

uMhlanga Promenade
Urban Improvement Precinct (UIP)
Non-Profit Company
Registration Number: 2003/005701/08
Annual Report 2024



uMhlanga Promenade Urban Improvement Precinct NPC

(uMhlanga Promenade UIP)

Registration Number: 2003/005701/08, **Registered Office:** 44 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 via Microsoft Teams Meeting and at The Capital Pearls, uMhlanga on 12 March 2025 at 09h30 for the following purposes:

Agenda

1. Welcome
2. Apologies
3. To adopt the Minutes of the Annual General Meeting held on 31 January 2024.
4. Matters Arising from the Annual General Meeting held on 31 January 2024.
5. To receive the Chairman's Report

6. Resolution 1: To receive and adopt the annual financial statements for the year ended 30 June 2024, which incorporates the Chair's report to members, and the report of the independent auditors.

7. Resolution 2: To Re-appoint Mazars as the auditors to the Company.

8. 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: Ron Klambt, Leigh-Ann Hollington, Wayne Hook, Logan Naidoo, Andrew Lee 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 cherrie@urbanmgt.co.za for the attention for the Chairman the uMhlanga Promenade Urban Improvement Precinct NPC by 3 March 2025.

9. Resolution 4: To receive and adopt the Budget for the financial year 1 July 2025 – 30 June 2026.

10. General

11. Close of Meeting

Items for discussion under any agenda item should be advised to the Chairman C/O and emailed to cherrie@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 3 March 2025.

Note: Any member entitled to attend and vote is entitled to appoint a proxy to attend, vote and speak in his/her stead, and such proxy need not also be a member of the Company.

By order of the Board

**uMhlanga Promenade Urban Improvement Precinct NPC
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Directors Nomination Form for the Annual General Meeting of 12 March 2025

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 Forms should be emailed to cherrie@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 3 March 2025.

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Form of Proxy for the Annual General Meeting of 12 March 2025

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 3 March 2025.

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

Signed at:..... this.....day of.....2025

Signature:.....

FOR AND BEHALF OF:.....

NOTE:

Proxy Forms should be emailed to cherrie@urbanmgt.co.za for the attention the Chairman uMhlanga Promenade Urban Improvement Precinct NPC by 3 March 2025.



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

Minutes of the uMhlanga Promenade Urban Improvement Precinct (Promenade UIP)
AGM held at via Microsoft Teams Meeting and Radisson Blu Hotel
on 31 January 2024 at 09h00

Directors:

| Name | Initial | Representing | Present | Apologies |
|----------------------|---------|---|---------|-------------------|
| John Lee (Chair) | JL | Oysters | Present | |
| Ron Klambt | RK | Hawaan View | Present | |
| Antony Larsen | AL | uMhlanga Sands | | Apologies (Proxy) |
| Leigh-Ann Hollington | LH | The Body Corporate of the Pearls uMhlanga | Present | |
| Logan Naidoo | LN | The Capital Pearls | | Apologies (Proxy) |
| Wayne Smith | WS | Cabana Beach | Present | |

By Invitation:

| | | | | |
|---------------------|----|--|---------|-------------------|
| Johan Jordaan | JJ | Breakers Resort | Present | |
| Ashton Engel | AE | Edge of the Sea | Present | |
| Gavin Baldwin | GB | Marine Drive West | Present | |
| Ntombi Maema | NM | eThekweni Municipality | Present | |
| Debbie Pitts | DP | Edge of the Sea | Present | |
| Joe Mendes | JM | Southern Promenade Properties (SPP) | Present | |
| Wayne Hook | WH | Sea Shore | | Apologies (Proxy) |
| Andrew Lee | AL | The Beverly Hills | | Apologies (Proxy) |
| Raj Maistry | RM | Pearl Sky 11-21 / Pearl Breeze BG3 | | Apologies (Proxy) |
| Alan John Wright | AW | North Shore Body Corporate | | Apologies (Proxy) |
| S Cohen | SC | North Shore Body Corporate | | Apologies (Proxy) |
| Derek Aubrey Hawton | DH | 21 Sea Shore | | Apologies (Proxy) |
| M J Taylor | MT | Ipanema | | Apologies (Proxy) |
| Nabeela Kola | NK | Oysters | | Apologies (Proxy) |
| Robert Hilton Buck | RB | Oysters | | Apologies (Proxy) |
| Brian Wright | BW | UIP Project Leader | Present | |
| Dewet Geldenhuys | DG | UIP Precinct Manager | Present | |
| Jarrold Evans | JE | UIP Head of Northern Operations | Present | |
| Joanne Barnard | JB | UIP Secretariat and Corporate Governance | Present | |
| Cherrie Francis | CF | UIP Secretariat and Corporate Governance Assistant | Present | |
| Maxine Schilz | MS | UIP Finance | Present | |
| Shaneal Doolabh | SD | Mazars | Present | |

These minutes are not intended to record verbatim all verbal content and therefore only refer to the salient points of discussion and only decisions taken will be recorded.

