



**MINUTES OF THE ANNUAL GENERAL MEETING ("AGM")
AND A SPECIAL GENERAL MEETING ("SGM")
OF THE MEMBERS OF
PORT ZIMBALI ESTATE HOME OWNERS' ASSOCIATION (NPC)
("PZEHOA")
HELD ON 3 SEPTEMBER 2016 AT 14:00
AT THE VIKING, PORT ZIMBALI ESTATE, BALLITO**

**1. WELCOME, OPENING, ATTENDANCE REGISTER, PROXIES
AND QUORUM**

The meeting was opened and conducted by the Chairman, Mr Frans Fourie (hereinafter referred to as the "Chair"), on behalf of the Board of Directors of PZEHOA (hereinafter referred to as the "Board"). The Chair welcomed everyone present and declared the meeting open.

The attendance register was as follows:

Name	Property	Attendance
Dicks	472	Present
Meyer and Meyer	473	Proxy
Singh	474	Absent
Seaward Property Trust	475	Absent
Khumalo and Khumalo	476	Disqualified
Naidoo and Naidoo	477	Present
Munilal	478	Apology
Sherpa and Maistry	479	Present
Haricharan and Haricharan	480	Present
Sean McCann Property Trust	481	Proxy
Ramphal	482	Disqualified
Halonamix Investments	483	Apology
SA 236 Trust	484	Present (No Proxy)
Blue Family Trust	485	Proxy (Present)
Ntokazi Interior and Décor	486	Absent
Van der Velde Family Trust	487	Proxy (Present)
Tantus Trading 156	488	Proxy (Present)
Govender	489	Present (No Proxy)
Omar	490	Absent
Dicks	492	Present
Blanché	493	Present
Singh	494	Absent
Hawkins	495	Present
Marais	496	Present

Name	Property	Attendance
Indecisive Trading	497	Proxy (Present)
Naidoo	498	Apology
Blue Family Trust	499	Proxy
Domiro	500	Proxy
Pottamus Family Trust	501	Apology
Sammarchi	502	Proxy
Hood	503	Present
Black Ginger 283	504	Proxy (Present)
Mathako Family Trust	505	Disqualified
Abipa Family Trust	506	Apology
Pillay and Pillay	507	Apology
Fourie	508	Present
Masakela	509	Apology
McKee	510	Present
Pillay and Partners	511	Absent
Ratata Investments	512	Absent
Mtshali	513	Apology
Hall	514	Present
Viking Pony Properties 37	516	Proxy
Catto	517	Apology
Jevon O.V.	518	Present
Erf 521 Port Zimbali CC	521	Absent
Viking Pony Properties 37	522	Proxy
Mdabe and Mdabe	531	Disqualified
Smit and Smit	534	Present
Shearer and Shearer	535	Present
Potgieter and Potgieter	536	Absent
Fick	537	Proxy (Present)
Balu Chaithram Family Trust	538	Proxy (Present)
Ramsoorooj	539	Absent
Purple Fountain Properties 115	540	Proxy (Present)
Alex Red Property Holdings	541	Apology
Viking Pony Properties 37	542	Proxy
Jevon AT	546	Present

The Chair confirmed receipt of the proxies, declared them valid and made them available for inspection by the members. In accordance with Article 3 of the Memorandum of Incorporation of the Association, paragraph 3.6 (Quorum for member's meetings), the Chair declared a quorum present, and the meeting constitutionally opened.

The following attendance numbers were applicable to the meeting and were used for purposes of confirming the quorum(s) and for voting during the course of the meeting, namely:

- 58 member "votes" available;
- 4 "votes" disqualified as a result of arrear levy account;
- 54 members/developer therefor eligible to vote;
- 22 "votes" not available as a result of absenteeism and/or apologies;
- 32 "votes" therefore available for quorum calculation purposes – this equates to 59,3% of the 54 members/developer eligible to vote.

