith, Mr GM (Erf 5)	H Visagie																																																					
Spies, Mr & Mrs P (Erf 6)	W Oosthuizen																																																					
Spies, Mrs EJ (Erf 372)	T Ashton																																																					
Stoltz Ms N & Roux Mr A (Erf 307)	T Ashton																																																					
Stolz, Mrs EF (Erf 104)	T Ashton																																																					
Stolz, Mr A (Erf 305)	T Ashton																																																					
Todd, Mr & Mrs MG (Erf 521)	H Visagie																																																					
van der Mescht, Mr A (Erf 113)	H Visagie																																																					
van der Mescht, Mr A (ERF 114)	H Visagie																																																					
van Vuuren, Mr E (Erf 458)	W Oosthuizen																																																					
Vermaak, Mr IL (Erf 162)	C Adriaanzen																																																					
Waldeck, Mr GJ & Mrs KL (Erf 131)	H Visagie																																																					
Wooldridge, Mrs JM (Erf 306, 308)	T Wooldridge																																																					
Mr W Pinnock	Representing the Bellbuoy Group																																																					
G Rushmere																																																						
3	<p>CHAIRMAN'S REPORT [MOI 31.1.1]: Mr G Rushmere tabled and read the Chairman's report at the meeting and asked those present whether there were any questions in relation to the report.</p> <p>Mr Rushmere noted that the report would be circulated to all members with the minutes of the meeting.</p> <p>RESOLUTION: With no queries or objections forthcoming the report was unanimously accepted by the meeting. It was agreed that the report would be circulated to all owners with the minutes of the meeting.</p>	B/buoy																																																				
4	<p>CONFIRMATION & ADOPTION OF THE MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING: The minutes of the Annual General Meeting held on 1 December 2018 and the Special General Meeting held on 24 JANUARY 2019, having been circulated with the notice of the meeting, were discussed and were unanimously accepted as a true reflection of proceedings.</p>																																																					
5	<p>MATTERS ARISING FROM THE PREVIOUS ANNUAL GENERAL MEETING MINUTES:</p> <p>(a) Para 5(a) - Scheme Administration - Joint Management of the adjacent Kouga Municipal Caravan Park: Previous Resolution: BOD to continue negotiating with the relevant municipal authorities with regard to the camping ground.</p> <p>It was confirmed that the Board were still engaging with the relevant Municipal Authorities with regard to the management of caravan park. Mrs Garner noted that the most recent feedback from Kouga had indicated that they would be attending to removal of alien vegetation in the area.</p> <p>RESOLUTION: BOD to continue negotiating with the relevant municipal authorities with regard to the camping ground.</p> <p>(b) Para 13(a) - Scheme Rules - Building Codes:</p> <p>It was noted that this would be discussed under special business below. Item to be removed from the</p>	BOD																																																				

