RAPTOR'S View
Home Owners Association
Co Reg No. 2001/000705/08

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Raptor's View Home Owners' Association Annual General Meeting held in the HOA Boardroom, 14 Safari Junction, Main Road, Hoedspruit, on Saturday, 28 September 2024 at 09h00

Director Attendance:	Merrick Oeschger (Chairperson)	–	Virtual
	John Bellew	-	Virtual
	Lovelle Henderson	-	Virtual
	Richard Braun	-	In person
	Christopher Gregory	-	In person

Apologies: None

Management present: James Cary
Vanessa Berlein
Wilna Mew

Minute transcription by MeetingPal and finalised by Vanessa Berlein.

1. Opening and Welcome

Merrick Oeschger (MO) extended a warm welcome to all and confirmed a quorum of 59.8%, with a total 182 members in attendance. Being the first virtual AGM of the RHVOA, it was noted for the record that of the attendees, 78 had participated online via Zoom, 77 were represented by proxy and 27 were present in person. The meeting officially opened at 09h18.

2. Apologies

In view of the virtual proceedings no official apologies for non-attendance were received.

3. Minutes of the previous AGM dated 25 November 2023

Andrew Patterson conveyed that he had previously raised a concern that Chris Vet's presentation on the security access system had been omitted from the previous AGM Minutes. The essence of his complaint was that he had raised two questions at the 2023 AGM:

i) In light of previous concerns expressed by overseas members who were not able to cast their votes electronically, Chris Vet was asked whether the new security system could be enabled for future voting purposes?
ii) In view of previous concerns that the final minutes had omissions and misleading facts were presented, Chris Vet was also asked in the previous AGM as to whether the new system could be enabled to ensure accurate recordings of all meetings in the future?

In response to the above, Chris Vet had acknowledged that the new system could be used for both electronic voting, as well as for accurate recording of the proceedings of any meetings.

Andrew Patterson did not propose specific language to address the concerns he had raised. In view of this, Merrick Oeschger queried whether the changes Andrew had proposed were sufficiently material to prevent the adoption of the previous AGM Minutes in these proceedings.

John Bellew also highlighted that minutes provide a summarised record of key discussions and are not a verbatim word for word transcription. Gerhard Redecker, RV100 conveyed that more than enough opportunity had been provided to members for comments to the previous minutes to be included and by this point these should be a reflection of the proceedings for adoption.

3.1 Ordinary Resolution 1

Voting with regards to Ordinary Resolution 1 was recorded as follows:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 1 That the minutes of the previous annual general meeting of the Association on 25 November 2023 be and are hereby approved.	90.85%	9.14%

4. Chairman's Report

Merrick Oeschger highlighted the key activities the Association was involved in during the 2023/4 financial year. He also mentioned that members are to be aware of what is entailed 'behind the scenes', with the number of hours involved in managing some of the estate initiatives.

A notable project was the completion of the new workshop build, which included a clean-up of the surrounding area. Other initiatives involved the replacement of large sections of the fencing; extensive repairs to electrical kiosks, as well as a comprehensive review of all the dam walls. The findings in the dam wall review in particular, were that besides standard and regular maintenance, these are generally in a good condition.

Merrick Oeschger provided a clear explanation of the decision making process of the board in addressing the extensive criticism received from certain residents, both public and in private, in some instances justified and others not. Of paramount importance to the board is resolving issues in the best interest of the estate, with minimal risk to all.

Using the recent sewage spillage as the example, the board adopted a more collaborative supportive approach with the view of some being that a more aggressive stance should be adopted in addressing sensitive matters of this nature. The finding of the board was that being confrontational compounded the issues and delayed resolution.

The 'bad behaviour' rule was introduced to try to avoid costly court interdicts to the Association. The board in the current financial year experienced extensive legal fees that Chris Gregory will elaborate on and the resolution was adopted to manage the increased prevalence of these matters.

Merrick also provided an update on the Ecology on the estate. The Association received an unexpected visit from the Department of Agriculture, Land Reform and Rural Development (DALRRD) which turned out to be a useful inspection. Four areas were identified in the Regulations where it was acknowledged work can be done. These findings and recommendations were also presented to the members and it was noted that for the most there were no major issues identified. Of particular note rather was that the DALRRD commended compliance with Regulation 9 that relates specifically to protecting the veld from deterioration and destruction and "encouraged the Association to continue with these efforts". The only significant finding was Regulation 16(2) that relates to preventing land degradation and encroachment. Grade 2 encroachment was identified in certain areas of the estate where 'thinning' was too severe on certain home owner stands. This recommendation was that we continue with the programme that commenced in the previous financial year, monitor stocking levels and consider reseeding, if need be. The statistics on the bush thinning and erosion rehabilitation were also provided in the presentation. Merrick Oeschger indicated that going forward the board, certainly welcomed the involvement of Brenden Pienaar who had been nominated as a director.

RV285 ANDREW PATERSON – Raised a query regarding when the Annual Plan of Operations (APO) could be expected from Rengu Environmental Services (RES) to which Merrick Oeschger responded this would be dealt with later in the proceedings.

Merrick at this point conveyed his appreciation and thanks to the current Board for their involvement and particularly to Lovelle Henderson and Richard Braun who have opted to resign as directors and not make themselves available for re-election. The contributions of various individuals in projects and functions of the estate were also duly acknowledged. Merrick mentioned that looking ahead, the Association plans to continue its efforts in maintaining and improving the infrastructure, with several new projects anticipated. These were highlighted by Chris Gregory in his presentation on capital expenditure.

5. Financial Report for the year ended 31 May 2024

5.1 Financial Director's Report – Chris Gregory

Chris Gregory provided feedback on the Annual Financial Statements 2023/24. The introduction of new auditors, Ferreira Venter Laws and Nel marked a significant step forward. A detailed Limits of Authority chart was implemented, along with the introduction of financial forecasting to enhance financial planning. The service level agreement with Bushveld Accounting was finalised, ensuring clear expectations, responsibilities and accountability in each process. The 2024 audit was completed with no significant findings, reflecting strong financial management.

An overview of the statement of financial position and comprehensive income was provided, explaining the increase in expenses and the surplus for the year. The total non-current assets for 2024 amount to R10,225,268, including a spend for the year of more than R2 million, while the total current assets are R6,546,366, bringing the total assets of the estate for the year 2024 to R16,771,634. The total equity stands at R13,744,350, with total liabilities of R3,027,284. The estate has >R6 million in the bank.

Chris Gregory highlighted that Legal fees had increased by 343.7% in the year on year comparisons as a result of a CSOS dispute; MOI and regulatory amendments; PAIA and POPIA compliance and other statutory matters that Merrick Oeschger had also alluded to.

Chris Gregory thanked Merrick Oeschger, Tony Patten and Mike Henderson for their contribution and involvement as representatives of the Finance Committee.

5.2 Approval of the Financial Statements 2023/24 - Ordinary Resolution 2

RV022 GERRIT-JAN VAN DER GRIJN – Raised an observation that members are not expected to approve audited financial statements to which John Bellew responded that the auditors audit the financials and the function of the members at the Annual General Meeting, would be to adopt the audited financial statements presented.

No further comments were raised relating to the audited annual financial statements and the voting for Ordinary Resolution 2 was recorded as follows:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 2 That the audited financial statements of the Association for the period ended 31 May 2024 be and are hereby approved.	95.88%	4.11%

6. Approval of the CAPEX Budget

6.1 Ordinary Resolution 3

A detailed explanation of the proposed CAPEX projects was provided, emphasizing brought forward funding, additional funding required, and the fact that additional increases in the Capital Projects levy will not need to be increased for the forthcoming year.

RV285 ANDREW PATERSON – Raised a query regarding the allocation of funds for erosion control and some of the ecological initiatives. An explanation was requested, that apart from Tax implications, he was uncertain as to why erosion control and ecology formed part of the capital expenditure budget as opposed to the operational expenses of a wildlife estate?

Chris Gregory provided an explanation on the historical asset replacement fund where to simplify the process, the ongoing operational expenses had been separated from the longer term capital project expenses. Merrick Oeschger also explained, using erosion as the example where some of these gullies are more than 6 feet deep, that these larger projects are more than just day to day maintenance. The implication would be that operational expenses would increase significantly and the intention of the board is rather to ring fence larger projects of this nature.

RV022 GERRIT-JAN VAN DER GRIJN – Raised a concern that a few years ago significant funds went into road maintenance, with no resolve as after the rains the condition seemed to worsen.

RV057 BRIAN BRINK – Furthermore, raised a significant concern that the main dirt roads on the estate are no longer fit for their initial purpose. With the increased number of residents and contractors accessing the estate, these roads were not designed with this amount of traffic in mind.

The dust levels have become intolerable and consideration has to be given to the underlying hazardous effect on our health. We keep spending more on the roads, and after all the winter maintenance with dust as the compounding problem, after summer rainfall the roads then wash away. These are huge costs to consistently be funding and the consideration of the board is to be given to alternatives.

Merrick Oeschger agreed that a future call may need to be made with regard to road maintenance taking longer term sustainability and the increased costs into account.

To provide feedback on the current project, this involves two parts. The 1st involves patching and corrugation repairs and the 2nd, that a smaller section from the main road to Jack's Causeway will have a new hard wearing clay layer that will be tested to see how this holds out under the wet rainy conditions. If the clay surfacing proves to be successful this will be extended further into the estate, if not, we will revert to members to determine the way forward.

RV134 HENDRIK LEYDEN – mentioned that the same approach had been followed under similar conditions over the past two rainy seasons and queried whether these costly efforts were proving to be successful. Merrick Oeschger responded that neighbouring estates had followed a similar approach. Richard Braun added that the current spend would be the final expense on filling and layering. Brian brink had raised a valid point and possibly some of the funding should be used to identify a means to ensure that the main routes are at least more user friendly. Mention was also made that expert opinion had been obtained in this decision making process and Tinus Potgieter was thanked for this involvement.

RV164 MATTHEW LE GRANGE – Raised a concern regarding the equipment used with his view that this rather causes damage as a sub-standard scraper drags further potholes into the roads. Should we do these repairs we need better equipment and machinery. Richard Braun responded that tools used are really just to smooth out corrugations and not intended for major resurfacing. (Larger machinery would counter the existing purpose and a bigger scraper would remove the surface soil).

The sectioned areas that require funding will however, be treated differently. This requires periodic maintenance that cannot be done internally as skills, expertise and the required machinery comes at a cost. The estimated R850,000 spend per kilometre on the roads, does not take into account add-ons in the process, such as mitre drains.

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 3 Approval is granted to proceed with the initial road improvement programme estimated at R850,000.	88.76%	11.83%

6.2 Ordinary Resolution 4

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 4 In terms of clause 14.7.3 of the Associations Memorandum of Incorporation (MOI), approval is granted to the board to proceed with the purchase of the following: New Motor Vehicle R400,000; New Security Cameras R250,000; New fencing R80,000 and a Fire and Water Reticulation study R100,000.	97.02%	2.97%

7. Appointment of the Auditors

Chris Gregory conveyed that the board is extremely satisfied with the level of service provided by Ferreira Venter Laws and Nel and recommended their reappointment as the preferred audit service provider for the 2024/5 financial year.

7.1 Ordinary Resolution 5

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 5 Ferreira Venter Laws and Nel be retained as the auditors of the Association for the financial year ending 31 May 2025.	99.39%	0.61%

8. Election of Directors

Merrick Oeschger provided insight to the director voting process and the current structure of the board. This includes a Chairman, Finance, Legal & Governance; Ecology; Infrastructure & Operations; the HR & Communications Portfolio's and the estate General Manager.

