

uMhlanga Promenade
Urban Improvement Precinct (UIP)
Non-Profit Company

Registration Number: 2003/005701/08



Annual Report 2019

uMhlanga Promenade Urban Improvement Precinct NPC

(uMhlanga Promenade UIP)

Registration Number: 2003/005701/08, **Registered Office:** 66 Lagoon Drive, uMhlanga, 4350

Postal Address: P O Box 486, uMhlanga, 4320, **Telephone:** 031 561 2496, **Email:** jo@urbanmgt.co.za

Notice of Meeting

Notice is hereby given that the Annual General Meeting of the members of the Company will be held **The Capital Pearls, 5th Floor of the Pearls Mall, 6 Lagoon Drive, uMhlanga Rocks on 23 January 2020 at 11h00** for the following purposes:

Agenda

1. Welcome
2. Apologies
3. To adopt the Minutes of the Annual General Meeting held on 30 January 2019
4. Resolution 1: To receive and adopt the annual financial statements for the year ended 30 June 2019, which incorporates the Chairman's report to members, and the report of the independent auditors.
5. Resolution 2: Re-appoint Mazars as the auditors to the Company.
6. Resolution 3: To elect Directors for the ensuing year. In terms of the Articles of Association the following Directors retire at the Annual General Meeting, and being eligible, are available for re-election: John Lee; Ron Klambt, Ian Hume, Leigh-Ann Hollington, John Aritho, Barend Olivier and Antony Larson.

The Board shall comprise not less than three Directors. A Directors Nomination Form is included and should be accompanied by the curriculum vitae of such nominee and emailed to jo@urbanmgt.co.za for the attention for the Chairman the uMhlanga Promenade Urban Improvement Precinct NPC by 17 January 2020.
7. Resolution 4: To receive and adopt the Budget for the financial year 1 July 2020 June 2021.
8. General Items for discussion under any agenda item should be advised to the Chairman C/O and emailed to jo@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 17 January 2020.
9. Close of Meeting

By order of the Board

**uMhlanga Promenade Urban Improvement Precinct NPC
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Directors Nomination Form for the Annual General Meeting of 23 January 2020

I, the undersigned:

.....

duly authorised representative of:

.....

being a Member of the uMhlanga Promenade Special Ratings Area, hereby nominate for appointment as Director of the uMhlanga Promenade Urban Improvement Precinct NPC

.....

Proposer's signature

Nominee's signature

NOTE:

Directors Nomination Form should be emailed to jo@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 17 January 2020.

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Form of Proxy for the Annual General Meeting of 23 January 2020

I, the undersigned:

.....

duly authorised as representative of:

.....

being a Member of the uMhlanga Promenade Special Ratings Area, hereby appoint:

..... (Name of Proxy)

Or, failing him/her, the Chairman of the meeting, as my proxy to vote for me and on my behalf at the Annual General Meeting of the uMhlanga Promenade Urban Improvement Precinct NPC on 17 January 2020.

I record that my proxy will vote as he/she thinks fit.

Signed at:..... this.....day of.....2019/2020

Signature:.....

FOR AND BEHALF OF:.....

NOTE:

Directors Nomination Form should be emailed to jo@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 17 January 2020.



uMhlanga Promenade Urban Improvement Precinct
(Registration Number 2003/005701/08)

**Minutes of the uMhlanga Promenade Urban Improvement Precinct (Promenade UIP)
AGM held at Breakers Resort, 66 Lagoon Drive, uMhlanga Rocks on 30 January 2019 at
17h30**

Directors:

Name	Initial	Representing	Present	Apologies
Ron Klambt (Chair)	RK	Hawaan View	Present	
John Aritho	JA	Beverley Hills	Present	
Derek McKillop	DMcK	uMhlanga Sands	Present	
John Lee	JL	Oysters	Present	
Ian Hume	IH	Breakers Resort	Present	
Leigh-Ann Hollington	LH	Pearls	Present	

By Invitation: ADD APOLOGIES

Brian Wright	BW	UIP Project Leader	Present	
Cara Reilly	CR	UIP Place Making	Present	
Joanne Barnard	JB	UIP Corporate Governance	Present	
Melanie Wicks	MW	UIP Finance	Present	
Bronwyn Von Maltitz	BVM	UIP Auditors	Present	
Barend Olivier	BO	Cabana Beach	Present	
Joe Mendes	JM	Southern Promenade Properties	Present	
Gerald Tedder	GT	Wakefields (North Shore)	Present	
Ashton Engel	AE	60 Lagoon Drive	Present	
Alan Wright	AW	North Shore		Apologies (proxy)
Mr SN Prajee	SP	Pearls Residential		Apologies (proxy)
Ron Spies	RS	Rockvest Trust (Oysters Residential)		Apologies (proxy)
Jaqueline Munn	JM			Apologies (proxy)
Beverley Surmon	BS	Oysters Residential		Apologies (proxy)
Andrew Phillipides	AP	Oyster Rock		Apologies (proxy)
Trevor Krummer	MB	Hawaan View		Apologies
Anthony Jenkins	AJ	Oyster Rock		Apologies (proxy)
Geoff Treloar	GT	Oyster Rock		Apologies (proxy)