	<p>agenda.</p> <p>RESOLUTION: Item to be removed from the agenda.</p> <p>(c) Para 13(e) -Scheme Administration – Control of Pets at the Resort: Previous Resolution: Members to adhere strictly to the rules regarding pets in the resort. BOD to find a solution to the feral cats at the resort.</p> <p>It was noted that cages had been built to capture any feral cats, with some limited success. It was noted that the cages were currently being modified for greater strength and would hopefully be more effective subsequent to this. It was noted that any feral cats captured would be sent to SPCA or similar body.</p> <p>RESOLUTION: Control of feral cats to be continued.</p> <p>(d) Para 13(f) - Scheme Administration - Playground for phase 2: Previous Resolution: BOD to investigate possibilities of creating a playground area in phase 2.</p> <p>It was confirmed that a few areas have been identified in this regard, and the Exco would be attending to this in due course.</p> <p>RESOLUTION: Exco to finalize playground area for phase 2</p> <p>(e) Para 13(h) - Scheme Administration – Emergency Procedures: Previous Resolution: Emergency Evacuation procedure to be discussed at the next BOD meeting.</p> <p>It was noted that the one page procedure had been circulated to members. The full Emergency Procedures are available on the website. Item to be removed from the agenda.</p> <p>RESOLUTION: Item to be removed from the agenda.</p>	<p>HV</p> <p>Exco</p>
6	<p>CONSIDER & APPROVE AUDITED FINANCIAL STATEMENTS FOR THE PREVIOUS FINANCIAL PERIOD [MOI 31.1.4 & 5]: Mr Egberink ran through various details of the Audited Financial Statements for the year ended 30 June 2019, and that if there were any queries or any further explanations required members were welcome to contact him.</p> <p>The Chairperson asked those present whether they were happy with the audited financial statements for the period ending 30 June 2019, prepared by PKF, which were circulated with the notice of the meeting.</p> <p>RESOLUTION: The audited financials were unanimously accepted. In terms of S. 30, 30(4) & R 30, PKF to file a copy of the Audited Financials at the CIPC. Bellbuoy to file same at CSOS.</p>	<p>PKF/ B/buoy</p>
7	<p>CONSIDER AUDITOR'S REPORT AND APPOINT AUDITOR TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING [MOI 31.1.6]: The meeting was asked whether they were happy to continue with PKF Inc as auditors for the forthcoming financial period.</p> <p>RESOLUTION: It was unanimously agreed by all present that PKF Inc would be re-appointed as auditors for the forthcoming financial year.</p>	<p>B/buoy</p>
8	<p>DETERMINING THE AMOUNT FOR FINES, PENALTIES AND RECONNECTION FEES IN TERMS OF MOI 8.2.3 AND PLAN SUBMISSION FEES IN TERMS OF MOI 49 FOR THE ENSUING YEAR [MOI 31.1.7]: Mr Rushmere asked those present whether they were happy to confirm that current amount for fines, penalties, reconnection fees and plan submission fees as agreed to at the prior AGM would be applicable for the ensuing year.</p> <p>The meeting unanimously agreed.</p> <p>RESOLUTION: It was unanimously agreed by all present that current amounts for fines, penalties, reconnection fees and plan submission fees as agreed to at the prior AGM would be applicable for the ensuing calendar year.</p>	

