



ANNUAL GENERAL MEETING MINUTES
KINGSWOOD GOLF ESTATE HOMEOWNERS ASSOCIATION

Date: 27 June 2022
Time: 18h00 (started 18H20)
Venue: NG Kerk Tuinedal

AGENDA

1. Welcome

The Chairman, Marius Botha welcomed all at the meeting.

Developer Trustees present: Marc Stuyck, Marius Botha, Werner Jerling.

Homeowner Trustees present: Gerrit Botha, Marilyn Kamp, Chris Horsley.

CEO: Willem Jacobs assisted by Lize van Heerden and Dan de Wet.

Jacques du Plessis from Mazars, as well as an assistant attended the meeting to facilitate the voting and to address any financial statement questions.

Attendance register was signed by all present at the meeting.

2. Apologies

Developer Trustees: Albie Laker and Niel Haycock

Homeowner Trustee: Gerrit Nieuwoudt.

The HOA received some apologies from Homeowners not able to attend.

3. Constitution of meeting

Proxies were handed in at the office before the meeting, and a few were received on the night of the meeting which was approved by the Chairman in terms of the constitution.

There are currently 775 erven, on which levies are payable. To constitute a quorum at the meeting, 10% of members must be present or represented by proxy.

It was noted that a homeowner alleged that approximately 10 people he had spoken to had not received any communication with regards to the AGM and SGM Meeting and it was agreed to investigate and to establish why some Homeowners had not received the necessary communication. The homeowner would be contacted to get the names of people that did not receive a notification.

It was confirmed that there were a total of 222 members present, consisting of 135 proxies received and 87 homeowner members present in person at the meeting.

The meeting was therefore declared duly constituted.

Kingswood Golf Estate Homeowner's Association
1 Kingswood Blvd, Suite 1, Kingswood Golf Estate, George, 6529
Tel 0861 72 71 70

Trustees: AB Laker, MMC Stuyck, M Botha, N Haycock, GH Botha, MP Kamp, CC Horsley, G Nieuwoudt



4. Approval of previous AGM meeting minutes held on 11 October 2021 and matters arising.

Question was raised (JWH) with regards to the Management Company and funding associated with the company. The Chairman confirmed the matter would be addressed when the financials were discussed under point six.

Question was raised (CL) with regards to the 1% payable when change of ownership occurs, and how the HOA will be aware of this. The Chairman noted this concern and that this would be taken up with Mazars our Auditors to find a solution.

As there were no corrections required to the minutes the chairman called for a Proposer and Seconder to accept the minutes as correct.

Proposed: Marc Stuyck
Seconded: Pieter Viljoen

Approval of previous GM meeting minutes held on 11 October 2021 and matters arising.

As there were no corrections required to the minutes the chairman called for a Proposer and Seconder to accept the minutes as correct.

Proposed: Marc Stuyck
Seconded: Gerrit Botha

5. Trustee report

The report was circulated to Homeowners. There was also regular correspondence from the Trustees and Management throughout the year.

The Chairman thanked the Trustees for the hard work and time spent on the affairs of the HOA.

Question was raised (CL) with regards to the progress and development of Gate 4 and the construction of the road to the R102. The Chairman confirmed that the Developer had scheduled a meeting with the George Municipality on 28 June 2022, the day following the AGM and that it was hoped that some common ground could be found and that an agreement would be forthcoming. The Chairman further commented that the Developer wants to build the road, but they have not been able to reach an agreement with the George Municipality. A draft agreement had been forwarded to the Municipality and the Developer is waiting on their response.

A question was asked as to why the current gravel road leading from the Phase 4 gate to the R102 could not be used for the construction vehicles. The CEO advised that the HOA had obtained legal opinion in this regard and the HOA were advised that the use of the road involved both Provincial roads as well as Municipal servitudes and further, that the Constitution does mandate the HOA to get involved with any activity outside of the Kingswood Golf Estate common area.

Trustee report was noted.

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6. Annual financial statements for the year ended 31 December 2021 HOA

Question was raised (JWH) with regards to the Management Company and monies historically routed through that entity.

MS confirmed that all revenues and expenses are now covered in the HOA financials and that no fees are being paid by the HOA to the management company which no longer exists as the staff are now employed by the HOA and not by the previous management company.

Question raised by (CL) KHOAP Financials and HOA Financials. Why was one document an auditor's report and the other an independent reviewer's report.

The Chairman replied that there were certain limitations on an independent review, and the HOA levy even (775) falls above that limit and therefore had to undergo an audit.

Jacques du Plessis confirmed the HOA needs to be audited from a statutory point of view and KHOAP is only required to undergo an independent review however, KHOAP could also be audited if the Homeowners asked for this to be done.