The Chair confirmed the decision taken by the members at the previous meeting and confirmed by the Board in preparation of this meeting, that in the interest of cost saving and preventing wastage, all documents presented and discussed at the meeting were not available in hard copy for all present, re-iterating that every member had received the subject documents electronically and that most of the documents were available on the PZE website. The members unanimously agreed with this decision, for present and future purposes.

2. ACCEPTANCE OF PREVIOUS MINUTES

The Chair requested that the minutes of the previous meeting be confirmed as correct. With everyone finding the minutes in order, Mr McKee proposed the minutes of the Annual General Meeting held on 19 September 2015 be accepted. Mr Smit seconded the proposal – where after the Chair confirmed the previous minutes as being accepted by the members.

3. CHAIRMAN'S REPORT

The Chair presented his report, is attached to the minutes and hereby taken as read.

4. MANAGING AGENT'S REPORT

The Chair requested the Managing Agent (represented by Allan Jevon) to present his report.

- 4.1 As at 31 August 2016 the Association had 56 members with the obligation to contribute.
- 4.2 New sales - since the previous AGM –
 - 4.2.1 538 – Dr Chaithram
 - 4.2.2 546 – Mr AT Jevon
- 4.3 Re-sales - since the previous AGM – NONE
- 4.4 New sale – anticipated this financial year – 515 (Autumn Storm - Owen and Andries)
- 4.5 Re-sales – anticipated and transfer in progress this financial year –
 - 4.5.1 482 – Mr Ramphal to Mr De Beer
 - 4.5.2 501 – Pottamus Trust to Mr and Mrs Wassenaar
 - 4.5.3 511 – Yugan Partnership to Messrs Rabully and Harrisunker
- 4.6 We welcome the new owners as members (soon to be members) of the Association.
- 4.7 Building construction
 - 4.7.1 47 of the members have completed dwellings (last year - 46)

4.7.2 3 homes are currently under construction

- Member currently building – 538
- Developer building – 516 and 542

4.7.3 3 homes in planning stage – 482, 515 and 546

4.8 Extra levies - As a result of lack of building activity, relevant members are paying extra levies – as at 1 September 2016 the number of members in this category is 6. Of these 6 members, 4 are taking advantage of the moratorium granted by the members during last year's AGM and are paying only 1 extra levy. The remaining 2 members (482 – sequestered member and 531) are being billed with 2 extra levies.

5. ESTATE MANAGER'S REPORT

The Estate Manager presented his report, is attached to the minutes and hereby taken as read.

6. RATIFICATION – Audited Financial Statements for the period ending 29 February 2016 and Expenditure Budget for the period ending 28 February 2017 as approved by the Board

After a discussion led by the Managing Agent, having displayed summarised audited annual financial figures on the television of the past 7 periods to 29 February 2016 and the budget to 28 February 2017, and it being recorded that the Audited Financial Statements and the Expenditure Budget were distributed to all the members electronically in accordance with the provisions of the MOI of the Association, the members unanimously first ratified the Audited Financial Statements of the Association for the year ended 29 February 2016 as approved by the Board and then unanimously ratified and adopted the Expenditure Budget of the Association for the year ended 28 February 2017 as approved by the Board.

7. RATIFICATION – Levies, Landscaping Maintenance Charge and Extra Levies for the period ending 28 February 2017

7.1 The members unanimously ratified the monthly levy amount and Landscape Maintenance Charge of the Association for the year ended 28 February 2017 as approved by the Board – levy amount being R2,000 per month and the landscaping charge being R800 per month.

7.2 Extra Levies

7.2.1 In terms of the provisions contained in the MOI of the Association, Extra Levies are levied by the Association on members that have neglected to commence with building construction within 2 years from date of first transfer from the Developer to the member; it being recorded that the provision applies to "resale" members as if such "resale" member had originally purchased the property from the Developer.

