



**HOMEOWNERS ASSOCIATION ANNUAL GENERAL MEETING (HYBRID)
FRIDAY 9TH DECEMBER 2022 IN THE ORCA ROOM AT THE HOTEL**

Present:

Directors

- Amanda Lourens – HOA (Chairperson)
- Lawrence Manser - HOA
- Melanie Brenner - Southern Sun
- Ockert van Jaarsveld - HOA
- Rosa van Onselen – Southern Sun (on line)
- Samantha Clingham - Southern Sun

Hybrid Meeting

34 Plots represented

Apologies: All apologies were noted

1. Welcome and Apologies

Amanda Lourens welcomed all members to the hybrid meeting and then handed the meeting over to Andrej Vladar from Lumi for housekeeping.

Andrej Vlada introduced himself and advised that the first instructions were related to all members present in person. The members were provided with a device with a smart card for voting and were advised that voting would remain open throughout the meeting. Anyone with a question requested to raise their hand and they will be called up to the podium as this will allow the members online to hear them. All devices are to be handed in before leaving the venue.

Those members attending online were also able to cast their votes online. Should two members of the same plot vote, the last vote received will be captured as the final vote. Members can either send through a chat or ask a question verbally.

Andrej Vlada confirmed that there is a quorum and the meeting could proceed.

Amanda Lourens welcomed the members and introduced the Board members that were present, as follows:

Lawrence Manser, Estate Manager

Melanie Brenner, Financial Manager for Southern Sun

Ockert van Jaarsveld, HO Director

Rosa van Onselen, Company Secretary for Southern Sun (online)

Samantha Clingham, Operations Director for Southern Sun

It was noted that Mara de Lima had left Southern Sun. Michael Phillipson, the General Manager of Arabella Hotel, Golf and Spa was thanked for providing the venue and catering.

Homeowner Director Nominees:

Anton van Wyk (alternate director to Ockert van Jaarsveld) tendered his apology as his son is getting married and the location has an unreliable internet connection.

Charl Louw (alternate director to Amanda Lourens) was in attendance and welcomed.

Regarding questions, the Chairperson suggested that all members go through all the items on the agenda and at the end of the meeting the floor will be opened for questions. Everyone will be allowed to ask their question or give their comment and if members have already voted and felt that they would like to change their vote, this can be done.

The Chairperson was positive that a good discussion could be had and that the meeting would not be too formal.

2. Introduction and Agenda

The Notice of the AGM was taken as read. There were no additional agenda items.

3. Chairpersons Report, Highlights

Amanda Lourens recognised the seven standing committees, whose reports were included in the pack. The chairpersons and members of these committees were thanked for all their hard work, time and effort during the year. The Engagement committee has spent a lot of time with additional informal meetings as well as formal quarterly meetings.

Two alternate directors have been nominated and between them, they have attended all the committee meetings during the year for which they were thanked.

Lida Louw, Michelle Wood and Riaan de Lange were thanked for all the work done behind the scenes.

It was hoped that the expectations of the members had been met and any other improvements that can be made, be forwarded to the office for distribution to the relevant committees or the Estate Managers' attention.

Ockert van Jaarsveld was acknowledged for the amount of time and effort spent on the finances during his time as director. Mara de Lima was also thanked for her contributions.

4. Resolutions

The following ordinary resolutions were contained on the AGM notice and would be considered by members at the meeting:

- 4.1 Ordinary Resolution Number 1 - Approval of Minutes 28 January 2022 (*Annexure "A"*)
- 4.2 Ordinary Resolution Number 2 - Approval of Audited Annual Financial Statements 2021 (*Annexure "B"*)
- 4.3 Ordinary Resolution Number 3 - Appointment of Auditors
- 4.4 Ordinary Resolution Number 4 - Approval of Capital Expenditure 2023 (*Annexure "C"*)
- 4.5 Ordinary Resolution Number 5 – Approval of Directors' Remuneration for 2023
- 4.6 Ordinary Resolution Number 6 - Election of Home Owner Directors (*Annexure "D"*). There were three nominees, Anton van Wyk, Charl Louw and Gary Murphy. Gary Murphy withdrew and per the MOI, this matter still needs to be voted on.
- 4.7 Ordinary Resolution Number 7 - Actions of Directors and Company Secretary

5. General

5.1 Matters arising from minutes of the previous meeting (28 January 2022)

(David Sowden) on behalf of Bill Cuthbert: MOI

Bill Cuthbert raised a matter that HPF have a legal opinion and that a further opinion was not required with respect to the MOI. In the minutes of 28 January 2022, the chairperson stated that the HOA AGM was not the correct forum to question statements made by HPF directors. It was requested that a report be provided on whatever forum the particular question was taken to and what the resolution of that particular discussion was.

(Amanda Lourens) It was advised that this matter will be addressed at the end of the meeting with other questions that may be raised.

