



Bridge City Management Association (RF) NPC (“BCMA”)

Registration No. 2007/027692/08

Minutes of the Bridge City AGM held via Microsoft Teams Meeting on 31 August 2021 at 10h00

Directors:

Name	Initial	Representing	Present	Apologies
Simphiwe Maphumulo	SMap	Garlicke & Bousfield	In attendance	
Mtura Matshini	MM	Tongaat Hulett Properties (THP)		Apologies
Karen Petersen	KP	Tongaat Hulett Properties (THP)		Apologies
Bongi Gcaba	BG	KZN Department of Health	In attendance	
Dr. Jimmy Mthethwa	MT	KZN Department of Health	In attendance	
Sipho Evans	SE	Capital Land	In attendance	
Kevin Matthews	KM	Mpact	In attendance	
Siyabonga Hlengwa	SH	Hlengwa/Zulu Investments		Apologies

By Invitation:

Name	Initial	Representing	Present	Apologies
Yusuf Khan	YK	Imbali Props	In attendance	
Nafisa Tootla	NT	Imbali Props	In attendance	
Brian Wright	BW	Bridge City MA	In attendance	
Maxine Schilz	MS	Bridge City MA	In attendance	
Joanne Barnard	JB	Bridge City MA	In attendance	
Nwabisa Mkhize	NM	Bridge City MA	In attendance	
Hloniphani Mpanza	HM	Bridge City MA	In attendance	
Cherrie Francis	CF	Bridge City MA	In attendance	
Fabian Naidoo	FN	Stuart Edwards & Company	In attendance	

AGM 1/21	Welcome and Introductions	Action
	The Chair welcomed all to the Annual General Meeting of Members of the Bridge City Management Association (BCMA) (RF) NPC.	
AGM 2/21	Apologies	
	Apologies were recorded as listed above.	
AGM 3/21	Quorum	
	Attendees confirmed having received due notice of the meeting.	
	The meeting noted that quorum required for the Annual General Meeting was 15% of voting rights entitled to vote, personally present, or by its duly authorised representative subject to a minimum of 3 members with 1 member from the Developer during the Development period. With these members being present and notice being properly given, the Chair declared the meeting duly constituted.	

AGM 4/21	Introductions of the Board and the Management Team	
	<p>The Chair introduced the meeting to the Directors and Management Team:</p> <ul style="list-style-type: none"> • Simphiwe Marcus Maphumulo Garlicke & Bousfield • Mbongiseni Godswill Gcaba KZN Department of Health • Dr Jimmy Mthethwa KZN Department of Health • Siyabonga Desmond Hlengwa Hlengwa/Zulu Investments • Mtura Matshini Tongaat Hulett Properties • Karen Petersen Tongaat Hulett Properties • Siphos Evans Capital Land • Kevin Matthews Mpact <p>The Chair further introduced Brian Wright, Nwabisa Mkhize, Maxine Schilz, Hloniphani Mpanza, Joanne Barnard and Cherrie Francis of the BCMA's Management Team, noting that Fabian Naidoo was in attendance as a representative of the Auditors, Stuart Edwards & Co.</p>	
AGM 5/21	To adopt the Minutes of the Annual General Meeting held on 20 August 2020	
	<p>The Minutes of the Annual General Meeting held on <u>20 August 2020</u> had been circulated to attendees before the meeting. It was noted that there were no changes to the minutes and were subsequently <u>proposed by Siphos Evans (SE) and seconded by Bongsi Gcaba (BG). The minutes were therefore approved and adopted.</u></p>	
AGM 6/21	Matters Arising from Previous Minutes	
	<p>The meeting noted the Action Log as circulated ahead of the meeting. All actions are taken as completed or appeared elsewhere on the agenda.</p>	
AGM 7/21	Chairman's Report to Be Presented	
	<p>The meeting noted the Chairman's Report, as circulated ahead of the meeting, which was taken as read and by exception.</p>	
AGM 8/21	Resolution 1 – To receive and adopt the annual financial statements for the year ended <u>28 February 2021</u>, which incorporates the Chairman's report to members, and the report of the independent auditors.	
	<p>The meeting noted that the Annual Financial Statements were approved by the Board ahead of the AGM. Fabian Naidoo (FN) from Stuart Edwards & Co invited comments on the AFS of which there were none, therefore the Chair called for a proposer and seconder for the AFS to be approved and adopted.</p> <p><u>As proposed by BG and seconded by SE, the motion was put to the meeting and unanimously carried.</u></p>	
AGM 9/21	Resolution 2: To re-appoint Stuart Edwards & Co as the auditors of the Company.	
	<p>The meeting noted that according to Section 139 (2) of the Companies Act 2013, all listed companies and certain categories of unlisted companies were required to mandatorily rotate their auditors. The Chair, however explained that mandatory partner rotation requirements had been extended to 1 April 2023 due to COVID-19 and as such Stuart Edwards & Company was retained as the signing partner for the 2021 financial year.</p>	

	With the above being taken into account, the Chair proposed the re-appointment of Stuart Edwards & Co as the auditors of the Company, motion was put to the meeting and <u>was unanimously carried.</u>	
AGM 10/21	Resolution 3: To elect directors for the ensuing year	
	<p>The Chair explained that the Directors would retire at this Annual General Meeting. It was noted that the Tongaat Hulett Properties (THP) appointed Directors are automatically re-elected: Mtura Matshini (MM), Karen Petersen (KP) and Simphiwe Marcus Maphumulo (SMap) were directors re-appointed by virtue of their role.</p> <p>In addition, the following non-THP directors were available for re-election:</p> <ul style="list-style-type: none"> • Mbongiseni Godswill Gcaba - KZN Department of Health • Dr. Jimmy Mthethwa - KZN Department of Health • Siphos Evans - Capital Land • Kevin Matthews - Mpact <p>The meeting noted the Companies Act of 2008 required that Directors be individually elected, and as such he called for nominations of directors:</p> <ul style="list-style-type: none"> • Mtura Matshini – nominated by Tongaat Hulett Properties, seconded by Simphiwe Maphumulo. • Simphiwe Maphumulo – nominated by Tongaat Hulett Properties, seconded by Siphos Evans. • Karen Petersen – nominated by Tongaat Hulett Properties, seconded by Kevin Matthews. • Bongis Gcaba – nominated by Simphiwe Maphumulo and seconded by Siphos Evans. • Siphos Evans – nominated by Simphiwe Maphumulo and seconded by Kevin Matthews. • Kevin Matthews – nominated by Simphiwe Maphumulo and seconded by Siphos Evans. • Dr. Jimmy Mthethwa – nominated by Simphiwe Maphumulo and seconded by Bongis Gcaba. <p>There were no objections to the nominations, the Chair moved that the nominees be elected to the Board until the next Annual General Meeting. <u>The motion was unanimously carried.</u></p> <p><i>Post meeting note: Siphos Evans subsequently advised the Management Team that he had resigned from Capital Land and as such would not be available to stand as a director on the BCMA Board.</i></p>	CF
AGM 11/21	General	
	None.	
AGM 12/21	Meeting Closure	
	There being no further business the Chair thanked the members for their attendance and gave special thanks to the UrbanMGT team for their efforts especially through the civil unrest and throughout the COVID-19 lockdown. The meeting was declared closed at 10h30.	

Read and confirmed this 13 day of October 2021.



Chair