7.2.2 While the MOI provides for as much as 6 Extra Levies per month, the members once again granted a moratorium to members falling into this category, the mechanics of which are as follows:

- One Extra Levy every month for members falling in this category – such single Extra Levy subject to the relevant member constantly keeping his/her levy account up to date;
- Should such relevant member fail to keep his/her levy account constantly up to date, the Association would levy an additional Extra Levy on the member – i.e. three levies in total.

8. FIBRE INSTALLATION

The Chair requested the Managing Agent to present this item to the members.

8.1 Fibre installations are generally divided into 2 main areas. The first being the back-bone installation which brings the fibre cabling to the verge of every unit on the estate. The second being fibre to the home, which is the cable from the verge into the dwelling of the member.

8.2 Telkom, who do not require permission from PZEHOA, have indicated that they will shortly commence with the back-bone installation on the estate, and when complete Telkom will most likely contact existing Telkom clients to make use of their fibre products and facilities.

8.3 The board has also granted a further fibre service provider the opportunity to install fibre on the estate, namely Access Point Technologies ("APT"). The reasons for taking this step are as follows:

8.3.1 APT will provide fibre cable to the perimeter fence (M4 and Seaward Boundaries) at no cost to PZEHOA, which PZEHOA can utilise to feed digital video data from the perimeter fence to the gate house. The moment PZEHOA can afford it, thermal infra-red CCTV cameras can be installed which will drastically improve PZE's security situation. Telkom will not provide this facility to PZEHOA.

8.3.2 APT will also provide an internal communication system for the estate, much like a telephone exchange or an intercom system. Calls can be made to other members and to the gate house and vice versa. These calls will be at no charge. Telkom will not provide this facility to PZEHOA.

8.3.3 Making use of fibre technology will require intervention by a service provider such as Vodacom, MTN, Telkom, etc. In addition, members using the technology will require a fibre modem. Service providers will provide these but that will normally be subject to either the outright purchase of such a modem or the member entering into a 24 month contract with such service provider. The latter will cause the monthly service fee to be higher and in addition, one will be locked into the contract for the said period. APT can also provide the service, but they provide the modem at no cost to the member and it will be done on a month-to-month basis.

8.3.4 Both product superiority and cost per month has been utilised in justifying APT as service provider over Telkom. For additional details please see table included below.

Fibre to the home comparison

<i>As on 12 Sep 2016</i>	Telkom		APT
	Capped	Uncapped	Uncapped
Speed Fibre line Data E-mail E-mail storage Contract Price Additional offerings included Installation cost Modem included			5Mbps True N/A 1 + 5 aliases 3Gb No R499 pm Yes R1,710 Yes
Speed Fibre line Data E-mail E-mail storage Contract Price Additional offerings included Installation cost Modem included	10Mbps Up to 100 Gb SoftCap 1 + 5 aliases 3Gb Yes - 24 months R699 pm None None Yes	10Mbps Up to N/A 1 + 5 aliases 3Gb Yes - 24 months R1,223 pm None None Yes	10Mbps True N/A 1 + 5 aliases 3Gb No R699 pm Yes R1,710 Yes
Speed Fibre line Data E-mail E-mail storage Contract Price Additional offerings included Installation cost Modem included	20Mbps Up to 100 Gb SoftCap 1 + 5 aliases 3Gb Yes - 24 months R849 pm None None Yes	20Mbps Up to N/A 1 + 5 aliases 3Gb Yes - 24 months R1,848 pm None None Yes	20Mbps True N/A 1 + 5 aliases 3Gb No R799 pm Yes R1,710 Yes
Speed Fibre line Data E-mail E-mail storage Contract Price Additional offerings included Installation cost Modem included	40Mbps Up to 200 Gb SoftCap 1 + 5 aliases 3Gb Yes - 24 months R1,099 pm None None Yes	40Mbps Up to N/A 1 + 5 aliases 3Gb Yes - 24 months R2,388 pm None None Yes	50Mbps True N/A 1 + 5 aliases 3Gb No R1,099 pm Yes R1,710 Yes

