



DE ZALZE WINELANDS GOLF ESTATE HOME OWNERS ASSOCIATION (NPC)

Registration number 2003/009588/08
(Incorporated in the Republic of South Africa)
("the Association")

INVITATION TO ATTEND THE ANNUAL GENERAL MEETING FOR DE ZALZE HOME OWNERS ASSOCIATION ON 2 DECEMBER 2013 AT THE KLEINE ZALZE CONFERENCE CENTRE, DE ZALZE WINELANDS GOLF ESTATE

On behalf of the Board of Directors of De Zalze Winelands Golf Estate, members are invited to attend the Annual General Meeting on **Monday, 2 December 2013 at 17h30 for 18h00**. Registration will take place from **17h30** and the meeting will commence at 18h00.

Kindly note that members that are not in good standing at the time of registration, will not be entitled to vote at the AGM.

Attached to this invitation are the following:

1. Agenda for the Meeting
2. A proxy for the completion should you not be able to attend the meeting
3. Directors nomination form

Messrs Eben Potgieter, Corrie Visagie, Roy Braxton and Bradley Hemphill will be resigning at this Annual General Meeting, with all four Directors indicating that they would be available for re-election. Messrs Marius Claassen, Billy Evans and Johan van der Merwe were elected as Directors at the previous Annual General Meeting held on 4 December 2012 and have elected not to retire at this AGM.

The Constitution allows for a maximum of 7 (seven) Directors, with the result that 4 (four) new Directors have to be elected at the meeting.

Applications together with a copy of a CV have to be submitted to the office by no later than Friday, 22 November 2013 at 17h00;

- no applications will be accepted after the above mentioned date;
- no nominations will be accepted at the meeting.

All relevant documentation required by the Companies Act and the Articles of Association (now called the Memorandum of Incorporation) will be uploaded on to the website of the Estate.

These documents, in addition to the above, include the following:

1. Copy of the minutes of the Annual General Meeting of 4 December 2012
2. Full copy of the Audited Annual Financial Statements for the period ended 28 February 2013
3. Information on the capex spend for 2012/2013
4. Information on the proposed capex spend for 2014/2015

To access the information please follow these simple steps:

WEBSITE DOWNLOADS

The AGM documents will shortly be available on our Website at www.blueberry.co.za/dezalze.co.za under the e-state portal login.

Login procedure is as follows:

1. Click on the internet symbol and type in www.blueberry.co.za/dezalze.co.za
2. On the website, click on **ADMIN**
3. Click on **LOG IN TO E-STATE PORTAL**
4. Use your login name (e-mail address) and password to login (remember to do the image text)
5. Go to **DOCUMENTS LIBRARY** and click on **ESTATE PUBLIC**
6. Find subfolder **AGM 2013**
7. Put your cursor on **ACTIONS** on the right hand side of the page
8. Click on **4 DOCUMENTS IN SUB FOLDER**
9. Put your cursor on **ACTIONS** on the right hand side of the page
10. Click on **VIEW DOCUMENTS**

Should you have any specific queries regarding the financial statements, that you believe need to be raised at this meeting, you are reminded that they will not be dealt with unless they are put in writing and delivered to the Administrative office, attention Rene Coetzee, by no later than 17h00 on Friday, 22 November 2013.

If you are uncertain as to what action to take, you are advised to consult your attorney or other professional advisors.

If you are a member in good standing but unable to attend the Annual General Meeting to be held on Monday, the 2nd of December 2013 at 18:00 at the Kleine Zalze Conference Centre, De Zalze Winelands Golf Estate, you should complete and return the attached form of proxy and Director's Nominations to the office of the Association at De Zalze Winelands Golf Estate by hand, or by mail to PO Box 338, Stellenbosch, 7599, or by email, ensuring that every page of the required documents is signed by the registered member, to be received by no later than 17:00 on Friday, 29 November 2013. Email address: rec@dezalzeestate.com



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AGENDA FOR ANNUAL GENERAL MEETING 2 DECEMBER 2013

- 1 WELCOME AND APOLOGIES, CONFIRMATION OF QUORUM AND NOTING OF PROXIES**
- 2 VOTING PROCEDURES**
- 3 APPROVAL OF MINUTES OF THE AGM HELD ON 4TH DECEMBER 2012**
- 4 CHAIRMANS REPORT**
- 5 AUDITED ANNUAL FINANCIAL STATEMENTS FOR DE ZALZE HOME OWNERS ASSOCIATION FOR THE YEAR ENDED 28 FEBRUARY 2013**
 - 5.1 To adopt by Ordinary Resolution the Annual Financial Statements for the year ended 28 February 2013.**
 - 5.2 To approve by Ordinary Resolution the capex spend for the year ended 28 February 2013.**
- 6 APPOINTMENT OF INDEPENDENT AUDITORS AND TO AUTHORISE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS**
 - 6.1 To adopt by Ordinary Resolution the appointment of LPD Incorporated as independent auditors of De Zalze Home Owners Association for the ensuing year and to authorize the Directors to determine the remuneration of the auditors.**
- 7 ELECTION OF DIRECTORS**
 - 7.1 Directors resigning but available for re-election:**
 - Eben Potgieter
 - Corrie Visagie
 - 7.2 Co-opted Directors resigning but available for election:**
 - Roy Braxton
 - Bradley Hemphill
 - 7.3 New nominees for Directors as per ballot**