5.2 Homeowner Levy (*Annexure "E"*)

(Amanda Lourens) There has been no increase in the previous years and in terms of the MOI, paragraphs 13.4 and 13.5, an itemised estimate of the anticipated income and expenditure for the next financial year was approved by the Board on 27 October and a 1.3% increase on the 2022 levies for 2023 is hereby advised. This is not significant as there have been no increases in the levies for the past two years and the availability charges will be adjusted in line with the approved budget.

5.3 Operational Annual Reports

Amanda Lourens invited the Chairperson of the individual committees to present the highlights for the year. Lawrence Manser will begin with the Estate Managers Report, followed by the Aesthetics and Security Committee.

5.3.1 Estate Manager Annual Report (Lawrence Manser)

(Lawrence Manser) Thanked everyone in attendance. The Operational Report included a brief summary of what has taken place during the year. There is a lot more going on behind the scenes. Operational meetings are held every two weeks inclusive of service providers, William Lane, STM and iMvula. The committee members were thanked for giving up their own time. The homeowners who have offered their expertise were also thanked. There is a very good pool of knowledge that can and has been tapped into during the year.

Lida Louw and Michelle Wood were thanked for their efforts, between them they have more than 40 years of experience with the estate.

Homeowners were invited to meet up after the meeting for snacks and drinks. The office remains open and homeowners are invited to pop in and talk to the HOA staff should they have matters that need to be addressed.

Thank you to Amanda Lourens and Ockert van Jaarsveld for all their assistance.

5.3.2 Audit and Risk Management Committee Annual Report (Albert Lubbe)

Amanda Lourens thanked Albert Lubbe for his contribution and commitment during his time as chairperson. Albert Lubbe will now stand down due to the Charter requirements.

(Albert Lubbe) It's been a tough year, we started the year off with the fire and the year before that we had Covid and seem to be continually challenged in determining what is needed to run an organisation like the HOA. Costs have been kept down but it is a difficult task due to various issues

i.e. the price of fuel and the amount used due to load-shedding has had a huge impact on costs. At the end of the day, there will be a surplus for the year, both cash-wise and in terms of operating profit, after tax. During the year the structure of how to allocate costs was reviewed. The fundamental structure that Ockert van Jaarsveld implemented was that we use a user-based principle. The more one uses the more one pays resulting in homeowners having control over their own costs. The levy equity has been agreed upon between both parties and this will be signed off shortly. This is a great achievement.

(Amanda Lourens) Albert Lubbe was thanked for his contribution to the ARMC. Ockert van Jaarsveld was thanked for his efforts regarding the levy equity negotiations and calculations.

5.3.3 Fauna and Flora Committee Annual Report (Amanda Lourens)

The landscaping service provider was changed in April moving back to STM as recommended by the Fauna and Flora Committee. A lot of work has been done to get the estate back to normal after the lockdown. A lot of Pine trees have been removed both by the HOA and the Golf Course in line with our permit. All trees were counted and the condition of all the trees was assessed and those deemed to be a risk were removed.

Another improvement project is the Triangular Garden for which Alta Barnard and Cherry Ronbeck were thanked for their time and expertise.

5.3.4 Aesthetics Committee Annual Report (Lawrence Manser)

Took over as chairperson from Ockert van Jaarsveld halfway through the year. A lot was achieved during the year. Two main matters addressed were i) a review of the Architectural Design Manual and ii) an audit carried out on all properties related to non-compliance. There were 49 in total and homeowners who have completed the work or are busy were thanked for their understanding. All members were thanked for their participation.

5.3.5 Security Committee Annual Report (Lawrence Manser)

We had an uneventful year, which is a good thing as we had no serious incidents. We experienced the fire at the beginning of the year and carried out an evacuation drill with the Overstrand Disaster Management on site to monitor the drill and sign off on our Emergency Plan. The drill resulted in some shortcomings resulting in additional equipment (siren) and a few other changes required. The security cameras and data cables were addressed and the control room was upgraded.

5.3.6 Marketing Committee Annual Report (Albert Lubbe)

During the year it was established that the committee needs to move in a different direction, in the report it was noted that 20 houses have been sold this year, this is not purely due to marketing. This year is the second year that the estate has had high house sales. A marketing company called Mustard Seed, which has been used before came up with the value proposition that we currently have. We failed to translate this into action at the time and they will now assist us with this. They have submitted a report and the committee are in the process of once again engaging with them to

help us through the course of the year both internally and externally. What came out of the report is that the homeowners are the best marketing agents for the estate. It is up to homeowners to ensure that a positive message is communicated to everyone. Doro Wiederhold and her team address matters from homeowner to homeowner as internal communication is as important as what is communicated externally and must be aligned. The websites as well as other social matters will be addressed.

- 5.3.7 Engagement Committee Annual Report (Doro Wiederhold)
(Amanda Lourens) Thanked the Engagement Committee for all the hard work and wonderful articles that have appeared in Connect.

(Doro Wiederhold) Homeowners will be asked in a survey, what in their opinion they liked, didn't like and would like to see. Ockert van Jaarsveld was thanked for changing the estate to what it is today and the Connect and Engagement Committee would not have been. Michelle Wood was also thanked for the assistance provided to all on the estate.

- 5.3.8 Arabella Homeowners Community Trust Annual Report (Diane Nurse)
(Amanda Lourens) The Arabella Homeowners Community Trust was thanked for all their work. A pamphlet about the Trust was distributed to all on arrival. Thank you to all homeowners who support the Trust and all the Trust members for their commitment and hard work.

(Diane Nurse) Most homeowners are aware of the Trust and have seen the report. Some homeowners have asked for projected costs on planned activities and these have been provided for 2023 and 2024 for existing projects and upcoming costs. All contributions would be appreciated due to the huge need by the surrounding communities. Homeowners who have contributed and continue to contribute were thanked. The fellow Trustees were thanked for their unwavering support and also for the assistance from the HOA. Christmas Market is scheduled for 18th December 2022, it is an important "fundraising event for the Trust.

5.4 Meeting Calendar (*Annexure "F"*)

Amanda Lourens advised the meeting of the meeting calendar for committee meetings as well as Quarterly Homeowner Feedback meetings and homeowners to diarise the relevant dates.

As there were no other issues Amanda Lourens opened the floor to questions.

5.5 Q&A

- 5.5.1 (Bill Cuthbert) You have told us that you held the increase in Members levies to 1.3% but why have you not told us that you will increase the Availability Charge by 49.3%? Taken together, this represents an increase of 8.3% which is above the predicted inflation assumption

(Lawrence Manser) For clarity, all the costs could be included regarding the availability and levy for 2023 but historically this has not been done in the past. Regarding the above inflation of 8,3% increase, it is important to note that the levies have not been increased over the past 3 years. This increase needs to be taken over three years.

- 5.5.2 (Amanda Lourens) A question was raised related to the previous minutes and the MOI regarding the legal opinion, see 5.1 above.

(Samantha Clingham) Response to the question raised by David Sowden on behalf of Bill Cuthbert was acknowledged. This matter goes back to 2017 and is a long outstanding issue that has been raised at the HOA in connection with the MOI. Unfortunately, Southern Sun were not involved so the question cannot be answered at this point as this was an HPF matter. However, it is hoped that the members had noticed a change since Southern Sun took over. This is more of a comment. Rosa van Onselen who is online will hopefully be able to respond.

(David Sowden) It was assumed that there would not be a response due to the change in personnel. There has been a statement that there is a legal opinion so it must exist or it doesn't exist. Homeowners who are members of the HOA should have access to that opinion. If it doesn't exist then HPF directors misled the HOA historically. This is a very serious matter indeed. He respectfully suggested that bearing in mind the time of year and the change in leadership, six weeks should be given for a written response to be sent to homeowners regarding this matter.

(Samantha Clingham) Thanked David Sowden and advised that this issue was noted.

- 5.5.3 (Marius Rossouw) Regarding security on the Phase 2 property, it has been noted that people other than homeowners access the property. When phoning security, they advised that it is not an HOA issue. The infrastructure on that property must be secure. People who fish there or start a little fire could be a risk to our infrastructure. The land may belong to HPF but the HOA is at risk. The hotel gives people the authority to go to Phase 2. When the tree felling was ongoing, other vehicles entered this area to collect wood. The concern was that there was no control over the access to the Phase 2 property.

Amanda Lourens was thanked for the tremendous job she has done in the period that she took over as chairperson. With the fire in January and how she has run the committees, which have expanded to more committees than there were before, everything has run smoothly. Furthermore, this was the first time that he had seen reports like the ones submitted this year.

(Lawrence Manser) The Phase 2 property has been addressed regarding fire breaks around the infrastructure and under the power lines. This will continue to be monitored and kept clear of vegetation.

(Willy Klingenburg) He has been on the estate since 2005 and was a member of the Security and Marketing Committees. At that time he initiated the notion of alternative power supplies. This is going to get worse, there is action being taken, but needs to be taken to a higher level and experts should be consulted. A generator is not the answer. We have enough people in our community to look at better options. The hotel historically advised that they do not want to be involved but this matter should involve the entire estate. He suggested that from tomorrow a process should be started, creating a sub-committee to put forward and investigate solutions with deadlines

(Amanda Lourens) This is being addressed at this time and the working group led by Dup Muller is continuously looking at all viable options available. No one option is suitable for the estate, also many homeowners have installed their own systems.