9	<p>DETERMINATION OF THE <i>DOMICILIUM CITANDI ET EXECUTANDI</i> OF THE HOME OWNERS ASSOCIATION: Bellbuoy confirmed that the legal address of the Home Owners Association was The Bellbuoy Group, KPMG House, 200 Norvic Drive, Greenacres, Port Elizabeth and asked owners whether they wanted to retain this as the legal address.</p> <p>RESOLUTION: All those present agreed that the <i>domicilium citandi et executandi</i> should be that of The Bellbuoy Group.</p>	
10	<p>CONFIRMATION OF APPLICABLE RULES AS PER SECTIONS 15 & 16 AND REGULATION 16 OF THE COMPANIES ACT 71 of 2008 It was noted that the scheme was regulated by:</p> <ol style="list-style-type: none"> 1. Companies Act 71 of 2008, Amendment Act 3 of 2011 & Regulations 2. CSOSA 9 of 2011 1 to 60 3. CSOSA Regulations: Levies and Fees 1 to 5 4. CSOSA Regulations 1 to 23 5. Company's MOI (Sections 1 to 9 and Sections 1 to 62.8) 6. Building Code of Practice rules (Points 1 to 7) – <i>it was noted that amendment to these rules were been discussed in the item below.</i> 7. Addendum 1 summary and content - Items 1 to 8 8. General Resort Rules Tenants and Owners – Rule 1 to 18 (updated Aug 2018) 9. Slipway Rules 	
11	<p>SPECIAL BUSINESS OF WHICH DUE NOTICE HAS BEEN GIVEN: (a) Amendment to Scheme Rules [S 15 Companies Act, MOI article 8] - Ordinary Resolution to Ratify Amendments to the Building Code:</p> <p>Mr Rushmere confirmed that the Building Code was not part of the MOI, but formed part of the schemes rules. In this regard it was confirmed that the BOD could make rules, and that in terms of the Companies Act, these would need to be ratified at the next AGM. In terms of article 8.7 of the MOI, a general meeting may make any rules that the BOD are entitled to make.</p> <p>The BOD had decided that the proposed amendments to the Building Code rules should be made or rejected by the members in general meeting (by ordinary resolution as required) at the AGM, and the BOD would accept and ratify the decision of members. The proposed amendments and resolutions and the reasons for the proposed amendments to the code were circulated to all members with the notice of the meeting.</p> <p>Mr Rushmere noted that there were two items outstanding in the context of the proposed amendments to the code as circulated, namely points 1.5.1 & 1.5.2 in the explanatory document referring to the proposed amendments circulated with the notice of the meeting. These were noted as being:</p> <ol style="list-style-type: none"> 1. whether the proposed increased coverage permitted for Caravan/Cabin erven recorded in clause 3.16.1 of the new proposed Building Code and being the greater of ninety seven (97) square metres or 27% of the area of the erf should possibly be further increased to the greater of one hundred (100) square metres or 27% of the area of the erf. 2. whether the proposed increase in percentage restriction on the size of basement areas in clauses 3.16.6, 4.13.3, 4.13.5.1 and 4.13.6.1 of the new proposed Building Code (from 55% to 65%) should be increased further. <p>It was noted that the amendments had been discussed with Kouga but that Kouga would also need to approve the final document as voted by the members. The finalized document would be presented to Kouga for approval subsequent to the conclusion of the meeting.</p> <p>Mr Ashton noted that he was in favor of having no building code rules and that only Kouga's building code and regulations should apply, while Mr Raath noted there was a doubling up of the Building code because of the Association and Kouga both have standards and codes. It was noted that the Association's building code were in place since the beginning of the development, were a requirement of original approvals for the development, was and were consistent, and aligned with the original vision for the scheme, which was what members bought into. This allowed members to define the look and feel of the scheme and thus it remained necessary and important to retain the control afforded by the application of the schemes own code.</p> <p>Mrs van der Mescht noted her concern that the proposal was presented as a whole and that there were aspects of the code which may not be popular, and she queried whether it would not be better to split the proposal up more, allowing for individual voting for certain clauses to take place, if possible. The chairperson noted that the representation at the meeting was high, and that it would be unlikely that such</p>	

representation could be replicated should a decision to defer the vote for the changes to take place at a later date in order to try an attempt to do what Mrs van der Mescht requested. It was noted that the proposal had clearly circulated the old code in relation to the new proposal with the amendments and background information clearly highlighted, and that it was difficult to attempt further splitting of the code options (bar those already highlighted which required finalization as already noted above). The only option before the meeting was the resolutions proposed and the meeting could reject such proposed resolutions if members wished to. After these discussions, the meeting indicated that they were happy to proceed to vote on the proposal as presented in the notice.

With regard to the proposal to:

1. increase the coverage permitted for Caravan/Cabin erven recorded in clause 3.16.1 of the new proposed Building Code and being the greater of ninety seven (97) square metres or 27% of the area of the erf should possibly be further increased to the greater of one hundred (100) square metres or 27% of the area of the erf? Via show of hands it was confirmed that the majority of the meeting present in person and proxy voted to increase the coverage to the greater of 100m² or 27% of the area of the erf
2. increase in percentage restriction on the size of basement areas in clauses 3.16.6, 4.13.3, 4.13.5.1 and 4.13.6.1 of the new proposed Building Code (from 55% to 65%) should be increased further? By show of hands it was confirmed that the majority of the meeting present in person and proxy voted to increase the percentage restriction to 75% in clauses 3.16.6, 4.13.3, 4.13.5.1 and 4.13.6.1 of the new proposed Building Code.