The status quo as at the time of the meeting will present four opportunities for election as Directors.
 - 7.4 The election of each Director will be put to members as a separate resolution as per ballot.**

8. FINANCIAL

8.1 Presentation 2014/2015

8.2 To adopt by Special Resolution the amendment of Clause 23.4 of the Articles of Association by adding the following: “Notwithstanding the foregoing, the Directors shall be entitled to spend a maximum of R500 000 (five hundred thousand rand) per annum on works of a capital nature, in the case of emergencies, provision of essential services or to protect the company’s assets. A full report of such expenditure must be submitted to the members at the ensuing AGM.

8.3 To approve by ordinary resolution the proposed capex spend for the financial year 2014/2015.

9. FEEDBACK

9.1 Electricity smart meters - current status

9.2 Water smart meters – current status

10. GENERAL



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HOMEOWNERS' DIRECTOR NOMINATION FORM 2013 FOR ANNUAL GENERAL MEETING: 2 DECEMBER 2013 AT 18H00

[THIS NOMINATION FORM MUST BE ACCOMPANIED BY A BRIEF CV OF THE NOMINEE]

I, _____, am a homeowner of the De Zalze Estate

and I hereby nominate the person mentioned below as a Director of the Home Owners Association in accordance with the provisions of the Companies Act, Act No 72 of 2008.

NAME: _____

MOTIVATION: (Brief motivation on nominee by proposer + Brief CV of nominee attached hereto)

Proposed By: _____ (Print Name)

_____ (Signature) Date: _____

Seconded By: _____ (Print Name)

_____ (Signature) Date: _____

Accepted By: _____ (Print Name)

_____ (Signature) Date: _____



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FORM OF PROXY FOR ANNUAL GENERAL MEETING: 2 DECEMBER 2013 AT 18H00

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and speak and vote thereat in his stead and that proxy must also be a member of the Association.

All forms of proxy must be lodged with the company secretary at the offices of the Association, **De Zalze Winelands Golf Estate or PO Box 338, Stellenbosch 7599**, to be received by no later than **Friday 18:00 on 29 November 2013**.

"I/We,of stand no, being a member(s) of De Zalze Winelands Golf Estate Home Owners Association NPC and in good standing, hereby appoint :

1. or failing him
2. or failing him
3. The Chairman of the Annual General Meeting

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Association to be held at the Kleine Zalze Conference Centre on Monday, 2 December 2013 and at any adjournment thereof.

Please indicate with an "X" in the appropriate space below how you wish your votes to be cast. If you return this form duly signed, without any specific directions, the proxy shall be entitled to vote as he/she may deem fit.

- Election of a Director – Eben Potgieter YES NO
- Election of a Director – Corrie Visagie YES NO
- Election of a Director – Roy Braxton YES NO
- Election of a Director – Bradley Hemphill YES NO
- Approval of Annual Financial Statements YES NO
- Approval of capex spend for 2012/2013 YES NO
- Approval of proposed capex spend for 2014/2015 YES NO
- Appointment of auditors and their remuneration YES NO
- Amendment of Clause 23.4 of the Article of Association – capital expenditure YES NO

Signed at _____ this _____ day of _____ 2013.

Signature _____

PLEASE NOTE THE FOLLOWING EXTRACT FROM THE COMPANIES ACT (SECTION 58):
Shareholder right to be represented by proxy

58.(1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to—

(a) participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
(b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60, provided that the shareholder may appoint more than one proxy to exercise voting rights attached to different shares held by the shareholder.

(2) A proxy appointment—

(a) must be in writing, dated and signed by the shareholder; and

(b) remains valid for—

(i) one year after the date on which it was signed; or

(ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4)(c), or expires earlier as contemplated in subsection (8)(d).

(3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise—

(a) a shareholder of that company may appoint two or more persons concurrently as proxies;

(b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and

(c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.

(4) Irrespective of the form of instrument used to appoint a proxy—

(a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;

(b) the appointment is revocable unless the proxy appointment expressly states otherwise; and

(c) if the appointment is revocable, a shareholder may revoke the proxy appointment by—

(i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and

(ii) delivering a copy of the revocation instrument to the proxy, and to the company.

(5) The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of—

(a) the date stated in the revocation instrument, if any; or

(b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).

(6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to—

(a) the shareholder; or

(b) the proxy or proxies, if the shareholder has—

(i) directed the company to do so, in writing; and

(ii) paid any reasonable fee charged by the company for doing so.

(7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.

(8) If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy—

(a) the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;

(b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must—

(i) bear a reasonably prominent summary of the rights established by this section;

(ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and

(iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;

(c) the company must not require that the proxy appointment be made irrevocable; and

(d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).

(9) Subsection (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder.