



**DRAFT MINUTES OF THE MEMBERS MEETING HELD AT 16H00 ON TUESDAY 23<sup>RD</sup> JANUARY 2024 AT THE CLIFTON CID OFFICES, RIDGE ROAD, CLIFTON.**

**Registration:**

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32 members and 10 visitors (including 2 officials from the City of Cape Town CID Branch) were registered in attendance. 1 CID employee and 1 service provider employee were also in attendance.

The meeting was recorded (audio and visual recording).

**Welcome & Apologies:**

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Helet Merkling, the outgoing Board Chair welcomed everyone to the meeting. She expressed her deep gratitude to the community for supporting the establishment of the CID and especially to the members of the steering committee for their hard work and dedication to the CID establishment process and for their work as Board members to date.

She thanked Amanda Kirk for her highly effective management of the CID so far.

**Membership:**

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Amanda Kirk confirmed that the CID had 134 members registered and verified.

**Quorum to constitute a meeting**

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Amanda Kirk advised the meeting that a quorum constituted 10% of membership – so 13.4 members to be present, either in person or by proxy.

32 members were recorded as present, with 79 proxies recorded therefore the meeting was quorate.

**2023/24 update**

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Amanda Kirk provided the meeting with a detailed update as to the operations of the CID since the programmes commenced in October 2023. Successes were recorded across all programmes, notable amongst them the installation and monitoring of 60 overview, thermal and LPR cameras, the full deployment of public safety teams on a 24/7/365 basis, supplemented by additional seasonal deployments, the establishment of strong relationships with numerous stakeholders and the removal of 6.1 tons of litter from the public spaces of Clifton – 1.9 tons removed in December 2023 alone.

She confirmed that the CID programmes were stable and well-functioning and that the teams were looking forward to the 2024 year.

The update was well received by members.

### **Approval of budget 2024-25**

Amanda Kirk referred to the draft budget for the upcoming year which had been made available on the CID website since 2<sup>nd</sup> January 2024 and provided in hard copy to the meeting, highlighting that the overall increase was unchanged from that approved as part of the five-year business plan.

A question came from the floor as regards the budget, specifically whether the income was already defined. Joepie Joubert from the City of Cape Town advised that the budget was to be approved by the City of Cape Town by 31 January 2024, but that future year budgets could be adjusted provided the processes outlined in the CID policy and bylaw were complied with.

Amanda Kirk advised that the CID had regular opportunities within the year to adjust budget allocations as needed.

No further questions were posed as regards the budget and it was unanimously approved by the meeting.

### **Approval of implementation plan 2024-25**

Amanda Kirk referred to the implementation plan for the upcoming year that had been made available on the CID website since 2<sup>nd</sup> January 2024.

No questions came from the meeting and the implementation plan was unanimously approved by the meeting.

### **Appointment of a registered auditor**

Amanda Kirk advised the meeting that Cecil Kilpin had been approached by the Board to serve as auditors.

The appointment of Cecil Kilpin was unanimously approved by the meeting.

### **Confirmation of Company secretary**

Amanda Kirk advised the meeting that the Board had considered two options for company secretary – Cecil Kilpin and Ursula Genthe, with the latter being proposed to serve.

The appointment of Ursula Genthe was unanimously approved by the meeting.

## **Election of Board Members**

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Amanda Kirk advised the meeting that elections would be held by poll / ballot, with members receiving ballot forms indicating the number of votes they held – both in their own right and by proxy.

As neither the MOI nor the Companies Act specify a voting process besides show of hands or poll, but both require it to be fair, Amanda Kirk explained that a weighted poll would be applied - with a vote tally per candidate – allowing each member to vote for all Board members with their vote to count as per their vote ""weight".

She further advised that the Board proposed two ordinary resolutions:

1. That the Board of Directors comprise a maximum of seven (7) Directors.
2. That the Board of Directors comprises representatives from each zone plus two (2) from any zone:
  - Zone 1: Nettleton Road
  - Zone 2: Victoria Road (mountain side) and Kloof Road
  - Zone 3: Clifton Road and Lower Kloof Road
  - Zone 4: Bungalows
  - Zone 5: Glen Beach
  - Zone 6: CBHS

A robust discussion ensued – regarding the legality of proposing resolutions without notice being given of same as well as the proposed resolutions themselves.

With regards the number of Directors, it was proposed that all nominees be elected, a total of 11 board members. This was countered by statements that a large board would be unwieldy for an NPC the size of the Clifton CID and a reluctance on the part of some nominees to serve on such a large board.

With regards zonal representation, there were both expressions of support for the resolution and strong opposition to the proposal. It was stated that the board should comprise competent people, regardless of which zone they owned property in, also that individuals would be able to represent the wider community of Clifton, again regardless of which zone they owned property in. The opposing view was – for example – the needs of Glen Beach were different from the needs of Nettleton Road and for that reason local knowledge was important, hence the need for zonal representation.

Nominees were asked to introduce themselves to the meeting, which those in attendance did.

The meeting agreed that both resolutions would go to a poll – with members indicating their preferred number of directors on their ballot form, also indicating YES if they were in support of zonal representation, or NO if they weren't in support.

Completed ballot forms were handed to a representative of VLCB, a firm of attorneys who were contracted to count the votes and provide the results to the CID.

Amanda Kirk advised that results would be made known within three business days as per the provisions of the MOI.

## **Q & A**

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A question came from the meeting as regards the CID's ability to deliver projects beyond the programmes outlined in the MOI.

Amanda Kirk confirmed that this would be possible, provided funds were available and the project benefitted the wider community of Clifton. She encouraged the meeting to put forward ideas and suggestions for public spaces activations that would enhance the Clifton area for all.

## **Adjournment**

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The meeting adjourned at 18h20.

## **Voting outcome (as communicated on 26<sup>th</sup> January 2024)**

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The results of the voting at the Members' meeting via majority support in person and via proxy voting of the two ordinary resolutions and the election of for the new Board of Directors are as follows:

- 1. Number of Directors:** 7
- 2. Zonal representation:** Non-zonal representation
- 3. The following 7 Director nominees have been elected by majority vote to the new Board of Directors (in alphabetical order):**
  - Paul Boynton (460 votes)
  - Alan Cawood (334 votes)
  - Lee O'Brien (337 votes)
  - Francois Pienaar (491 votes)
  - Anthony Scheiderman (318 votes)
  - Iaan Van Heerden (336 votes)
  - Kevin Vermaak (459 votes).