(JS) mentioned that he had consulted the Companies Act and suggested that, due to the size and interest of shareholders and transparency, he believes that the private company should be audited and not reviewed.

The Chairman noted that it would be more expensive and that the trustees would consider the matter before the next audit takes place.

To give a clearer position of the total position of the HOA the Financials (KHOAP & HOA) will be presented in a consolidated format next year.

Approved

Proposed: Gerrit Botha

Seconded: Marc Stuyck

Majority of the meeting accepted the AFS.

TJ requested that a status report of the current year to date and projected forecast be made available at future AGM's.

7. Noting of levy

The levy adjustment was communicated to the members on 30 November 2021.

The levy for the 2022 year is R 2 324 per month, or if Kingswood debit order is used R 2 294 per month.

The Chairman noted that there were two budgets: HOA and KHOAP



The Property company (KHOAP) receives a levy payment from the HOA. This levy is incorporated in the HOA budget and represented by a line item in the HOA Budget.

Levy was noted.

8. Appointment of auditor

Mazars (Jacques du Plessis) attended the meeting. The Chairman noted that Board of Trustees proposed the reappointment of Mazars for HOA and KHOAP.

The members were asked for a proposer and seconder.

Proposed: Marc Stuyck
Seconded: Roy Edge

The majority of the meeting voted in favour of the appointment of Mazars as the auditors of the HOA and KHOAP.

The Chairman thanked Mazars for their work done over the previous years.

9. Community centre / Facility / Clubhouse project

Proposed erf: Erf 25883, owned by Kingswood HOA Properties (Pty) Ltd

Homeowner Trustee Gerrit Botha addressed the meeting.

He advised that a document containing a FAQ was distributed to all Homeowners before the meeting. The process required Homeowners to make an informed decision on the building and financial implications of the proposed community centre / facility / clubhouse. It was further advised that the structure would need to be a self-sufficient entity.

(JWH) placed on record that attempts which have been made to engage with Trustees, in regard to this project, over an extended period of many months, on behalf of some 60 homeowners, had been fobbed off by the Trustees, who had, furthermore, without any attempt to explain their position, reneged on an express undertaking given to place information before the meeting, which might enable homeowners to take an informed decision in regard the way forward. In his view, the treatment meted out by the Trustees to the homeowners in this regard was nothing short of contemptuous and as such unacceptable.

The meeting was advised that the Board of Trustees were in the process of appointing a project manager to manage the process that would include input from various professionals to ensure that the final proposal for the facility is complete and able to be voted on by the Homeowners. It was further noted that clear timelines would be communicated, that town hall sessions would be held, and that the plan is to have a final proposal by November 2022, for the Homeowners to vote on.

The question was asked why the facility was needed and the answer was that the need is there to have proper golfing and community facilities for guests and Homeowners alike and that the current gatehouse that was being used as a temporary facility was not designed to be the final community centre / clubhouse. It was made clear that Homeowners would be invited to contribute ideas, features, or facilities to be included in the proposed concept.



(TJ) stated that the proposed date, November 2022, to issue the proposal to Homeowners needs to be met as further delays cannot be tolerated. GB commented that the original plan to present costings and designs to the Homeowners at the AGM did not materialise as the costings that had been received prior to the meeting was not sufficient in every aspect to allow the voting to take place.

(TG) stated that the Trustees would first need approval from the Homeowners as to whether they could proceed with a feasibility study and, if that is what the Homeowners want then who pays for the feasibility studies?

(RE) advised that Trustees have it within their power, as per the Kingswood Constitution, to buy property. (The Trustees are not bound by the Companies act). There is no restriction with regards to purchase of property by the HOA. As per when the Golf Course and Gatehouse were purchased, the Trustees did not need approval from the Homeowners, but felt it was prudent and necessary to consult Homeowners.

It was further noted that the Trustees had been elected by the Homeowners to serve on the Board of Trustees on their behalf. The Trustees gave an undertaking that they will not proceed with the Clubhouse without the supporting vote from the Homeowners.

GB expressed his apologies that the presentation as planned, was not ready to be presented at the AGM. He confirmed again that the information and costing the Trustees had received was not sufficiently accurate to be presented at the meeting.

The Homeowners agreed to allow the Board of Trustees to proceed with the feasibility study.

The Trustees will communicate the progress of the project to the Homeowners.

10. Security

Homeowner Trustee and Chairman of the Security and Risk Sub-committee, Chris Horsley addressed the meeting.

Feedback on the two security breaches during the past 12-months and the 3-to-5-year security improvement plan was given.