Fibre to the home comparison			
<i>As on 12 Sep 2016</i>	Telkom		APT
	Capped	Uncapped	Uncapped
Speed	100Mbps	100Mbps	100Mbps
Fibre line	Up to	Up to	True
Data	400 Gb SoftCap	N/A	N/A
E-mail	1 + 5 aliases	1 + 5 aliases	1 + 5 aliases
E-mail storage	3Gb	3Gb	3Gb
Contract	Yes - 24 months	Yes - 24 months	No
Price	R1,599 pm	R3,198 pm	R1,499 pm
Additional offerings included	None	None	Yes
Installation cost	None	None	R1,710
Modem included	Yes	Yes	Yes

- 8.4 APT has undertaken that the back-bone installation will be complete by the end of October 2016 and to have members connected by the end of December 2016.
- 8.5 As a result of the above, and owing to the clear advantages APT holds for both the members and the HOA, Allan, on behalf of the board, urged members to consider APT as their future service provider.
- 8.6 The members unanimously ratified the board's decision to grant APT authorisation to proceed with their fibre installation.

9. INSURANCE

The Chair requested the Managing Agent to present this item to the members.

- 9.1 Allan confirmed that the HOA infrastructure of the estate was insured by Santam via DeNovo Insurance Brokers as intermediary.
- 9.2 The monthly premium is currently R5,194 and the items and sums insured can be found in the attached to the minutes for reference purposes.
- 9.3 The members unanimously confirmed the Insurance item as per the agenda.
- 9.4 Mr Marais (496) advised that potential savings on premiums for members and the HOA could possibly be achieved should a group-type home owner's Fire Policy for all members be negotiated with the HOA's insurers. The Managing Agent undertook to investigate this possibility and to report back to the board for presentation to the members if viable.

10. REGISTERED OFFICE

The members confirmed that the Registered Office of the Association remain as is – it being that of the Managing Agent, namely: 217 Emerald Avenue; Lyttelton Manor X3; Centurion; 0157.

11. CONFIRMATION OF THE APPOINTMENT OF THE AUDITORS OF THE ASSOCIATION AND THEIR REMUNERATION FOR THE FORTHCOMING PERIOD

The members approved the continued appointment of the Auditors for the forthcoming period, namely LOGISTA CA(SA) INC of 263 Lynnwood Road; Brooklyn; Pretoria. Remuneration was not discussed as the board will address this issue for the benefit of the HOA as and when required.

12. CONFIRMATION OF THE APPOINTMENT OF THE MANAGING AGENT OF THE ASSOCIATION AND THEIR REMUNERATION FOR THE FORTHCOMING PERIOD

The members approved the continued appointment of the Managing Agent for the forthcoming period, namely Financial Service Providers (Pty) Ltd. Remuneration was not discussed as the board will address this issue for the benefit of the HOA as and when required.

13. ELECTION OF THE BOARD OF DIRECTORS

13.1 The members unanimously approved the composition of the Board of Directors of the Association for the forthcoming period as presented by the Managing Agent and as nominated from the floor as depicted below.

13.2 A nomination for the appointment of Mr TC Mtshali (513) as a director was received prior to the meeting as provided for in the MOI.

13.3 Notice of non-availability of two existing directors was accepted – Dr Masikela (509) and Mrs Catto (517).

13.4 Nominations from the floor was accepted after the two individuals in question advised in the meeting that they are prepared to accept the nominations – Mr Marais (496) and Mr McKee (510). Subsequent to the meeting, but before finalising these minutes, Mr Marais withdrew his availability to stand as director for the forthcoming period.

13.5 The Chair advised that the following existing directors were available for a further period – Mr Dicks (492), Mr Blanché (493), Mr AT Jevon (488), Mr Cloete (497), Mr Fourie (508), Mr Welsh (504), Mr OV Jevon (518) and Mr Smit (534).