| AGM 1/23 | Welcome and Introductions | Action |
|----------|--|--------|
| a.) | The Chair welcomed all to the 19 th Annual General Meeting of Members of the uMhlanga Promenade Urban Improvement Precinct Non-Profit Company. | |
| | | |
| AGM 2/23 | Apologies | |
| a.) | Apologies were recorded as listed above. | |
| b.) | Proxies were recorded as listed above. | |
| | | |
| AGM 3/23 | 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"> • John Lee - Oysters of uMhlanga • Ron Klambt - Hawaan View • Antony Larsen - uMhlanga Sands (in absentia) • Leigh-Ann Hollington - The Body Corporate of the Pearls uMhlanga • Logan Naidoo - The Capital Pearls (in absentia) • Wayne Smith - Cabana Beach Resort. <p>The Chair expressed his sympathies of the passing of Ian Hume, who was the General Manager of the Breakers Resort and a stalwart for the UIP.</p> <p>The Chair further introduced the Management Team for the Promenade UIP consisting of Brian Wright, Jarrod Evans, Dewet Geldenhuys, Maxine Schilz, Joanne Barnard and Cherrie Francis.</p> <p>The meeting noted that Shaneal Doolabh of Mazars (the Auditor) was present to answer any questions pertaining to the audited Annual Financial Statements.</p> <p>A special welcome was extended to Ntombi Maema who heads up the Special Rating Areas Unit within the eThekweni Municipality Economic Development Unit.</p> | |
| AGM 4/23 | To adopt the Minutes of the Annual General Meeting held on 25 January 2023 | |
| | <p>The Minutes of the Annual General Meeting held on <u>25 January 2023</u> had been circulated to attendees before the meeting.</p> <p><u>There being no comments the minutes were approved as a correct record of proceedings.</u> The adoption of the AGM minutes of <u>25 January 2023</u> was proposed by Ron Klambt (RK) and seconded by Leigh Ann Hollington (LH). The minutes were signed by the Chair after the meeting.</p> | |
| | | |
| AGM 5/23 | Matters Arising from Previous Minutes | |

| | | |
|-----------------|--|----|
| | Joanne Barnard (JB) noted the action log, as circulated ahead of the meeting. All actions were taken as completed. | |
| AGM 6/23 | Presentation of the Annual Report | |
| | The meeting noted that the annual report had been circulated ahead of the meeting and as such was taken by exception. Dewet Geldenhuys (DG) and Jarrod Evans (JE) presented a high-level summary of the operational matters, from the annual presentation, to the meeting. The Management Team undertook to circulate the presentation to members after the meeting. | JH |
| AGM 7/23 | Resolution 1: To receive and adopt the annual financial statements for the year ended <u>30 June 2023</u>, which incorporates the Chair’s report to members, and the report of the independent auditors. | |
| | The Chair noted that the Annual Financial Statements (AFS) along with Chair’s Review and the Report of the independent Auditors, fully cover the activities of the Company for the period under review. As there were no comments or queries raised, RK proposed, and Wayne Smith (WS) seconded that the Annual Financial Statements of the Company for the year ended 30 June 2023 be approved and adopted. <u>The proposal was accepted, and the meeting resolved to approve and adopt the Financial Statements for the year ended 30 June 2023.</u> | |
| AGM 8/23 | Resolution 2: To re-appoint Mazars as the auditors of the Company. | |
| | The Chair moved to re-appoint Mazars Accounting as Auditors for the Company. <u>The motion was unanimously approved by the members.</u> | |
| AGM 9/23 | Resolution 3: To elect directors for the ensuing year | |
| | 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: <ul style="list-style-type: none"> • Leigh-Ann Hollington • Antony Larsen • Ron Klambt • Logan Naidoo • Wayne Smith. <p>The meeting noted further nominations received from Wayne Hook of Seashore and Andrew Lee of The Beverly Hills. John Lee (JL) informed the meeting of his resignation from the Promenade UIP Board of Directors. The Management Team took the opportunity to thank John for his valued service and diligent efforts on the Promenade UIP Board. Cherrie Francis (CF) undertook to make the necessary changes with CIPC.</p> <p>The Chair noted the Companies Act of 2008 required that Directors be individually elected, and as such called for nominations of directors:</p> <ul style="list-style-type: none"> • Ron Klambt - nominated by Wayne Smith, seconded by Leigh-Ann Hollington • Antony Larson - nominated by uMhlanga Sands, seconded by Ron Klambt • Leigh-Ann Hollington - nominated by Pearls Body Corporate, seconded by Ron Klambt • Wayne Smith - nominated by Cabana Beach, seconded by Leigh-Ann Hollington • Logan Naidoo - nominated by The Capital Towers, seconded by Leigh-Ann Hollington • Wayne Hook - nominated by Seashore, seconded by Ron Klambt | CF |

- Andrew Lee – nominated by The Beverly Hills, seconded by Ron Klambt

There being no objections to the nominations, the Chair moved that the nominees be elected to the Board until the next Annual General Meeting. **The motion was unanimously carried.** The Chair extended his appreciation to all the Directors for their continued service.

