

OBSERVATORY IMPROVEMENT DISTRICT

DRAFT Annual General Meeting Minutes

Date: Monday 2 December 2019 at 18h00

Venue: Observatory Improvement District offices, 13A St Michaels Street, Observatory

Present: *9 visitors, 14 members, 2 staff members and 1 representative of the outsourced Public Safety service provider in attendance, 25 proxies received*

1. Registration (from 17:30 to 18:00):

All present signed the relevant attendance register and received documentation packs. Documentation relevant to the meeting was available on the OBSID website from 30th October 2019.

2. Welcome and apologies:

Nishendra Moodley welcomed all members, residents, visitors and staff present at the Annual General Meeting. He stated that the meeting was quorate and could go ahead. He stated that that members had submitted proxies and that these should be recorded as apologies.

2.1 Membership – resignations and new:

There were no resignations recorded. Ten (10) new members were recorded.

2.2 Quorum to constitute a meeting:

It was noted that the meeting was quorate – 14 members in attendance, 25 proxies received, a total of 39 members represented. Nishendra Moodley confirmed that the OBSID membership had been reviewed and a Board resolution taken in terms of lapsed members, which would be further explained in his Chairperson's address.

3. Approval of previous AGM minutes:

The minutes of the previous meeting held on the 5th December 2018 were made available both on the website prior to the meeting and in hardcopy format at the meeting. No corrections were noted. N Moodley proposed that the minutes be accepted, this was unanimously approved by those in attendance.

4. Chairman's report:

Nishendra Moodley, as the Chair of the OBSID Board of Directors, presented the Chairperson's report on the 2018/2019 financial year. His report was contained in the Annual Review document handed out at the meeting.

In addition, he also provided the meeting with details of the Board resolution taken as regards the OBSID membership (as discussed at the prior year's AGM).

He confirmed that the MOI allowed the Directors "acting reasonably" to terminate membership.

Democracy dictates that members have rights and obligations, however individuals must apply to be a member to access these rights and are then required to meet their obligations as members.

Members only have one obligation – to attend or submit a proxy for annual AGM's. If they do not meet this obligation, they become a barrier to reaching the required quorum – as has been the case in the past 2 consecutive years.

The Board of Directors resolved to immediately implement a policy on membership in keeping with powers provided in the MOI.

The resolution is as follows:

1. A member ceases to be a member of the OBSID if they do not attend any general meetings for two years in a row, without submitting a proxy (commencing 2019);
2. Lapsed members can immediately re-apply for membership that will be considered by the board (and will remain on the communications mailing lists regardless);
3. The membership form will be amended to clearly state that members are obligated to attend AGMs or submit a proxy and that if they are unwilling to fulfil this obligation they should not be members.

There were no objections to this, and the resolution taken by the board, had the support of members in attendance.

5. Feedback on operations 2018-19:

Amanda Kirk presented the year in review, highlighting the need to stabilise and strengthen internal processes and programmes as having been the priority – but confirmed that the OBSID had been able to implement some additional projects within the year (such as public arts support and support for Streetopia) and described the range of new partnerships entered into as part of the programme strengthening implemented.

She thanked Straatwerk, Streetscapes, Green4Life Gardeners and Securitas for entering into service level agreements with the OBSID and for the quality, scope and depth of work that they had been able to deliver. She described changes to the public safety service and outlined the review process applied to the social development programme.

Points of clarity were asked and answered from the floor as regards communications, public safety coverage, crime statistics, social development interventions, licence plate recognition technology (LPR) and Streetopia.

6. Noting of Audited Financial Statements 2018-19:

Amanda Kirk presented the AFS for 2018-19, highlighting the extremely positive cash position and explained that this would allow for the development and implementation of a wide range of defined and sustainable projects in both the current and the next financial year. Increases in revenue received from the City of Cape Town was noted, and project costs related to the installation of LPR cameras was highlighted.

No questions were posed on the contents, Nishendra Moodley proposed that the AFS be approved and these were unanimously accepted by those in attendance.

7. Approval of use of surplus funds 2019-20:

Amanda Kirk described the proposed use of surplus funds in the current financial year. A suggestion was made from the floor that some funds be ring-fenced for use in supplementing and expanding the OBSID's cleaning programme and a commitment was given to investigating the feasibility of this.

Nishendra Moodley asked for approval to proceed with same and this was unanimously agreed to by those in attendance.

Nishendra Moodley thereafter handed over to the Vice Chair Jodi Allemeier to chair the rest of the meeting.

8. Approval of Implementation Plans 2020-21:

Amanda Kirk presented the implementation plans for the upcoming year. She highlighted the OBSID's commitment to better support for businesses as well as place marketing, also the OBSID's commitment to public spaces improvements whilst ensuring continual refinement and improvement of its core programmes.

A suggestion was made from the floor that some funds be allocated to urban management infrastructure repairs to further supplement the work of the City of Cape Town. Commitment was given to investigating the feasibility of this.

Jodi Allemeier proposed that the implementation plans be approved and this was unanimously agreed to by those in attendance.

9. Approval of Budget 2020-21:

Amanda Kirk presented the various programme and project budgets, explaining key variance in cleaning (an increase budget) and law enforcement (a decrease due to a withdrawal from contracted arrangements with the City).

Jod Allemeier requested approval of the budget and this was unanimously agreed to by those in attendance.

10. Appointment of Auditors:

Amanda Kirk reminded the meeting of the mandate given last year to change audit services – and referred the meeting to the provision of the Companies' Act that specifies that auditors cannot serve for more than four (4) consecutive years.

She reminded the meeting that the current auditors had completed three years of their four year term. She outlined the procurement process followed to source potential suppliers.

Jodi Allemeier proposed that Cecil Kilpin and Co. be appointed as the OBSID audit service provider with effect from the 2019/20 financial year. This was unanimously approved by those in attendance

11. Confirmation of Company Secretary:

Amanda Kirk explained that the termination of the accounting service level agreement with Charlene Binedell by mutual agreement also necessitated the appointment of a Company Secretary as Ms Binedell fulfilled both roles.

She proposed Ursula Genthe as the new OBSID Company Secretary and outlined her background, experience and professional registrations.

Jodi Allemeier proposed that Ursula be appointed and this was unanimously approved by those in attendance.

12. Election of Board Members:

Jodi Allemeier stated that there were four vacant positions on the Board – 3 Directors had stepped down as required by the MOI, with only 1 making themselves available for re-election. A further resignation was recorded from a 4th Board member. 3 nominations had been received, meaning that the Board number would reduce by one until such time as the need arose to co-opt a further member onto the Board (or the next AGM).

As there were more vacancies than nominations, no voting would be required and the three nominations were confirmed. Nishendra Moodley, Janet Cronje and Michael Krause were welcomed as OBSID Directors.

A point of clarity was raised and answered from the floor regarding a proposed change to the MOI that would require nominees for Board positions to be property owners and the incorrect application of same to this year's AGM proceedings at the behest of the CID Management Unit (which was rectified as soon as it was noted by the OBSID CEO and Board Chair).

This had no material impact on the nomination of Directors as additional time was granted to allow for further nominations after the error was rectified.

Resigning board members, Carolyn Neville, Tauriq Jenkins and Trevor Hugh were thanked for their service to OBSID and the Observatory Community.

13. General / Q&A:

There were no further items raised for discussion.

14. Adjournment:

NM thanked everyone present for their attendance and participation and the meeting adjourned at 19h50.

CHAIRPERSON

DATE