The proposed resolutions as circulated with notice of the meeting were put to the vote and the majority of members present in person and proxy voted to approve and ratify the resolutions, namely:

BOD/
Bbuoy

1. **Ordinary resolution Number 1**

THAT the existing Rules of the Association incorporated in the existing Building Code of Practice of the Association be and are hereby amended and replaced by the draft amended Building Code of Practice attached as Annexure "D" (amended by the changes above resolved by the meeting).

2. **Ordinary Resolution Number 2**

THAT any director of the company be and is hereby authorised to take all such steps and do all such things, and to sign all such documents, as are necessary or incidental to give effect to the ordinary resolution number 1 above.

The Chairperson confirmed the results of the vote.

It was confirmed that the amendments to the Building Code, as approved by the members, would be filed at the CIPC. The Amendments to the Building Code would also be lodged at Kouga Municipality at the same time.

12

ELECTION OF DIRECTORS' IN TERMS OF THE RULES:

(a) Number of Directors in terms of MOI article 9.3:

Mr Rushmere noted that there were currently 3 GMI appointed Directors, and that this would remain in place, being himself, Mr C Egberink and Mrs L Garner (on the basis that GMI is entitled to appoint a 4th director at any time).

It was noted that the following Members had been nominated for the position of the Member Directors in terms of the MOI and had accepted the nomination, namely:

- Mr B Greyling
- Mr A Gouws
- Mr J Gerber
- Mr W Oosthuizen
- Mr JJU Raath
- Mr T Wooldridge

Voting slips were handed out to the meeting in order for the members to vote in this regard. The voting slips were returned, and in terms of the count undertaken by the member scrutineers (Van Der Mescht and Fuller) and The Bellbuoy Group, the following persons were duly elected to hold office until the conclusion of the next Annual General Meeting:

- Mr A Gouws
- Mr T Wooldridge

	<p>The Chairperson confirmed the results, and thanked the newly voted Directors for giving up their time to help with the management of the scheme and also thanked those who had made themselves available for election. He further noted that the practice of co-opting additional member directors to achieve better representation and equality on the BOD would continue if possible. He queried whether any of the other Members nominated would be willing to make themselves available to be co-opted. In this regard, Mr Raath indicated that he would not, and Mr Oosthuizen noted that he would consider this. The chairperson noted that this would be discussed at the upcoming BOD meeting, and the BOD's position in this regard be circulated to members in due course.</p> <p>Bellbuoy was mandated to submit form CoR 39 on behalf of the HOA in term of S. 70(6), R 39 to the CIPC to confirm the newly elected directors.</p> <p>(b) Any restrictions or directions, in addition to the following recommended directions:</p> <ol style="list-style-type: none"> i. Estimates of income and expenditure to run concurrent with financial year. ii. Compound interest, at a rate decided by a Directors' resolution from time to time (currently 20%) to be added to arrears. Monthly statements to be sent specifically for the purpose of informing owners of variable charges only and not as a reminder in respect of levies. Payment for variables to be made upon presentation of statement. Contributions raised are resolved to be payable monthly in advance. iii. Arrears limitation and debt collection procedures, as required in terms of the Debt Collector's Act No. 114 of 1998, are implemented where owners are in default; relevant owners, except where the regulations prescribe costs are not recoverable from the debtor, to be debited with all administrative charges in respect of arrears. iv. At the expiry of every financial year the Board of Directors shall approve, with or without amendment, the estimate of income and expenditure, and shall determine the amount estimated to be required to be levied upon the owners during the ensuing financial year. At least fourteen days prior to the expiry of the scheme's financial year the Board shall advise each owner in writing of the amount payable by him or her in respect of the estimate, whereupon such amount shall become payable in instalments, as determined by the Board of Directors. v. Interest earned on Home Owners Association funds to be retained in their account and no portion thereof paid over to the Estate Agency Affairs Board. vi. Payment of any insurance excess relating to damage to the common property caused by an individual, to be decided by the Board of Directors. The Board reserve the right to examine each case on its merit and apply their minds to the responsibility for the excess. vii. Notice for Board of Directors' meetings to be sent to the Board Members only; any owner may, on written request, obtain notice of Board meetings, and any related costs shall, subject to the owner signing consent, be debited to that owner's levy account. Alternatively the documents may be viewed at the offices of the managing agent by mutual arrangement. viii. Taking cognizance of the Electronic Communications and Transactions Act 25 of 2002 and the Companies Act 71 of 2008, which gives electronic communications the same status as paper communications, the owners confirm that all communications, whether standard or for resolutions, should be sent to the owners' preferred means of correspondence; whether this is electronic or postal. ix. English will be the language used for all communications and where the translation of any document into any of South Africa's other ten official languages is required, the owner concerned will be responsible for the cost of the translation. <p>RESOLUTION: The owners confirmed that no additional restrictions and directions were necessary, other than the recommended directions listed herewith, which were accepted unanimously by all owners present.</p>	B/buoy
13	<p>GENERAL TOPICS FOR DISCUSSION [MOI 31.1.3]:</p> <p>(a) Scheme Administration – Discussion regarding the potable water quality at the scheme / Ground water status: In terms of the matter tabled by the BOD, it was noted that the potable water supplied to Gamtoos was regularly tested by the authorities and that no issue had been noted. A previous test undertaken by the Association at the reservoir a few years back had also confirmed this. It was confirmed that inspections and tests related to the ground water quality in the vicinity of the existing phases of the development and the proposed phase 3 had also been undertaken as part the EIA requirements with regard to the Phase 3 approval process. In this regard it was noted that there were elevated e-coli counts noted from that test. The BOD felt that it was important to monitor this situation, and has instituted a water testing regime to create a body of knowledge regarding the status of the ground water quality moving forward. There is no data other than the once off test done and the matter can only be properly considered once the actual position is confirmed over a reasonable period of testing.</p>	