AGM 1/18	Welcome and Introductions	Action
a.)	The Chair welcomed all to the 14 th Annual General Meeting of Members of the uMhlanga Promenade Urban Improvement Precinct Non-Profit Company. The Chair apologised that the 2018 AGM had been delayed, explaining that this had been due to issues regarding the Municipality's year end reconciliation of SRA levy collections and payments, which had then	

	delayed the finalising of the Annual Financial Statements, approval of the 2019/20 Budget and therefore delayed the AGM.	
AGM 2/18	Apologies	
a.)	Apologies were recorded as listed above.	
b.)	Proxies were recorded as listed above.	
AGM 3/18	Quorum	
	<p>Attendees confirmed having received due notice of the meeting.</p> <p>It was noted that the quorum required for the Annual General Meeting was 10 members, personally present, or by its duly authorised representative. The Chair therefore declared the meeting duly constituted.</p> <p>The Chair introduced the meeting to the Directors as follows:</p> <ul style="list-style-type: none"> • Ron Klambt - Trustee of Hawaan View • Derek McKillop - General Manager of uMhlanga Sands • Ian Hume - General Manager of Breakers Resort • John Aritho - General Manager of the Beverley Hills • Leigh-Ann Hollington - Representing the Pearls • John Lee - Oysters <p>John De Canha has General Manager of the Beverly Hills Hotel and as a Director of the uMhlanga Promenade UIP. The UIP Board and the Management Team would like to thank Mr De Canha for his commitment and unwavering support for the UIP over his many years of service. John Aritho has taken over as General Manager of the Beverly Hills and as a Director of the UIP – welcome to the Board John! In addition, the Chair welcomed Barend Olivier, the new General Manager of the Cabana Beach Resort, who had taken over following the Chair’s retirement. It was therefore noted that the Chair was representing Hawaan View on the UIP Board.</p> <p>The Chair further introduced Dewet Geldenhuys, Brian Wright, Cara Reilly, Melanie Wicks, Maxine Schilz and Joanne Barnard of the Promenade UIP’s management team and Bronwyn Von Maltitz of Mazars (the Auditor).</p>	
AGM 4/18	To adopt the Minutes of the Annual General Meeting held on 30 November 2017	
	<p>The Minutes of the Annual General Meeting held on <u>30 November 2017</u> had been circulated to attendees before the meeting.</p> <p>There being no comments minutes were approved as a correct record of proceedings, adoption of the minutes was proposed by John Lee (JL), seconded by Ian Hume (IH) and signed by the Chair.</p>	
AGM 5/18	Matters Arising From Previous Minutes	
	Joanne Barnard (JB) confirmed that there were no matters arising from the previous meeting.	
AGM 6/18	Annual Report	
	<p>Cara Reilly (CR) took the attendees through a high-level presentation of the UIP’s role, management structure, services and deliverables.</p> <p>The Chair thanked CR for the informative presentation.</p>	