Members would be entitled to vote for as many directors as they wish however, consideration in this decision making process is to be given to the potential value add when filling vacancies in the following portfolios of the board: Ecology; Infrastructure & Operations and HR & Communications. Another aspect that requires consideration in the board restructure will be the Security portfolio however, Merrick Oeschger conveyed that he is impressed with the support provided by the existing security committee as well as the performance of Syncro Dynamics as the recently appointed security service provider.

RV203 OLE AHRENS – Extended a particular note of appreciation to the board for working under difficult circumstances in the previous financial year. These efforts were acknowledged and did not go unnoticed by the majority.

RV022 GERRIT-JAN VAN DER GRIJN – suggested an amendment to the MOI where all directors should stand down for re-election subject to a majority vote in favour of their reappointment; and there should be a limit placed to the number of directors elected to represent the board.

Merrick Oeschger responded that never in the past had the board experienced a situation where so many members had shown an interest to offer their service as a director and consideration would need to be given to how this would be managed going forward. Richard Braun also mentioned that there needs to be continuity in the board as already implemented processes and projects would need to be carried forward.

RV285 ANDREW PATERSON – Mentioned that pertinent points have been raised regarding the step down of the incumbent board as well as the fact on continuity. The request of members is for a fresh new open-minded perspective and the appointment of these new directors should be seen in the light of this positivity. The threat of working together with limitations placed on a heavily weighted board, should be removed. Andrew highlighted that Merrick Oeschger reconsider his proposal in his Director Report, that should a specific nominee be elected, the current board would step down. This threat creates a divide.

To this, John Bellew responded that the current board had carefully considered the dysfunction experienced by the board and although happy to work with all nominees, it was unfortunate that a red line had been drawn with regard to a nominee. It had been communicated that this was by no means based on his expertise and rather that the board would be unable to build a professional working relationship with him going forward.

Chris Gregory and Lovelle Henderson elaborated on the detail of the dysfunction and strongly concurred with John Bellew that they were not in support of this election to the board.

RV042 PIETER KRUGER – The success of the estate is dependent upon the directors working together and it is the right of the members to make a decision as to who represents the board going forward. Each nominee has an opportunity to rectify historical problems and present their value add and members have the right to decide how to proceed.

RV057 BRIAN BRINK – Mentioned the process with regard to Abstentions, stating members should be clear with a YES or NO vote, to which John Bellew responded that an Abstention is not considered a vote. Merrick Oeschger confirmed that legal clarity had also been obtained and it was confirmed that this calculation is correctly conducted. Procedurally we would require a YES or NO vote and members should avoid an Abstention. At this point the floor was opened for nominee presentations.

As proxies, RV256 CHARLOTTE SULLIVAN, extended an apology on behalf of Michelle Bishop and RV253 CHRIS PRINSLOO, extended an apology on behalf of Trish Scaife as both nominees were unavailable for their presentations.

8.1 Ordinary Resolution 6

The voting for Ordinary Resolution 6 was considered and adopted as follows:

Resolution	**In favour of**	**Against**
ORDINARY RESOLUTION NUMBER 6 Michelle Bishop be and is hereby elected as a director of the Association.	55.90%	44.09%

8.2 Ordinary Resolution 7

Brenden Pienaar provided a background that he has been involved in the overall assessment of the ecological plans of the estate and particularly the two most recent independent reports stating the poor condition of the veld. With this in mind, Brenden's driving factor would be to continue finding proactive means to improve the conditions on Raptor's View. Brenden also conveyed thanks to Greg Bond, Kyle Middleton and Theresa MacDonald for their instrumental involvement to this point.