13.6 The members of the board for the 2016/17 period are as follows:

- Allan Jevon (Public Officer) (488) (Owner and Developer)
- Andries Dicks (492) (Owner and Developer)
- Marc Blanché (493) (Owner)
- Cornel Cloete (497) (Owner)
- Gerry Welsh (504) (Owner)
- Frans Fourie (508) (Owner)
- Roger McKee (510) (Owner)
- Chris Mtshali (513) (Owner)
- Owen Jevon (518) (Owner and Developer)
- Peter Smit (534) (Owner)

14. ADOPT ADMINISTRATIVE MEASURES – annual requirement in terms of the MOI

The members adopted the following administrative measures for the forthcoming period – proposed by Mr McCann and seconded by Mr Welsh.

- 14.1 Member accounts must be settled in full by the 7th day of each month.
- 14.2 Interest on arrears to be calculated and charged monthly at a rate of 2% per month on amounts that are in arrear for periods longer than 30 days.
- 14.3 Legal action for the collection of arrear amounts to be instituted on accounts that are in arrears for periods longer than 60 days.
- 14.4 All levies, charges and recoveries by the Association or the Managing Agent as depicted in the list attached to these minutes.

15. COMPUTERISED SECURITY ACCESS CONTROL SYSTEM

Owing to the replacement of the computerised security access control system being the subject of a SPECIAL RESOLUTION, the chair requested the Managing Agent to elaborate on the envisaged replacement system.

- 15.1 Allan advised, and it is hereby recorded, that a number of board members formed a sub-committee of the board to investigate the replacement system. The committee presented the features and cost of the replacement system to the board electronically, where after the board gave the sub-committee its approval to continue with the replacement exercise once the members, in Special General Meeting, approved the Special Resolution to have the system replaced.
- 15.2 The improved system reported on at last year's AGM, is an update and front-end rewrite/development of the current Impro IXP120 system undertaken by a private contractor, Business Centrix, that the HOA has had dealings with since 2012, but who failed to provide a fail proof system. The board decided on Business Centrix in 2014 after they had satisfied the HOA that they can do the job based on the long-standing relationship had with them and also because the cost quoted for the job was affordable for the HOA at that particular stage. Unfortunately Business Centrix has now abandoned the HOA and has ceased all communications with it.
- 15.3 Brief reasons for the replacement can be found in the current system's inability to provide much required information as and when it is required (i.e. who is on the estate, who should no longer be on the estate, etc.), provide fail proof tools to manage over-rides (required to remove the human element from entry decision-making), provide fail proof identification of the workers of contractors (to alleviate usage of access cards which can be used in fraudulent ways) and to improve on the convenience of members.
- 15.4 The computerised security access control system has two distinct areas of consideration – bulk and reader hardware components and software components.
- 15.5 The turnstile and booms do not require replacement – these are the bulk hardware components. Reader hardware, which can be regarded as the interface items required for the new software to record entry and exit transactions and for the new software to give "release" instructions through to the bulk hardware. These will be replaced.