Wayne Groves Fidelity Regional Manager commented as follows:

- Bankside incident: four arrests have been made and it was said that there had been a breach in the perimeter fence.
- Longbridge road incident: breach in perimeter fence at George Golf Course. SAPS are involved and the case was sensitive at this stage.

(JWH) commented, that the feedback told homeowners nothing which they had not heard before, and was not acceptable. The level of transparency from the Board of Trustees was not up to standard.

(JS) contractor's gate access was a big concern. He commented that very little feedback is received from the Trustees on a regular basis, and that he would hold the Trustees personally liable if something happened to a Homeowner on Kingswood.



The Chairman acknowledged that security is the most important aspect of any estate. CH gave a short summary of the 5-year plan, as per the summarised security plan distributed to Homeowners on 21/06/2022. He advised that Fidelity would be appointed as the sole service provider for the Estate.

Kevin Whateley, Fidelity National Sales Manager addressed the meeting and gave a short discussion on the security road map ahead. He apologised for not having a presentation ready for the meeting.

He commented that contractors and their workers would be registered, to make sure how many enter the estate in the morning, and how many left at the end of the day.

CH noted that the plan was to address the human element and to replace with proper and appropriate technology and access control to residential areas – booms to be erected – and easier access control for Homeowners as part of the access control plan and considerations. However, interim measures needed to be put in place as a matter of urgency.

The Chairman requested Homeowners to please urgently report any incidents e.g., contractor staff walking or getting off bakkies, to management.

11. Election of Trustees

Appointment of Developer Trustees:
A Laker, W Jerling, M Botha, M Stuyck

Homeowner representative Trustee Nominations received:
Current Trustees for re-election: C Horsley, G Botha, G Nieuwoudt, M Kamp,
New nominations received: A Jacobsen, J Witts-Hewinson

The Chairman thanked the current Trustees for all their work done.

After the votes were counted and verified by Mazars the following Homeowner Trustees were elected:

Marilyn Kamp, Gerrit Nieuwoudt, Tony Jacobsen, Jonathan Witts-Hewinson.

12. General

12.1 Kingswood HOA Properties (Pty) Ltd

(JS) thanked the CEO for meeting minutes received, as per his request.

He requested to receive the liquidity test documents that were done before the purchase of the gatehouse building. The Chairman confirmed that the CEO would forward the document as requested. He raised the question of when the AGM will be held for this company?

(JS) had received word of a possible storage facility to be built at Gate 1.

MS commented that there is a need for this on the estate and that the area close to Gate 1 had been identified as a possible storage facility and confirmed that a sketch plan was done. The Trustees are in the process of costing to determine the feasibility of such a facility. Once it is established that such a facility could be beneficial, a proposal would be presented to the Homeowners for their approval.



(TG) stated that the process followed was not correct and that the Homeowners should first agree whether such a facility is required before the Trustees undertook a feasibility study. (LH) commented that the feasibility and relevant information was needed first so that a proposal containing all the relevant information could be placed before the Homeowners for their further comments / votes.

MS commented that the erf on which the gatehouse is situated has development potential and rights and can be developed in future. Commercial zoning.

Allegations were made that the Directors of the HOA Properties (Pty) Ltd did not adhere to the requirements of the Company's Act. MS commented that the Directors would get legal opinion on the statements / allegations made by TG to verify whether they did, in fact, adhere to the provisions of the Company's Act.

MS advised that the Trustees of the HOA are the representatives of the Shareholders of the Company, from whom they get a mandate as required.

The Chairman agreed that the link between the Members of the HOA and the Shareholder / Membership of the Company needs to be clarified.

12.2 Aesthetics

1. Air conditioners being put on houses visible from the golf course. KARC (Kingswood Architectural Review Committee) needs to follow this up.
2. Housekeeping: Gate 2. It was proposed that the Gate Houses be kept tidy and that spider webs be removed and that they be painted annually. Management to resolve this.
3. Comment was made that Homeowners were reprimanded when maintenance to their property was required but the property of the HOA and the KHOAP is not maintained to the same standard. Example is the maintenance shed. Management to resolve urgently.

The Chairman requested that issues of this nature be communicated to management when they occur so that they can be addressed immediately.

13. Closing

The Developer gave feedback on their exit plan stating that they still own 28 (5 unsold) erven and Kingswood Cross development area. The Developer confirmed that they would in terms of the Constitution of the Kingswood Home Owners Association give up all its rights when the last erf owned by it, is transferred to a third party.

The Chairman thanked the Kingswood HOA staff for all the work done, and the great service they deliver. He complimented them on the amount of work done, with the relatively small number of staff members. RE re-emphasised what was said and thanked and complimented the administrative staff and Management for the sterling job done.

The meeting was adjourned.