- 5.5.4 (Geoff Anderson) There has been a request for the Board to implement some sort of mechanism to prevent any homeowner who is involved in any kind of litigation or is a frequent transgressor of the rules of the estate to be prevented from standing for any Committee or as a HO Director. The request is for the Board to review this matter and report back to the homeowners, either by changing the MOI or by setting a new rule.

(Amanda Lourens) This is noted.

- 5.5.5 (Tony Considine) Observation and comment regarding alternative power solutions on the estate. One asset we have on this estate is roof space, advice to the community that the roof space is not ours as individuals but for the entire community, the best solution will be derived to see how much roof space we have and how much equipment can be put on that space. The capital will then become a collective capital. You then have an issue where some homeowners have pre-invested, this can be taken into account as a cost that goes into the pool and therefore they benefit from that in terms of the future scheme. We need to be absolutely clear on what the regulatory barriers are that exist to us in setting up a microgrid. The community then needs to understand what those barriers are and how we as a team, with Southern Sun, can start to think about which bodies we need to start approaching to find solutions to the change in regulations. This is a problem and 10 years ago he made statements that the energy supply in SA would collapse. In the next 10 years, this could indeed be the case due to the amount of capital it would take to prevent this from happening. The homeowners as a community, need to build their own solution. He only uses his house 2 or 3 times a year and if you treat it as a community, as an asset on his roof, it will generate power, not to his house but will go to the microgrid, which will benefit the entire community. People not on the estate could receive a tariff benefit because the unused power would go to the microgrid.

(Amanda Lourens) This matter has been investigated by Dup Muller and the rest of the team but they, unfortunately, have not found a solution for our needs and possibly with the assistance of people like Tony Considine, this could move forward. Lawrence Manser to include Tony Considine in the working group.

- 5.5.6 (Mathew Beckett) Regarding the MOI and the 6-week feedback, it would be appreciated if in that feedback homeowners are advised how many people supported the change to the MOI? Concerning the Phase 2 vacant land, we need to be aware of Knoflokskraal, is there any thought process around using the land to discourage anyone from setting up a dwelling, if not are Southern Sun open to suggestions, if so, who can these suggestions be directed to?

(Amanda Lourens) Regarding the MOI, we are aware of how many people supported this as a poll was done about two years ago and this is available for distribution. We could also look at possibly considering doing a new poll with additional questions as there are many new homeowners on the estate. The Board can consider this going forward.

(Samantha Clingham) Advised that nothing has been planned for the Phase 2 property at this time and this will be addressed with the Development Director who is very familiar

with the property. Once any information is at hand, details will be forwarded to Lawrence Manser for distribution to homeowners.

- 5.5.7 (Brian Slade) Is there any significance to the fact that Ysterklip and Phase 2 have recently been re-surveyed? It was requested that this be looked into and information forwarded to members.

(Samantha Clingham) There is no knowledge of this and cannot answer the question at this time but will follow up if there is any information to be shared, this will be done through Lawrence Manser

(Brian Slade) What is the implication of Southern Sun running the hotel?

(Samantha Clingham) Pre-Covid HPF was acquired by Southern Sun. The organisation was called Tsogo Sun which had a hotel division and a casino division. In August this year, the organisation was rebranded and called Southern Sun and by March 2023, Southern Sun will have no involvement in casino properties or hotels. From a homeowner's perspective, there is no difference as the same leaders are running the organisation.

- 5.5.8 Chris Dunn to follow up on the comment made by Brian Slade, He cycles on Phase 2, and while cycling he bumped into a gentleman who advised that he was carrying out a survey. Also, the property looks like a rubbish dump and bins are needed at the entrance and around the dam.

- 5.5.9 Amanda Lourens) this is noted and Samantha Clingham was requested to follow up.

As there were no further questions, Amanda Lourens asked all members to complete the voting process.
Complete voting

As scrutineer appointed for the purpose of the Poll taken at the Annual General Meeting of the Members of the Company held on 9 December 2022, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

	VOTES FOR %	VOTES AGAINST %	VOTES ABSTAIN	% of ISC VOTED	NO VOTES
ORD1	99.24	0.76	1	55.46%	2
ORD2	100.00	0.00	0	55.46%	2
ORD3	100.00	0.00	0	55.04%	3
ORD4	100.00	0.00	0	54.62%	4
ORD5	100.00	0.00	2	54.62%	4
ORD6.1	100.00	0.00	1	27.31%	3
ORD6.2	98.39	1.61	3	27.31%	3
ORD7	100.00	0.00	7	54.62%	4

Amanda Lourens confirmed that all Seven Resolutions were carried. Anton van Wyk and Charl Louw were congratulated as the 2023 HO Directors.

All members were thanked for attending as well as, Lumi, Michelle Wood and Lida Louw. Charl Louw was invited to join the Board for a final board meeting.

All members were invited to meet at Barnabas Bar for snacks and drinks.

The meeting was concluded at 19:20