	IH left the meeting at 17h50.	
AGM 7/18	Resolution 1: To receive and adopt the annual financial statements for the year ended <u>30 June 2018</u>, which incorporates the Chair's report to members, and the report of the independent auditors.	
	The Chair reiterated that the finalisation of the Annual Financial Statements for the Year ended 30 June 2018 had been delayed due to a number of discrepancies regarding the year-end financial reconciliation of the SRA levy collections and payments by the Municipality to the UIP (cross refer with minute 1/18). The Chair added that the discrepancies had since been resolved and the AFS approved by the Board, however due to the members not being given sufficient notice the AFS it could not be approved at this meeting. The Chair therefore gave the members written notice at the meeting that a Special General Meeting would be held on 27 February 2019 for members to receive and adopt the AFS.	
AGM 8/18	Resolution 2: To re-appoint Mazars as the auditors of the Company.	
	The Chair proposed to re-appoint Mazars as the Auditors of the Company, John de Canha seconded the proposal. The motion was put to the meeting and <u>was unanimously carried.</u>	
AGM 9/18	Resolution 3: To elect directors for the ensuing year	
	<p>The Chair explained that all the Directors would retire at this Annual General Meeting and that the following Directors would be available for re-election:</p> <ul style="list-style-type: none"> • Ron Klambt • Derek McKillop • Ian Hume • John Aritho • Leigh-Ann Hollington • John Lee <p>The Chair further explained that Barend Olivier had been nominated on behalf of Cabana Beach Resort.</p> <p>The meeting noted the Companies Act of 2008 required that directors be individually elected, and as such the Chair called for nominations of directors:</p> <ul style="list-style-type: none"> • John Lee proposed the election of Leigh-Ann Hollington as a Director for the ensuing year. The motion was seconded by Derek McKillop and the Chair declared <u>Leigh-Ann Hollington</u> a Director. • John Lee proposed the election of Ian Hume as a Director for the ensuing year. The motion was seconded by Derek McKillop and the Chair declared <u>Ian Hume</u> a Director • Derek McKillop proposed the election of John de Aritho as a Director for the ensuing year. The motion was seconded by John Lee and the Chair declared <u>John Aritho</u> a Director. • Derek McKillop proposed the election of <u>Barend Olivier</u> as a Director for the ensuing year. The motion was seconded by Ron Klambt and the Chair declared <u>Barend Olivier</u> a Director. • Ron Klambt proposed the election of <u>Derek McKillop</u> as a Director for the ensuing year. The motion was seconded by John Lee and the Chair declared Derek McKillop a Director. • John Lee proposed the election <u>Ron Klambt</u> as a Director for the ensuing year. The motion was seconded by Derek McKillop and the Chair declared himself a Director 	

- Ron Klambt proposed the election of John Lee as a Director for the ensuing year. The motion was seconded by John Aritho and the Chair declared John Lee a Director.

Chair extended his appreciation to all the directors for their continued service.

There were no objections to the nominations, so the Chair moved that the nominees be elected to the Board until the next Annual General Meeting. **The motion was unanimously carried.**

AGM 10/18 Resolution 4: To adopt the 2019/2020 Budget

The Chair explained that Resolution 4 was to receive and adopt the budget for the financial year 1 July 2019 to 30 June 2020.

The Chair explained that eTM required that the annual budget be approved by a majority of members at the AGM or General Meeting. The proposed budget, which had been approved by the Directors required a levy increase of 7% and would translate to an 8% budget increase on the previous year. A summary of which is detailed below:

Expenses	2019/2020	2018/2019	Notes
Admin and general	223 510	210 005	
Utilities	0	0	
Company costs	111 154	104 490	
Administrative support	174 001	174 000	
Operational management	381 001	357 439	
Security	3 105 201	2 918 605	
Cleaning	721 182	684 847	
Greening	213 094	202 060	
Repairs & maintenance	86 109	82 070	
Socio Economic Development	339 114	271 111	Socio Economic Development - priority focus area for 2019/2020
Communication / media / web services	262 008	245 331	
Strategic, finance, UIP NPC mgt. / lobby eTM infrastructure investment / overhead	406 499	381 689	
Special Improvement Projects	85 680	61 200	Special Improvement Projects - targeted high-visibility improvements
	6 108 553	5 692 847	
Vat at 15%	916 283	796 999	
Total Expenses	7 024 836	6 489 846	
Income	7 034 861	6 518 206	
Surplus	10 025	28 360	

There being no questions the members and Directors unanimously voted to approve and adopt the 2019/2020 budget of R7,024,836.

AGM 11/18 General

The Chair asked whether there was any other business to be dealt with under general and the following items were raised:

- a.) Oceans uMhlanga: In response to a question, John Lee explained that the most recent update from the Ocean's Developers was that construction would resume on 1 April 2019.
- b.) Festive Plan: John Aritho reiterated the importance of the experience of uMhlanga Rocks, particularly over the festive season and suggested that bigger emphasis be placed on collective eventing and planning for public space festive activations. Joe Mendes to contact CR in this regard. JM/CR
- c.) Promenade CCTV: In response to a CCTV request for the Promenade, BW explained that CCTV along the Promenade had been investigated at length by the Board but was not installed due to costs, the topography of the beach not being correct and the high cost of maintenance due to the close proximity to the sea. Furthermore, from a cost benefit analysis, specifically when considering visible security, manpower's return is significantly higher.
- d.) The Chair thanked the Directors and Management Team for their work over the past year.

AGM 12/18	Meeting Closure	
	There being no further business the Chair thanked the meeting for their attendance and declared the meeting closed at 18h20.	
	<p data-bbox="277 203 1385 239">Read and confirmed this _____ day of _____ 2019</p> <p data-bbox="277 344 576 374">_____</p> <p data-bbox="277 344 347 374">Chair</p>	