	<p>Issues related to the approval of Phase 3 potentially requiring the use of Conservancy Tanks in certain areas were noted, but clarity on this would only become available in relation to the approval requirements of the relevant authorities. Mr Rushmere confirmed that how this may impact phase 1 and 2 was also unclear, but there was the ultimate possibility that the authorities may require a shift to conservancy tanks in some areas (even though initial and existing approvals for the development allow septic tanks). He confirmed that the Developer did not have any liability in this regard and any ultimate costs related to replacement of septic tanks (if it ever happens) would require formulation of policies by the Association but would ultimately be an issue for individual owners (together with the Association). It is too early to speculate what might happen and the BOD will continue addressing the issue.</p> <p>RESOLUTION: BOD to continue monitoring and testing the ground water quality.</p> <p>(b) Scheme Administration - Solar energy grid connections: In terms of the matter tabled by the BOD, items related to the use of Solar Energy at the scheme were noted. It was noted that there were some tricky issues with the grid-tied solutions on offer whereby excess capacity was pumped back into the grid. The Association bought the electricity at a certain rate, and it would not be able to sustain electricity supply and infrastructure if, inter alia, members were reimbursed at the same rate it purchase electricity. The BOD had procured and approved a standard agreement for solar installations to be concluded with any member installing solar power. The current rate for buying back excess electricity is 50% of the price for purchasing electricity from the Association. Further, the monitoring of this was essential, and the meter installed needs to be the standard approved meter which will measure usage and feedback separately (ie be able to measure the amount of units that fed back in order to calculate the credit to be received). Members were also reminded that the installation of solar grid-tied or stand alone solutions also required permission from the Association. Mr Raath queried whether the electricity could be bought directly from Eskom, and it was noted that this had not been possible when investigated in the past, but would be investigated again.</p> <p>RESOLUTION: Members to apply for any grid-tied or stand alone solar solutions in terms of current approved standard agreement. BOD to investigate whether electricity could be purchased form Eskom directly instead of the Municipality.</p> <p>(c) Scheme Administration – Installation of sign at entrance to the scheme: In terms of the matter tabled by Mr Green, he requested the installation of a sign noting the presence of 24 hour patrols at the scheme. The members present in person and proxy agreed in principle to the installation. Design, positioning and cost to be investigated by Exco.</p> <p>RESOLUTION: Exco to investigate installation of a sign in an appropriate area confirming the presence of 24 hour surveillance at the scheme.</p> <p>(d) Scheme Administration – Pets / Cats at the Resort: In terms of the matter table by Mrs Brown, she noted her concern with members currently experiencing horrific incidents of their cats going missing and some cats being shot at with some type of pellet gun on a regular basis. In this regard, it was noted there were issues experienced with feral cats at the scheme, which was being addressed. Pets in general was an ongoing issue, and it was always recommended that neighbours talk to each other about any particular issues. Similar to noise and speeding complaints at the Resort, management would assist where possible but the first step would always be to communicate the issue directly to the individuals concerned.</p> <p>RESOLUTION: Members to attempt to discuss matters amongst themselves to try and alleviate problems. Item to be removed from the agenda.</p> <p>(e) Scheme Administration – Drainage at certain areas in Phase 1: In terms of the matter tabled by Mrs Strydom, she noted that there were drainage issues in certain areas in phase 1 during heavy rains. It was noted that Resort management were aware of the areas, and took steps to address the issue when necessary (ie pumping the water out when required). A more permanent solution had been discussed but the costs were quite high. Currently, pumping the water provided an interim solution, but that other options would be investigated to address the issues.</p> <p>RESOLUTION: BOD / Exco and Mr Visagie to investigate other options with regard to the drainage of water during heavy rains.</p> <p>(f) Scheme Administration – Possibility of making subscription to Smhart Security compulsory: In terms of the matter tabled by Mrs Steele, she requested consideration to make subscription to the armed response solution compulsory and be included in the Gamtoos rules and regulations for each and every new home owner who purchases or builds a new house at Gamtoos. It was noted that this</p>	<p>BOD</p> <p>BOD</p> <p>Exco</p> <p>BOD/ HV</p> <p>BOD/H V/EXCO</p>
--	--	--

could not really be made compulsory (as members had rejected this in the past), but that members would continue to be encouraged to take advantage of the possibility to install alarms and link into the 24 hour guarding available at the scheme. Premiums were likely to reduce with further subscriptions, and the balance that the Association funds would also reduce if this was the case. The BOD noted their concerns with security in general, and were happy with continuing with the status quo to ensure that the 24- hour security presence remained in force.

RESOLUTION: Members encouraged to contact SMHART to subscribe and install alarms on their properties. 24-hour presence to be maintained at the scheme.

- (g) **Scheme Administration – Nutec Boards as material option for Building at the Resort:** In terms of the matter tabled by Mr Oosthuizen, he noted that he would like the option of Nutec Board to be included in the updated Building Code. The Chairperson confirmed that the new Code allowed for the use of composites, subject to the specific approval of the Association for each type of composite requested by a member. The use of Nutec and the like would be managed through the new Building Code as applied.

RESOLUTION: Use of composite materials to be managed through the updated Building Code. Item to be removed from the agenda

- (h) **Scheme Administration – Vegetation removal on private erven:** In terms of the matter tabled by Mr van der Mescht, he noted his concern at certain erven removing excessive amounts of natural vegetation, noting that the building code of practice needed to be fully applied to limit the loss. The chairperson agreed that this was a major concern and noted that directives to reinstate were given when the BOD becomes aware of any transgressions. Fines are levied as required in order to limit these types of actions but it remains an ongoing challenge to enforce compliance generally against members (due inter alia to capacity and budget constraints). The Chairperson also requested that should any member see these types of issues occurring that the relevant Resort authority be informed immediately in order to help address the issue and limit any loss of vegetation.