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- 15.6 The outdated Impro IXP120 software will be replaced by the Impro IXP400 software. This is state of the art software comparable to the software used at Zimbali, Simbithi and other similar high-end estates.
- 15.7 Card readers on the booms and turnstile will be replaced with biometric readers (finger print readers). These will improve member convenience (no disc required to enter or exit the estate – a much experienced issue causing over-rides by the guards) and will literally give 100% surety in the case of workers entering the estate.
- 15.8 Members inquired into the fact that finger print readers do not always operate efficiently as finger prints are not always legible. Allan explained that the issue has been satisfactorily addressed as while the experience had by members can be attributed to poor quality readers on the one hand (our proposal caters for readers that are top of the range in this regard), vast improvement in this technology has taken place over the previous couple of months on the other. The finger print readers remain capable of reading discs should a particular member repeatedly experience non-identification problems with the reading of finger prints.
- 15.9 While not part of the computerised security access control system quote, visitor management is also being addressed via the rental of a handheld device secured from a service provider named Gate Book. The device will interface with the Impro IXP400 system. It functions along the following lines:
- 15.9.1 The device is a 3G communication type device.
- 15.9.2 Whilst it is web based, from a member's point of view, it will mainly operate directly from the member's smartphone via the "Gate Book" app.
- 15.9.3 It will perform two functions – firstly for arranging and vetting visitor transactions and secondly for recording such transactions.
- 15.9.4 The operation process is basically as follows:
- The member will via the app select a "contact" found on the member's cellphone for whom visitor's access is to be arranged – the date and time of the visit will also be recorded.
 - The device held at the gate house will, via the app, receive notification of the member's intended visitor.
 - On receipt the device will determine whether the instruction to allow a visitor entrance was received from an authorised user (i.e. registered resident on the estate).
 - If not an authorised user, no further communication will be entertained.
 - If an authorised user, the device will record the details of the visitor (name, number, date and time) and immediately remit a password via the app to the member.
 - The member can then via the app, remit the password to his/her visitor. It can be via SMS, Whatsapp, e-mail or any similar communication software found on a member's phone. It is important to do this as the visitor will be asked for the password before his entry to the estate will be allowed or processed.
 - Upon arrival of the visitor at the gate house and once the visitor has provided the guard with the relevant password, the guard will proceed to register the visitor as having arrived at the estate.
 - Once the password has been activated the device will remit a notification to the member via the app that his/her visitor has arrived at the gate.

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- The registration process entails a scan of the visitors driver's licence (full names, ID number and photo of the visitor is recorded by the system) and a scan of the visitor's vehicle's licence disc (registration number, vehicle make and colour, etc. is recorded by the system).
 - Finally, a scan of a dedicated PZE visitor's card will be taken, where after the Impro IXP400 system will allow the visitor one entry with the card (to open the entry boom) and one exit with the card (to open the exit boom) – the card must be returned to the guards when the visitor exits.

15.10 The members having found Allan's presentation satisfactory and exciting agreed with the replacement and improvement of the computerised security access control system.

16. ORDINARY AND SPECIAL RESOLUTIONS – ADOPTED, APPROVED (as presented or amended), NOT APPROVED and/or NOT CONSIDERED

The Chair requested the Managing Agent to present this item to the members. The list of resolutions is attached to the minutes for reference purposes, the outcome of the decisions hereby recorded below.

16.1 Ordinary Resolutions

- 16.1.1 The members adopted RESOLUTION 1, pertaining to the changes to the Clubhouse Policy, as approved by the Board.
- 16.1.2 RESOLUTION 2 was not considered.

16.2 Special Resolutions

- 16.2.1 The Chair specifically introduced the business herein as content of a SPECIAL GENERAL MEETING that was now in progress and as duly advertised by the Board. He confirmed receipt of the proxies, declared them valid and made them available for inspection by the members. In accordance with Article 3 of the Memorandum of Incorporation of the Association, paragraph 3.6 (Quorum for member's meetings), the Chair declared a quorum present, and the special general member's meeting constitutionally opened.
- 16.2.2 The members approved SPECIAL RESOLUTION 1, pertaining to the replacement of the word "Company" with the word "Association" throughout the MOI, as presented by the Board.
- 16.2.3 The members did not approve SPECIAL RESOLUTION 2, requesting the board to revisit the content for future presentation if the board deems such future presentation necessary.
- 16.2.4 The members approved SPECIAL RESOLUTION 3, pertaining to the replacement of the computerised security access system, subject to its amendment. The special resolution to read as follows: "To replace the current computerised security access control system with a new access control system ("ACS") at a cost of no more than R200,000.00 subject to the Association having sufficient reserves to cover the cost, when authorised by the Board."
- 16.2.5 SPECIAL RESOLUTION 4 was not considered.

17. GENERAL

Owing to the meeting running substantially late, no items were discussed under this section.

18. CLOSING AND ADJOURNMENT

With no further business requiring discussion, the Chair adjourned the meeting and invited the members to enjoy a meal and refreshments arranged for them by the Social Committee.

No date was set for the next meeting.