



Arabella Country Estate Home Owners Association NPC  
Incorporated in the Republic of South Africa  
Registration Number 1999/005542/08  
("the Company")

---

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given, in terms of section 62(1) of the Companies Act No. 71 of 2008, as amended ("Companies Act") that the Annual General Meeting of members of the Arabella Country Estate Home Owners Association NPC will be held in the Orca Room at the hotel (members can attend or join remotely) 18h00 on Friday, 28 January 2022 to consider and, if deemed fit, approve the resolutions referred to below, with or without modification.

---

## AGENDA

---

- 1 WELCOME AND APOLOGIES
- 2 INTRODUCTION AND AGENDA
- 3 CHAIRPERSON'S REPORT
- 4 RESOLUTIONS
  - 4.1 Ordinary Resolution Number 1 - Approval of Minutes 4 December 2020 (*Annexure "A"*)
  - 4.2 Ordinary Resolution Number 2 - Approval of Audited Annual Financial Statements (*Annexure "B"*)
  - 4.3 Ordinary Resolution Number 3 - Approval of Appointment of Auditors
  - 4.4 Ordinary Resolution Number 4 - Approval of Capital Expenditure (*Annexure "C"*)
  - 4.5 Ordinary Resolution Number 5 – Approval of Directors' Remuneration for 2022
  - 4.6 Ordinary Resolution Number 6 - Election of Home Owner Director (*Annexure "D"*)
  - 4.7 Ordinary Resolution Number 7 - Actions of Directors and Company Secretary
- 5 GENERAL
  - 5.1 Matters Arising from minutes of previous meeting (2020 Minutes)
    - 5.1.1 Trade Name
    - 5.1.2 Alternative Energy
  - 5.2 Levy (*Annexure F*)
  - 5.3 Operational Reports
  - 5.4 Meeting Calendar (*Annexure "G"*)
  - 5.5 General



Arabella Country Estate Home Owners Association NPC  
Incorporated in the Republic of South Africa  
Registration Number 1999/005542/08  
("the Company")

---

## RESOLUTIONS TO BE PROPOSED

---

***The percentage of voting rights required for all Ordinary Resolutions to be adopted: more than 50% (fifty percent) of the voting rights exercised.***

### **1 ORDINARY RESOLUTION NUMBER 1**

"RESOLVED THAT the minutes of the Annual General Meeting of the Company held on 4 December 2020 be and are hereby approved."

**Explanatory Note:** The 2020 Annual General Meeting was held on 4 December 2020. The minutes of that Annual General Meeting are attached to this notice as *Annexure "A"*. Members are required to consider the minutes and will be asked to approve them at the annual general meeting.

### **2 ORDINARY RESOLUTION NUMBER 2**

"RESOLVED THAT the Audited Annual Financial Statements of the Company, and the directors' report for the year ended 31 December 2020 be and are hereby confirmed and adopted."

**Explanatory Note:** The Audited Annual Financial Statements of the Company, incorporating the reports of the auditors and the directors, for the financial year ended 31 December 2020 as approved by the Board of Directors of the Company on 3 June 2021 will be presented to the members as required in terms of section 30(3) of the Companies Act and are attached to this notice as *Annexure "B"*. Members are required to consider these audited financial statements and will be asked to approve and adopt them at the annual general meeting.

### **3 ORDINARY RESOLUTION NUMBER 3**

"RESOLVED THAT BNP Chartered Accountants are hereby appointed as auditors of the Company for the ensuing year until the conclusion of the next annual general meeting and that the auditors' remuneration be determined by the Board of Directors."

(The percentage of voting rights required for Ordinary Resolution Number 3 be adopted: more than 50% (fifty percent) of the voting rights exercised on this resolution.)

### **4 ORDINARY RESOLUTION NUMBER 4**

"RESOLVED THAT the proposed capital expenditure for the financial period 1 January 2022 to 31 December 2022 is hereby approved." *Annexure C*

(The percentage of voting rights required for Ordinary Resolution Number 4 to be adopted: more than 50% (fifty percent) of the voting rights exercised on this resolution.)



**5 ORDINARY RESOLUTION NUMBER 5**

"RESOLVED THAT the Home Owner Representative Directors' remuneration to the amount of R108 984 (as required by our MOI, paragraph 31.1) for the financial period 1 January 2022 to 31 December 2022 is hereby approved."

**6 ORDINARY RESOLUTION NUMBER 6**

"RESOLVED THAT the directors proposed by residential owners being eligible, offer themselves for election and **one** is to be hereby elected as a director of the Company."

**Explanatory Note:** In terms of the constitutional documents of the Company, residential owners are entitled to appoint 2 (two) directors to the board of directors of the Company. The term of office of the aforesaid directors is two years. A director can stand for two consecutive terms. One of the home owner representative director, Ockert van Jaarsveld, has reached the end of his first term. Accordingly, residential owners will be asked to vote for the appointment of 1 (one) director. The nominations, name and curriculum vitae of the candidates for the position are attached as *Annexure "D"*.

**7 ORDINARY RESOLUTION NUMBER 7**

"RESOLVED THAT the directors and company secretary of the Company be and are hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice convening the annual general meeting at which this Ordinary Resolution Number 7 will be considered."

