

## **MINUTES OF DEFERRED 2009 ANNUAL GENERAL MEETING OF THE MUIZENBERG IMPROVEMENT DISTRICT (MID)**

held at George Whitefield College on Thursday 26 November 2009 at 19:00.

### **Present:**

Directors of MID: John Cartwright (Chairman), Melany Bendix, Nicolas Edwards, Mike Romyn, Arno Erasmus, Sandy Crossley and Truida Prekel.

MID Manager: Karen Jordi

Cape Town City Council: Demetri Qually (Councillor), R Rossouw, J Joubert and E Scott

MID Members: approximately 50 members attended.

**Apologies:** D Burman, R Reichlin, P Harris, J Bisgard, B Turok, J Taylor, N Schaay, A Thomas, N Smit, J Smidt, P Heuberger, C Braude, T Layne

### **Welcome**

The Chairman welcomed the members and observers and apologized for the lengthy registration process, due in part to the large number of proxy votes requiring to be processed. He confirmed that as the meeting had been deferred from the previous week, a quorum was not necessary.

### **Confirmation of AGM 2008 Minutes**

The minutes of the 2008 AGM had been previously circulated, and were accepted by the meeting.

Proposed by Peter Dugmore and seconded by Melany Bendix.

### **Condoning of the change of Auditors in terms of Article 269 of the Companies Act**

Arno Erasmus took the stand to explain why there had been a change of auditors. He confirmed that he had no connection to, or financial or other interest in, the new auditor. The change made a saving of over R8,000 for the MID, and the new auditors were expected to give a quicker turnaround. The change was made by a decision of the Board, but it was later realized that, in terms of Article 269 of the Companies Act, the change should have been put to the AGM. This had been an error on the part of the Board, and therefore needed to be condoned by the AGM.

Truida Prekel (who was not present at the Board meeting when the change was agreed) pointed out that it should have been put out to tender and at least 3 quotations obtained, and in future this route should be followed.

Elizabeth Milne put four written questions from Annemarie Hendriks to the Board concerning the change of Auditors, but she agreed that these had been covered by Arno Erasmus's explanation and the subsequent discussion.

The decision was taken to condone the change of Auditors.

Proposed by Arno Erasmus and seconded by Mike Romyn.

### **Confirmation of appointment of Auditors in terms of Article 269 of the Companies Act**

The Chairman requested and the meeting agreed to the continued appointment of the new Auditors, H G Page and Company. The remuneration of the Auditors at the rate of R11,400 was agreed by the meeting.

Proposed by John Cartwright and seconded by Truida Prekel.

### **Adoption of Audited Financial Statements for the year ended 30 June 2009**

The Financial Statements had been circulated prior to the meeting, and discussed the previous week. These were adopted by the meeting.

Proposed by Mike Romyn and seconded by Elizabeth Milne.

### **Chairman's Report**

The Chairman's Report was available on the website and had been circulated to members via email. The Chairman gave a brief summary of the main points, and emphasized that Improvement Districts should act as facilitators, catalysts and encouragers.

The Report was adopted by the meeting.

Proposed by Peter Dugmore and seconded by Melany Bendix.

### **Manager's Report**

The Manager's Report had been presented the previous week, and was summarized by the Chairman on behalf of the Manager. The main points were:

- Security is currently provided by the Mountain Men, and some concerns have been expressed regarding the value for money that the service is providing at present. The new Board would need to look again at this and consider all possible options.
- Cleaning is done through Living Grace, who provides a team of 6 cleaners and a supervisor – Mondays to Fridays only. This acts as a supplement to the normal street cleaning service provided by the City Council.
- The current 3-month blitz concentrating on problem streets is being co-ordinated by Emil Rorke on a 3-month contract, and is focusing on cleaning, graffiti, crime and security.
- Emil Rorke was commended for the excellent work he had done during the course of the year on Muizenberg's problem buildings. This function has now been taken over by Chris Taylor, who is making good progress despite many difficulties and the time-consuming nature of the work.

The Chairman apologized for the lack of communication with members during the year, and it was felt that this area must be improved going forward.

The Report was adopted by the meeting.

Proposed by Mike Romyn and seconded by Truida Prekel.

## **Review of the Draft Business Plan for the period 1 July 2010 to 30 June 2015**

The Chairman informed the meeting that the draft Business Plan had been provisionally accepted by the City Council and was available for perusal at the meeting. It could also be accessed via the MID website.

R Rossouw took the stand and explained that objections, comments and suggestions must be made in writing to the City Council by 14 December 2009, and these would be used to compile the report for final approval by the Council.

## **Proposal to reduce the size of the Board to a maximum of 5 Directors**

The Chairman informed the meeting that he had taken legal advice regarding this proposal. A change in the number of Directors cannot be done by a motion at the AGM, but needs an amendment of the Articles of Association of the Company. This requires 28 days notice, and therefore cannot be put to the meeting.

Mike Romyn pointed out that the Articles specify that there should be not less than 3 Directors, but no maximum number was stated. A discussion followed regarding the optimal number of Directors.

The Chairman pointed out that the number of seven Directors had been a convention, but that this proposal had also not gone through the proper process of a Special Resolution and was therefore not valid. This – together with any other proposals to amend the Articles of Association – could be undertaken by the incoming Board.

## **Proposal to establish Portfolios, with subcommittees as appropriate, to deal with the MID's areas of activity**

The Chairman explained that even a large Board would function more efficiently if portfolios were established, and the holder of a portfolio could then set up a sub-committee to assist him or her. This was discussed with various suggestions being made, such as

- The position of Chairperson could be rotated.
- Portfolios would need to be defined, especially the commercial portfolio.
- More input from the community is needed.

The proposal was accepted by the meeting.

Proposed by Peter Dugmore and seconded by Mike Romyn.

## **Election of Board of Directors**

A poll was called for by members from the floor. It was decided that this method should be used rather than a show of hands, and it was explained that the voting would be confidential. Demetri Qually informed the meeting that any candidate receiving more than 50% of the vote would be elected.

There were 14 nominations, in random order these were as follows:

1. Paul Ellis-Smith
2. Truida Prekel
3. Mark Robinson
4. Mike Romyn
5. Arno Erasmus
6. Anthony Dietricht
7. Jenny Campbell
8. Zoltan Szecsi
9. John Child
10. Melany Vermaak
11. Sandy Crossley
12. Peter Wright
13. Emil Rorke
14. Nicolas Edwards

The candidates briefly introduced themselves, and voting took place. Polling slips were dropped into the ballot box with the results to be announced when the votes had been processed.

#### **Any Other Business**

Melany Bendix thanked John Cartwright, the outgoing Chairman, for his contribution to the MID. A presentation had been made at the previous meeting in appreciation of his efforts, and a card was now given to complete the process.

The Chairman then closed the meeting, thanking the members for their patience.

The meeting closed at 22:00.