



INGWELALA

INGWELALA SHARE BLOCK (PTY) LTD
(Incorporated in the Republic of South Africa)
REGISTRATION NO. 1983/006997/07

**34th ANNUAL GENERAL MEETING OF INGWELALA SHARE BLOCK (PTY) LTD
HELD ON 16TH NOVEMBER 2017 AT 18:30 AT THE COUNTRY CLUB JOHANNESBURG,
WOODMEAD, JOHANNESBURG**

DRAFT MINUTES

1. Welcome

The Chairman welcomed all to the Annual General Meeting of the Company convened in terms of the Notice distributed on 25 October 2017.

2. Attendance and Quorum

Shareholder's attendance as per the Attendance Register and apologies accepted from Units 8 (Tasioulas), 40 (Partridge), 42 (Fuller), 43 (Nezar), 57 (Giddey), 95 (Bertholdt), 100 (van Niekerk), 158 (Hamilton), 173 (Mullins), 178 (Gregory) and 197 (Thorpe).

According to the number of shareholders present in person and by proxy (67 units present and 38 represented by proxy) the Chairman declared the Meeting quorate (minimum of 25% of all the voting rights present) and properly constituted.

3. Minutes of the AGM for the immediate preceding financial year 2016

The Minutes of the AGM for the immediate preceding financial year ended 30 June 2016 (33rd Annual General Meeting), having been circulated, were taken as read. There were no matters arising from the Minutes raised or discussed.

Mr. A Hauptfleisch (Unit 81) proposed and Mr. D King (Unit 14) seconded the adoption of the Minutes of the 33rd Annual General Meeting 2016, which were accordingly approved by the shareholders.

4. Minutes of the General Meeting held on 2nd August 2017

The Minutes of the General Meeting held on 2nd August 2017 are taken as verbatim – audio recording.

5. Chairman's Annual Report

The Chairman's Annual Report for the immediate preceding financial year ended 30 June 2017, having been circulated, was taken as read.

Mr. A Hauptfleisch (Unit 81) proposed and Mr. D King (Unit 14) seconded the adoption of the Chairman's Annual Report 2017, which was accordingly approved by the shareholders.

6. Financial Statements

The audited Financial Statements of the Company for the immediate preceding financial year ended 30th June 2017, together with the Reports of the Directors, Auditors and Audit Committee, having been circulated, were taken as read.

Mr. K Alborough (Unit 91) proposed and Mr. I Visée (Unit 46) seconded the adoption of the Financial Statements, which were accordingly approved by the shareholders.

7. Auditors

Mr. J Vice (Unit 19) proposed and Mr. H Borchers (Unit 124) seconded that the Directors be authorised to agree the Auditor's remuneration for the immediate preceding financial year and to re-appoint Auditors for the ensuing financial year.

8. Directors

Clause 17 of the Company's Memorandum of Incorporation prescribes that the minimum number of Directors shall be 2 (two) and the maximum number of Directors shall be 12 (twelve).

At the AGM held each year, 1/3rd (one third) of the Directors shall retire from office by rotation (excluding an Executive Director, so 4 out of the remaining 11) being those who have been longest in office since their last election, and shall be eligible for re-election.

In terms of the 1/3rd retirement requirement, the following Directors come up for retirement at the 2017 AGM:

Mr. J Saker (Unit 7) – [not available for re-election]
Mr. A Rossaak (Unit 47) - [not available for re-election]
Mr. G Schwaeble (Unit 81) - [not available for re-election]
Mr. N Roodt

This result of all of this was 4 (four) vacancies on the Board requiring to be filled at the Meeting.

Nominations received:

Mr. K. Alborough (Unit 91) – Proposed Mr. D King (Unit 14)
Mr. J Bezuidenhout (Unit 60) – Proposed Mr. C de Vos (Unit 87)
Mr. B Cilliers (Unit 149) – Proposed Mr. D King (Unit 14)
Mr. C Gregory (Unit 178) – Proposed Mr. S Woodhead (Unit 153)
Mr. W Ebeling (Unit 106) – Proposed Mr. G Schwaeble (Unit 106)
Mr. J Fuller (Unit 42) – Proposed Mr. R Impey (Unit 79)
Mr. W Maier (Unit 206) – Proposed Mr. C de Vos (Unit 87)
Mr. N Roodt (Unit 51) - [available for re-election] – Proposed Mr. A Lombard (Unit 51-53)
Mrs. B Scott (Unit 94) – Proposed Mr. G Tonetti (Unit 68)
Mr. P Skellern (Unit 146) – Proposed Mr. G Tonetti (Unit 68)

Voting:

As there were 10 (ten) nominations and only 4 (four) vacancies on the Board, the shareholders present voted for their preferred candidates (up to a maximum of four). The shareholders approved the election of the following 4 (four) highest scoring nominees, (in alphabetic order):

Mr. K Alborough (Unit 91)
Mr. B Cilliers (Unit 149)
Mr. N Roodt (Unit 51) – re-elected
Mrs. B Scott (Unit 94)

Accordingly, the Board of Directors of the Company for the following 12 months is recorded as follows:

K. Alborough	J. Llewellyn
G. Babaya	G. Maile
C. du Plessis	N. Roodt
B. Cilliers	B Scott
A. Hauptfleisch	B Simpson
D. King	H Tonetti

The Chairman acknowledged and thanked past and present Directors, past Chairmen, the Ingwelala shareholders and Ingwelala staff for all their support during his tenure.

9. Audit Committee

At the AGM held each year the shareholders are required to elect an Audit Committee for the ensuing year, in terms of section 94 (2) of the Companies Act and Clause 17 of the Company's Memorandum of Incorporation, comprising three (3) members who are Directors of the Company.

The Ingwelala Share Block (Pty) Ltd Audit Committee will also cover the other Group Companies.

Nominations received: Mr. G Babaya (Unit 14), Mr. D King (Unit 14) and Mr. G Maile (Unit 4)

The shareholders unanimously approved the election of the 3 (three) nominees .

Accordingly, the Audit Committee of the Company for the following 12 months is recorded as follows: G. Babaya (Chair), D. King and G. Maile.

10. 2017 Members' Survey

Mr. A Hauptfleisch (Unit 81) thanked all that had participated in the recent Member Survey.

Mrs. H. Tonetti (Unit 68) gave an interesting presentation on the interim survey results.

Presentation summary:

There was an excellent response rate of 76 % (158 Share Block Responses out of 209). The majority of the respondents were 50 years+. Results were consistent in comparison to the 2013 Survey.

Game Viewing and wildlife experience remains the main objective of Ingwelala. The Board and Management ratings were between 80-90%, just slightly down on the 2013 results.

There was a lukewarm response regarding a new camp.

Just over 60% of respondents said they do not support extended cell phone coverage.

The building style is based on the original rondavel. A large percentage of respondents felt that we should move to a more modern design.

Service ratings were above 90% for Reception, the forecourt and workshop. Maintenance was slightly lower between 75-80%.

There were numerous comments about Ethos, Shop hours & extended range and Board & Management.

The Board will review the full results when they are available and will offer feedback to the Members.

Members were invited to contact Mr. Andrew Hauptfleisch or Mrs. Helen Tonetti with any questions and suggestions.

helentonetti@iafrica.com 0823387148 hauptfleischandrew@gmail.com 0724541116

The interim survey results are available on the Ingwelala Website.

Social Media Platforms

Mr. D King (Unit14) informed the Members that the Board were looking at using an App called Telegram which could be used as a one- way flow of information from the Reserve, reporting on interesting snippets. A trial will be undertaken for a month or two by a small group of Members to see if it is practical.

11. Ordinary Resolution No. 1

Ordinary Resolution No. 1 dated 25 October 2017 setting out amendments to the Company's Building Regulations, having previously been circulated, was formally tabled at the Meeting for adoption by the Shareholders present.

Ordinary Resolution No. 1

(in accordance with Section 65 of the Companies Act, 2008)

The 2016 Ingwelala Building Regulations have been reviewed by the Company Directors on the recommendation of the Building Committee and the following amendments are proposed to the 2017 Annual General Meeting. Primarily, these address interpretations and provide refinements based on experience gained in implementation.

RESOLVED THAT the Company approves the amendments to the **Building Regulations** as set out below.

Number	Present Clause	New Clause	Motivation
2.1.2	Buildings will be single story, rondavel, rounded, curved or circular in exterior appearance.	Buildings will be single story, rondavel, rounded, curved, rectangular or circular in exterior appearance.	The proposal accommodates the more modern designs of rectangular shape which maximises the area footprint.
2.2.3	Written consent of any alterations or construction is to be obtained from all the immediate visible neighbours and at least two neighbours. This consent is to be by means of signature on the plans submitted to the Building Committee for approval by means of signature on the site plans which clearly shows the "old" and proposed new footprint on the site (including the distances to the affected neighbours in meters) , submitted through the Reserve Manager for Building Committee Approval.	The proposal ensures that there is more clarity on the new footprint on the site and also the actual distances the footprint is to the affected neighbours.
3.9.3	Temporary electrical lights must be shielded so that the naked light is not visible to neighbours or passers-by. No such lights shall exceed a 60 watt incandescent equivalent	Temporary electrical lights must be shielded so that the naked light is not visible to neighbours or passers-by. No such lights shall exceed 450 Lumens (approximate equivalent 4W LED, 8W CFL, 40W Incandescent).	The proposal helps provide clarity on the lighting specification measured in the standard measure of "lumens"
3.9.4	Down lighting fixed in patio walls for the sole purpose of floor lighting must shine downwards, be fixed no higher than the third brick line from ground level (or base of such light less than 300mm) and each globe shall/must not be brighter than the equivalent of a 40 watt incandescent globe	Down lighting fixed in patio walls for the sole purpose of floor lighting must shine downwards, be fixed no higher than the third brick line from ground level (or base of such light less than 300mm) and each globe shall/must not be brighter than 220 Lumens (approximate equivalent 3W LED, 6W CFL, 25W Incandescent).	The proposal helps provide clarity on the lighting specification measured in the standard measure of "lumens"
4.1.2.1	A location plan drawn to scale, indicating the applicant's bungalow in relation to the neighbours thereof and also clearly show the North Point.	A location site plan clearly indicating the old footprint with the overlay of the new building footprint. The plan must indicate the position of the neighbours with distances to the closest wall in relation to the new footprint and also show the North Point.	The proposal ensures that there is more clarity on the new footprint on the site and also the actual distances the footprint is to the affected neighbours.

4.1.2.6	<p>Written consent of the proposed building operations shall be obtained from at least two of the nearest neighbours most likely to be affected, by way of signature on the plans or on a clearly readable identical electronic version thereof or by means of electronic communication (sans plans) sent directly from the affected neighbours to Ingwelala Reception</p>	<p>Written consent of the proposed building operations shall be obtained from all the affected neighbours or at least two of the nearest neighbours most likely to be affected, by way of signature on the site plan or on a clearly readable identical electronic version thereof or by means of electronic communication (sans plans) sent directly from the affected neighbours to Ingwelala Reception</p>	<p>This is to make it clear that neighbour sign off is not just 2 neighbours, but rather all affected neighbours or at least 2 of the neighbours.</p>
6.5	<p>Modern sophisticated inverters with full or modified sine wave are recommended. These inverters have sensitive electronics and as such usually need not be earthed. A 'floating' system is acceptable if the inverter has the necessary protection systems</p>	<p>Modern sophisticated inverters with full or modified sine wave are recommended. These inverters have sensitive electronics and as such usually need not be earthed. A 'floating' system is acceptable if the inverter has the necessary protection systems. Regardless of Earthed or Floating systems, new or upgraded installations must have a new Certificate of Compliance (CoC) from the Registered Electrical contractor issued, to be handed to the Ingwelala Reserve Manager</p>	<p>The additional wording to the clause ensures that members update their CoC on file, every time a change is made to the electrical/solar installation.</p>
3.10	<p>Battery cupboards should provide for separate ventilated compartments for the batteries and the inverter including other apparatus e.g. security panels and radios, battery monitors, ventilator fans, etc.</p> <p>Battery cupboard and gas storage enclosures must be constructed on straight walls and not the rounded ends of bungalows</p>	<p>Battery cupboards should provide for separate ventilated compartments for the batteries and the inverter including other apparatus e.g. security panels and radios, battery monitors, ventilator fans, etc. The dimensions for the separate compartment for the Inverter should not exceed 1000 mm wide x 700mm deep x 700 mm high and ideally be situated on top of the battery cupboard</p> <p>Battery cupboard must be constructed on straight walls and not the rounded ends of bungalows</p>	<p>This is to assist in what size cupboard will be permitted to house the inverter, separate to the battery cupboard.</p> <p>This is to update the clause to the current regulation as Gas installations cannot be done under the bungalow eaves.</p>

5	GAS RETICULATION SYSTEM	<p>Gas cylinders are not allowed to be installed under the eaves of a thatched roof, and must be located at least 3 meters away from the building. Long grass and any other combustible materials must also be kept away from the free-standing gas storage enclosure.</p> <p>Any changes to the architecture of gas lines will require compliancy to the new regulations and a gas storage cupboard will need to be built 3m away from the unit and a new COC will be required.</p> <p>Existing gas installations with gas storage against the units can remain. The new regulation is only applicable if any new changes are made to the gas lines.</p> <p>Only qualified, SAQCC-Gas registered gas installers are allowed to work on the gas installation and the issuing of the COC.</p>	The additional gas clauses assist providing more clarity and in bringing this section in line with the current regulations
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Explanatory Note: For an Ordinary Resolution to be approved by shareholders, it must be supported by more than 50% of the voting rights exercised on the Resolution.

2.2.3 Last sentence amended with Meeting in Agreement: “submitted **through the Reserve Manager for Building Committee Approval.**” Mr D. King (Unit 14) explained that he was trying to standardise the application and approval process to have a single point of contact, being the Reserve Manager.

The results of the **voting rights exercised** at the Meeting were:

Majority in Favour of the adoption of Ordinary Resolution No. 1

12. General

a. Presentation promoting Ingwelala Work Parties

Mr. U Hohl (Unit 111) gave a presentation on promoting work parties to assist with conservation on the Reserve. Upcoming work party events will be posed on the Ingwelala Website.

b. Vehicle mounted and hand held bright LED spot lights and strip lights.

Mr. S Davis (Unit 16) sent a request to the Board asking that Members be addressed at the AGM about consideration of game drive etiquette when fitting LED lights to game viewers and using LED spotlights.

c. Sustainable Commercial Hunting

Mr. I (Unit 46) gave a presentation on sustainable commercial hunting and protocols Sustainable commercial hunting is a means to assist funding for the Reserves, especially in light of rising security costs. Mr. Visée requested that the Board consider sustainable commercial hunting.

d. Rates and Taxes

Mr. J Saker (Unit 7) informed the Meeting that Bushbuckridge Municipality has given an indication of rates and taxes on average of R1800 per year per Bungalow. This is calculated on developed areas within the Reserve.

e. Other matters raised by Members

Mr. R Kirk (Unit 113), on behalf of those present, thanked the Chairman for his valuable input, time and dedication whilst serving on the Board. Mr. Kirk further thanked the Board for all their valuable and competent work. The Meeting applauded the Chairman and Directors.

Mr. M van Staden (Unit 173) asked about the current status of the Wilkins Dam. Mr B Simpson (Unit 56) responded that a formal application of objection had been lodged by Ingwelala following the Environmental Impact Assessment. The authorities have granted Mr. Wilkins approval to rebuild his dam, complying with regulations.

Mr. M van Staden (Unit 173) asked about the current status of the Op Goedehoop. Mr. J Saker (Unit 7) responded that options are being evaluated with goodwill by all parties.

Mr. M van Staden (Unit 173) asked about any further developments in increasing the area of Ingwelala. Mr. J Saker (Unit 7) responded that the Board are still keeping an eye out for suitable properties but for now it has been taken off the Board Agenda.

Mr. A Hauptfleisch (Unit 81) thanked Mr. J Saker (Unit 7) on behalf of the Board and Members of Ingwelala for his dedication and contribution whilst serving in various roles on the Board during the past nine years.

13. Closure

On conclusion of the business of the Meeting, the Chairman thanked all present for attending and closed the Meeting.

Signed

J Saker
Chairman