**PROXIES**

- Members are reminded that a member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, participate in and vote at the annual general meeting in the place of the member and members are referred to the proxy form attached to this notice in this regard. A proxy need not be a member of the Company. Proxy forms must be completed, dated, signed and be delivered for administrative purposes to the Estate Manager's office, Arabella Country Estate, PO Box 788, Kleinmond 7195 by no later than 18h00 on Wednesday, 26 January 2022 in accordance with the instructions provided on the back of the proxy form.
- **Kindly take note that the participants at the meeting are required to provide satisfactory identification, and in terms of section 63(1) of the Companies Act the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a member or as proxy for a member) has been reasonably verified. Forms of identification include the presentation of valid identity documents, driver's licenses or passports.**
- In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a member to be represented by proxy, as set out in section 58 of the Companies Act, is set out below:
  - A member entitled to attend and vote at the annual general meeting may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the annual general meeting in the place of the member. A proxy need not be a member of the Company.



- A proxy appointment must be in writing, dated and signed by the member appointing a proxy, and, subject to the rights of a member to revoke such appointment (as set out below), remains valid only until the end of the annual general meeting.
- A proxy may delegate the proxy's authority to act on behalf of member to another person, subject to any restrictions set out in the instrument appointing the proxy.
- The appointment of a proxy is suspended at any time and to the extent that the member who appointed such proxy chooses to act directly and in person in the exercise of any rights as a member.
- The appointment of a proxy is revocable by the member in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the member as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
- If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's Memorandum of Incorporation to be delivered by the Company to the member, must be delivered by the Company to (a) the member, or (b) the proxy or proxies, if the member has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
- Attention is also drawn to the "Notes to the form of proxy".
- The completion of a form of proxy does not preclude any member attending the annual general meeting.

By order of the Directors

**ARABELLA COUNTRY ESTATE HOME OWNERS' ASSOCIATION NPC**

Chairperson: M de Lima

Date: 7 January 2022

Registered office and postal address:

Estate Manager's Office

Arabella Country Estate, PO Box 788, Kleinmond 7195



Arabella Country Estate Home Owners' Association NPC  
 Incorporated in the Republic of South Africa  
 Registration Number 1999/005542/08  
 ("the Company")

**FORM OF PROXY**

**A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or one or more proxies to attend and speak and vote thereat in his stead, and that proxy need not also be a member of the Company.**

All forms of proxy must be lodged with the company secretary at the head office of the Company, Estate Manager's Office, Arabella Country Estate, PO Box 788, Kleinmond 7195, or emailed to [acewood@mweb.co.za](mailto:acewood@mweb.co.za) to be received by no later than 18h00 on Wednesday, 26 January 2022.

"I/we, ..... of ..... (erf number) being a member(s) of Arabella Country Estate Home Owners' Association NPC hereby appoint ..... of ..... or failing him ..... of ..... or failing him the chairperson of the annual general meeting as my/our proxy to vote for me/us and on my behalf at the annual general meeting of the Company to be held at 18h00 on Friday, 28 January 2022 and at any adjournment thereof.

Please indicate with an "X" in the appropriate space below how you wish your votes to be cast. If you return this form duly signed, without any specific directions, the proxy shall be entitled to vote as he/she thinks fit. Indicate with an "X" against the director in favour of whom you wish to vote.

	In favour of resolution	Against resolution	Abstain from voting
Ordinary Resolution Number 1			
Ordinary Resolution Number 2			
Ordinary Resolution Number 3			
Ordinary Resolution Number 4			
Ordinary Resolution Number 5			
Ordinary Resolution Number 6			
Ockert van Jaarsveld			
Charl Louw			
Ordinary Resolution Number 7			

Signed at ..... this ..... day of ..... 2022

Signature .....

**(PLEASE READ THE NOTES ON THE NEXT PAGE HERETO)**



**NOTES:**

1. A member may insert the names of one or more proxies (who need not be a member of the Company) in the space provided, with or without deleting the words "the Chairman of the annual general meeting". The person whose name appears first on the form of proxy and has not been deleted will be entitled to act in priority to those whose names follow. In the event that no names are filled in the proxy shall be exercised by the Chairman of the Special General Meeting.
2. A member's instructions to the proxy must be indicated by the insertion of the manner in which the proxy is to vote in the space provided. Failure to comply with the above will be deemed to authorize the proxy to vote as he/she thinks fit. However, where the proxy is the Chairman, such failure shall be deemed to authorize the Chairman to vote in favour of the special and ordinary resolutions. A member or his/her proxy is not obliged to use all the votes exercisable by the member or his/her proxy.
3. The completion and lodging of this form of proxy shall in no way preclude the member from attending, speaking and voting in person at the general meeting to the exclusion of any proxy appointed in terms hereof.
4. Should this form of proxy not be completed and/or received in accordance with these notes, the Chairman may accept or reject it, provided that in respect of its acceptance the Chairman is satisfied as to the manner in which the member wishes to vote.
5. This form of proxy shall be valid for any adjournment of the annual general meeting as well as the general meeting to which it relates, unless the contrary is stated hereon.
6. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form unless it has previously been registered with the Company.
7. Any alteration, deletion or correction made to this form of proxy must be signed in full and not initialed by the signatory(ies).
8. This form of proxy must be returned to the company secretary at the Estate Manager's office, Arabella Country Estate, PO Box 788, Kleinmond 7195 or [acewood@mweb.co.za](mailto:acewood@mweb.co.za) so as to be received by no later than 18h00 on Wednesday 26 January 2022.