

Minutes of the WRRRA Special General Meeting (SGM), 4 September 2023

The start of the meeting was delayed until 18:30.

Tracey Pretorious, WRRRA Vice Chair, introduced herself and explained that the Chair, John Miller, was unfortunately in hospital and unable to attend. She said, if there were no objections, that her intention was to hand over the Chair role to Simon Jamieson in John's absence as Simon had been involved in the proposed constitutional changes throughout the process.

There were no objections to this.

SJ welcomed all and said the start of the meeting had been slightly delayed due to late arrivals and the need to achieve a quorum in order to proceed. He confirmed that with those members in attendance and several votes by proxy, a quorum had been achieved.

Apologies had been received from Tony Bowen, Candice Hobday, Denise Richardt, Andre Hacquebord and John Miller.

SJ said that in the past 12 months there had been much work done to bring WRRRA members together as a community. This included the mission and vision workshops and the work on the constitution. He explained that the constitution was complicated but essential as it indicates what WRRRA does and how we do it. He confirmed there were a number of proposed changes and that there was no intention of a further review for many years.

SJ divided the proposed changes to cover two main objectives:

1. Those relating to WRRRA potentially becoming a Non-profit Company, or at least a SARS registered non-profit entity that would be recognised as an organisation performing public benefit activities. This would enable WRRRA to get more funds and do more with these funds. The changes to the constitution are needed to conform to the designated requirements to achieve NPO status.
2. Additional changes: what we want to achieve and how we want to do things e.g. the vision for the future and other changes to clarify and improve the current wording.

SJ confirmed that he had been involved throughout the process of reviewing the constitution as had John Miller, Lydia de Waal and Jackie Berry. This had included consultation with members and incorporating amendments into the final document. He said that he would like to hear other suggestions and then vote.

SJ advised that one objection had been received from Denise Richardt: *I would like to make a comment on the proposed amendments to the constitution. While membership can be open to anyone, I don't believe voting should be as open. Only those paying rates in the area should be eligible to vote as they are established here, contribute financially to the area via their rates and taxes and are obliged to follow the 'rules' set in place or discussed and changed by WRRRA. People who are not rate payers do not have the same responsibilities to the area, are transient in the period they live here and do not contribute financially to the upkeep of the area, consequently, their votes may sway decisions away from what the legitimate rate-paying residents wish – this is a NOT desirable situation. So I vote NO to allowing every Tom, Dick and Harry to determine what happens in Wilderness just because they are staying here at that point in time. They too will move on but the consequences of their votes will remain and if they don't move, and do purchase a property here,*

then they will be eligible to vote. This is the way it works in most organisations where the decisions taken can have very far reaching and long lasting effects.

SJ said that we had taken this objection on board but that this would then include only ratepayers and exclude residents and that as the name is the Wilderness Ratepayers and Residents Association this was not possible and was not relevant to the current proposed amendments to the constitution.

Donald Clark commented that to exclude tenants from voting was surely not right as they also pay rates either directly or indirectly.

SJ advised that LdW had a great deal of technical expertise relating to becoming a Non-profit Organisation and asked her to describe the NPO process and what it would mean.

LdW confirmed that WRRRA would remain an Association. If approval was given from SARS, we would become a PBO and would then potentially register to become a NPC. The reason to register as an NPO or NPC is to be able to give donation certificates to members who wish to give larger donations and to provide them with tax benefits. Rob Berry asked if this would also cover legacy donations and was advised that it would.

A question was raised by Arne Witt in relation to whether a member who did some paid work on behalf of WRRRA needed to declare this to SARS. LdW advised that as a service provider, this would be taxable.

Donald Clark said that he was under a bit of misapprehension as he had thought the voting that would take place related to the mission and vision. SJ said that this had already been agreed earlier in 2023 and that what was being voted on now was the proposed revised constitution that had been circulated to members with the document detailing the changes and rationale for them. SJ confirmed that there had been some comments in received in response to the document, particularly from Jan Heyneke, and that these suggestions had been taken into account and many incorporated including those relating to the structure and formatting of the document.

SJ suggested that a vote be taken to approve the proposed changes and asked if there were any other questions or comments.

Jan Heyneke confirmed that he had been quite involved and said that JB had done an excellent job but that he had not seen the final document. SJ pointed out that Jan had been involved in every discussion about the proposed document and had been included in all the email correspondence. Jan agreed that he was informed but asked if everyone else was. Brian Musto commented that the proposed constitutional amendments had been sent out to members and he felt that everyone had enough information to get the picture.

SJ provided Jan Heyneke with the final document to look through and asked if anyone else wished to see this before voting. No one responded to this offer. Jan Heyneke commented that some of his suggested changes that had been incorporated related to how financial transactions are authorised and that this is part of the policies and procedures that support the constitution. He also mentioned that he had suggested an additional objective that had been added about creating environmental awareness through education and training. He said he had agreed on some things, disagreed on others but overall was happy and had no further comments as such.

SJ thanked committee members LdW and JB for all their work, commenting that even that day LdW was further consulting with solicitors to make sure everything was correct. SJ also recognised Jan

Heyneke's assistance in doing a thorough check of the finer details and commented that he would like him to be part of the WRRRA committee. Jan said he is happy to work on specific projects or act as a consultant in the background.

SJ then asked for a vote to be taken on the revised constitution. All were in agreement to accept the revised document.

At 19:00 SJ confirmed that the meeting was now concluded and thanked everyone for attending.

DRAFT