The vote for Ordinary Resolution 7 was considered and adopted as follows:

Resolution	**In favour of**	**Against**
ORDINARY RESOLUTION NUMBER 7 Brenden Pienaar be and is hereby elected as a director of the Association.	100%	0%

8.3 Ordinary Resolution 8

Chris Prinsloo thanked the members for the opportunity to be a member of the board and conveyed that although an Advocate by practice, his first passion is the bush and wilderness and he hoped that with his hands on approach he would provide service in getting things done.

The vote for Ordinary Resolution 8 was considered and adopted as follows:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 8 Chris Prinsloo be and is hereby elected as a director of the Association.	65.89%	34.10%

8.4 Ordinary Resolution 9

The vote for Ordinary Resolution 9 was considered and adopted as follows:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 9 Patricia (Trish) Scaife be and is hereby elected as a director of the Association.	54.11%	45.88%

8.5 Ordinary Resolution 10

Charlotte Sullivan provided a background to her 20 years of experience in the hospitality industry stating that the running of an estate has similarities in term of standard operating procedures. Charlotte would be happy to volunteer time to change some of the culture on the estate and is grateful for the other nominees who have come forward to assist her in this process.

The vote for Ordinary Resolution 10 was considered and adopted as follows:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 10 Charlotte Sullivan be and is hereby elected as a director of the Association.	55.88%	44.11%

8.6 Ordinary Resolution 11

Chris Vet conveyed that he had previously represented the board and he termed himself as “the person the board loves to hate”. He stated that this stemmed from what he believed was a lack of accountability and the frustrations he experienced as a result. He confirmed that during his time on the board he added value in the technological environment and should he be elected to serve on the board he would be happy to work with the other members in a more transparent environment.

The vote for Ordinary Resolution 11 was considered and was not adopted on the following basis:

Resolution	In favour of	Against
ORDINARY RESOLUTION NUMBER 11 Chris Vet be and is hereby elected as a director of the Association.	38.01%	61.98%

9. Questions and any other matters

RV285 ANDREW PATERSON - Raised a further point that certain members, himself included, had been negatively cast by the board and that when he had requested information (General Manager Job Description) that he felt he had a right to, this had been denied. He was of the view that this was a breach of fiduciary duties and as members we should look into matters of this nature when holding directors 'accountable'. Merrick Oeschger acknowledged Andrew Paterson and noted his point.

RV214 RIEKS STROEWE – Congratulated the board on the first electronic meeting and with the exception of a few technical difficulties, this was seen to be a most progressive way forward. Rieks also mentioned that although the repairs and maintenance at Hammerkop is evident, the extent of erosion is concerning and also he queried the chain that now prevents residents from driving down to this dam.

Merrick Oeschger answered that the work done at the dams is based on professional feedback provided and the bigger concern on the ecology side besides the state of the bush, is erosion control. In so far as the chain was concerned, this road is through private property. Walking the paths and trails is permitted by residents however, traffic is now minimised to allow for authorised entry only.

MARK LOTWIS RV212 – Understands the issues on the estate and is pleased with Brenden Pienaar's appointment to the board. His concerns relate to delays in making reports available, and he urged the board to release these to members as soon as possible. He referred to Dr Peels report, the Environmental Management Plan (EMP) and Annual Plan of Operations (APO). Merrick Oeschger concurred with Mark on Brenden's appointment and thanked him personally for his involvement on the Eco-committee. The reports were in the process of being aligned in terms of the action plan and these would then certainly be released to members.

RV100 GERHERD REDECKER – Requested information on the new security system and how residents could register to gain access. Merrick Oeschger responded that the hardware is installed with a few matters in the software integration being addressed. The roll-out will then be phased in between owners, residents and contractors. The process of registering (those entitled to access) could take a few months to finalise.

10. Close

Merrick Oeschger congratulated and welcomed the newly appointed members elected to the board, mentioning that meetings will be set up during the next week for the transition to commence.

Members and management were thanked for their attendance and the meeting was officially declared closed at 12h50.