AGM 10/23 Resolution 4: To adopt the 2024/2025 Budget

The Chair explained that Resolution 4 was to receive and adopt the budget for the financial year 1 July 2024 to 30 June 2025.

The Chair explained that eTM required that the annual budget be approved by a majority of members at the AGM and noted that the 2024/2025 levy increase was set at 5%. JE presented a high-level summary of the Budget as circulated and previously approved.

uMhlanga Promenade SRA Budget 2024/2025

| | 3 | | 4 | | 6 | | %Y/Y To Forecast '2023 - 2024 | %Y/Y To Budget '2023 - 2024 | Rands To Forecast '2023 - 2024 |
|--|------------------------------------|----------------------------------|----------------------------------|--|--------|--------|--|-----------------------------------|---|
| | Forecast 12 Mths 2023 - 2024 | Budget 12 Mths 2023 - 2024 | Budget 12 Mths 2024 - 2025 | | | | | | |
| | | | | | | | | | |
| Income | | | | | | | | | |
| SRA Income | 8 235 636 | 8 244 484 | 9 270 297 | | 12,6% | | 12,4% | 1 034 661 | |
| Less bad debt provision | -247 335 | -247 335 | -648 921 | | | | | | |
| | <u>7 988 301</u> | <u>7 997 150</u> | <u>8 621 377</u> | | | | | | |
| Voluntary Contributions | 45 000 | 45 000 | 45 000 | | | | | | |
| Interest | 383 244 | 104 000 | 180 000 | | | | | | |
| Total Income | <u>8 416 545</u> | <u>8 146 150</u> | <u>8 846 377</u> | | | | | | |
| Expenses | | | | | | | | | |
| 1 Admin and general | 295 129 | 373 874 | 215 695 | | -26,9% | | -42,3% | -79 434 | |
| 2 Utilities | 0 | 0 | 0 | | 0,0% | | | 0 | |
| 3 Company costs | 141 442 | 144 173 | 150 716 | | 6,6% | 4,5% | | 9 275 | |
| 4 Administrative support | 214 289 | 214 288 | 228 341 | | 6,6% | 6,6% | | 14 052 | |
| 5 Operational management | 469 584 | 469 587 | 500 389 | | 6,6% | 6,6% | | 30 805 | |
| 6 Security | 3 736 989 | 3 767 316 | 3 983 205 | | 6,6% | 5,7% | | 246 216 | |
| 7 Cleaning | 1 443 694 | 1 448 511 | 1 979 741 | | 37,1% | 36,7% | | 536 046 | |
| 8 Greening | 200 032 | 197 306 | 210 827 | | 5,4% | 6,9% | | 10 795 | |
| 9 Repairs & maintenance | 98 456 | 98 430 | 104 893 | | 6,5% | 6,6% | | 6 437 | |
| 10 Socio Economic Development | 478 434 | 496 593 | 514 456 | | 7,5% | 3,6% | | 36 022 | |
| 11 Communication / media / web services | 254 786 | 254 787 | 271 498 | | 6,6% | 6,6% | | 16 711 | |
| 12 Strategic, finance, UIP NPC mgt. / lobby eTM infrastructure investment / overhead | 500 580 | 500 585 | 533 431 | | 6,6% | 6,6% | | 32 851 | |
| 13 Special Improvement Projects | 372 063 | 180 000 | 152 400 | | -59,0% | -15,3% | | -219 663 | |
| Total Expenses | <u>8 205 479</u> | <u>8 145 450</u> | <u>8 845 592</u> | | 7,80% | 8,6% | | 640 113 | |
| Net Income (Loss) - Trf to Reserves | <u>211 066</u> | <u>700</u> | <u>785</u> | | | | | | |

There being no questions, the members and Directors unanimously voted to approve and adopt the 2024/2025 budget of R8,845,592 and financed by Income of R8,846,377.

AGM 11/23 General

11.1 NM thanked the UIP Management Team for the meeting invitation and informed the Board that was heading up a new department that would become more involved with the operational matters of all SRAs.

11.2 In response to a query from Shaneal Doolabh (SD) regarding the financial administration handover, Maxine Schilz (MS) undertook to share Trafalgar's contact details with Mazars.

MS

AGM 12/23 Meeting Closure

There being no further business, the Chair thanked the Directors and Management Team for their work and commitment over the past year and declared the meeting closed at 09h40.

Read and confirmed this _____ day of _____ 2024.

Chair

uMhlanga Urban Improvement Precincts
Summary of Actions coming out of the PUIP Board meetings



AGM of 31 January 2024

| | Date of meeting: | Minute no. | Action: | By whom | Status |
|----|-------------------------|-------------------|---|----------------|---------------|
| 1. | 31/01/2024 | AGM6/24 | Presentation of the Chairs annual report Management Team undertook to circulate the presentation to the Board and members after the meeting. | JH | Done |
| 2. | 31/01/2024 | AGM9/24 | Resolution 3: To elect directors for the ensuing year CF to make the necessary changes with CIPC with regards to the resignation of John Lee and the appointment of Wayne Hook and Andrew Lee. | CF | Done |