RESOLUTION: Members to report any violations of natural vegetation removal as soon as possible to GAMHOA management. Authorities to be involved. Item to be removed from the agenda

BOD/
Exco

- (i) **Scheme Administration – LED Street Lighting:** In terms of the matter tabled by Mr Rabinson, where he requested that LED lights be installed in the street lamps around the Resort. The Chairperson confirmed that Mr Hayes had investigated the possibility in the recent past, and that it was determined that there were a number of technical difficulties related to the physical installation and infrastructure, as well as significant costs related to this. Accordingly a once off replacement of all was not feasible but LED would become the choice as and when lights needed replacing in the ordinary course of repair.

RESOLUTION: BOD / Exco to continue dealing with this issue and use LED when replacement opportunities arose in the future.

BOD

- (j) **Scheme Administration – Composition of BOD/Exco & Meeting Venue:** In terms of the matter tabled by Mr Raath, he requested, inter alia, that Exco be appointed by the members, and that the BOD be comprised of 3 individuals (one Developer & two homeowners). In this regard, it was confirmed that the BOD was formulated in terms of the MOI which remained binding. Exco was appointed by the BOD in terms of the MOI and this appointment can't legally be delegated to members. However, input from members is welcome and the composition of Exco in the past has always been dictated by the support of the members who volunteered to form part of this body. Requests for volunteer members would be circulated in due course, and that any member who would volunteer to form part of this, as well as assist the Resort in general, would be greatly appreciated. In the context of the venue for meetings, this was up to the BOD and it was noted that these were set in the context of the availability of the BOD members. The chairman confirmed that the BOD always had an open door policy for any member to address the board in person but members were not able to attend BOD meetings as spectators. To date Port Elizabeth was the most convenient for the Board members and that this would continue. Exco meets at Gamtoos.

RESOLUTION: BOD to circulate request for volunteers to Exco shortly.

BOD

- (k) **Scheme Administration – Share Portfolio:** In terms of the matter tabled by Mr Ashton, he requested that GAMHOA Board transfer all funds held in the share portfolio into low risk profile soon as possible where guarantees are afforded for investments. In this regard the Chairperson noted that historically funds reserved for long term had been held in a lowest-risk managed share-portfolio with Investec and this was the first time this had been queried by a member. The basis of this historic decision was

	<p>made in the context, that these were funds that would be invested over the long-term, and that the return would hopefully be higher than a money market account. However, it was noted that Mr Ashton was correct to query this and his view could well be more correct. It was noted that the BOD would revisit this position and obtain advice from relevant advisors and industry players, and query if this method of holding the reserves was appropriate.</p> <p>RESOLUTION: BOD to investigate, if holding a portion of the schemes long-term reserves in a low risk share portfolio, was appropriate for the Homeowners Association.</p> <p>(I) Scheme Administration - Membership of the Association: In terms of the matter tabled by Mr Ashton, he queried the automatic membership or cessation of membership in the context of the Association, the Companies Act and how this appears on the Title Deed. It was noted that the Title Deed did create the obligation for automatic membership, but that this was a complex legal issue related to the applicable legislation. It was resolved that suitable legal opinion relating to this would be obtained by the BOD in due course and whether an application for exemption was required for the Association.</p> <p>RESOLUTION: BOD to obtain a legal opinion in this regard.</p>	BOD
15	<p>DATE OF THE NEXT ANNUAL GENERAL MEETING: It was agreed that the next Annual General Meeting would be held towards the beginning of December 2020 with the time, date and venue to be notified to members.</p>	

There being no further business to discuss the meeting closed at 18:32

CHAIRPERSON: _____

DIRECTOR: _____

DATE: _____