"F"

LA BELLA VITA WINE ESTATE PROPERTY OWNERS' ASSOCIATION

Constituted in terms of section 29 of the Land Use Planning Ordinance, No. 15 of 1985

("**Association**")

NOTICE OF SPECIAL GENERAL MEETING OF THE MEMBERS

NOTICE IS HEREBY GIVEN to the members of the Association that a special general meeting of the Association shall take place at the Entrance Security Office of La Bella Vita Wine Estate on Friday 17th February 2022 at 15**H00** to consider, and if deemed fit, approve the matters set out hereunder.

ATTENDANCE VIA ELECTRONIC COMMUNICATION: Microsoft Teams / Zoom video conferencing facilities are available for members who wish to attend the meeting virtually. The Microsoft Teams / Zoom video link will be made available to members on request by email to ghindle@nuworld.co.za.

PURPOSE OF MEETING

The purpose of the special general meeting is to transact the business as set out in the Agenda annexed as **Annexure A** hereto.

PROXIES

1. Members entitled to attend and vote at the special general meeting may appoint a proxy to attend, speak and, vote at the meeting in their stead. A proxy need not be a member of the Association.
2. A form of proxy, which sets out the relevant instructions for its completion, is enclosed with this Notice for the use by any member who wishes to be represented by proxy at the meeting.
3. The proxy forms, duly completed and signed, must be deposited at the office of the Association at any time before the time appointed for the commencement of the meeting.
4. If the member is a company, the proxy may be signed by the chairperson of the board of directors of that company or by its secretary. If the member is an association of persons, the proxy may be signed by the secretary thereof.

ATTENDANCE AND QUORUM

In terms of clause 18 of the constitution of the Association, a special general meeting of the members may not begin, and no business may be transacted thereat, unless (i) members representing at least 50% of the total votes of all members of the Association entitled to vote are present at the meeting, in person or by proxy, and (ii) not less than 3 members are personally present at the meeting.

RESOLUTIONS AND VOTING

1. All resolutions tabled at the special general meeting may be passed with or without modification.

2. Each member present at the meeting, in person or proxy, is entitled to exercise **one vote** for each Unit Erf registered in its name. If an Erf Unit is registered in the name of more than one person, then all such co-owners shall jointly have one **vote**.
3. Resolutions put to the vote at the meeting shall be decided on a **show of hands**, unless a poll is demanded by any member entitled to vote at the meeting.
4. Every resolution, and every amendment of a resolution, proposed for adoption by the meeting shall be **seconded** at the meeting. If not so seconded, the resolution shall be deemed not to have been proposed.
5. An ordinary resolution of the members shall be carried on a simple majority of all the votes cast thereon, and an abstention shall not be counted as a vote for or against the resolution in question. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a casting vote in addition to his or her deliberative vote.
6. A special resolution of the members shall be passed on the affirmative vote of not less than three fourths of the total members present, in person or by proxy, at the quorate meeting.

ANNEXURES TO THIS NOTICE

Annexure A: Agenda

Annexure B: Loan Agreement – sent out with SGM Notice 27th January 2023

Annexure C: Form of Proxy

BY ORDER OF:

____

Full name: G R HINDLE

Date: 31ST JANUARY 2023

"F"

ANNEXURE A

AGENDA

Constitution of Meeting

1. Welcome
2. Attendances, Proxies and Apologies
3. Quorum
4. Meeting Duly Constituted

Resolutions

Special Resolution 1

RESOLVED THAT all defects, if any, in the giving of notice and/or the convening the Special General Meeting of the Association be and are hereby ratified.

The reason for Special Resolution 1 is to ratify any defects pertaining to the calling of this Special General Meeting by the members of the Association, instead of the Trustee Committee.

Special Resolution 2

RESOLVED THAT the Association shall acquire for nominal value and take transfer of Portions 60, 61 and 63 of Farm Simonsvlei No. 791, Paarl Division, Western Cape Province, from Fundeals Sixteen (Pty) Ltd (in liquidation).

The reason for Special Resolution 2 is to authorise the acquisition by the Association of the private open spaces of La Bella Vita Wine Estate from the former developer of the Estate.

Special Resolution 3

RESOLVED THAT the Association may enter into and implement a loan agreement with Andre van der Westhuizen (or his duly appointed nominee), on the terms set out in the draft loan agreement circulated to members as Annexure B to the Notice convening the Special General Meeting, in terms whereof Andre van der Westhuizen or his nominee advances a loan to the Association for purposes of funding the following costs on behalf of the Association:

(a) the costs of reinstating the registration of Fundeals Sixteen (Pty) Ltd;

(b) the transfer costs necessary to procure the registration of Portions 60, 61 and 63 of Farm Simonsvlei No. 791 ("the common properties"), into the name of the Association;

(c) the legal costs associated with the advice given and services rendered by Bowmans Attorneys to the liquidators of Fundeals Sixteen (Pty) Ltd concerning the reinstatement of Fundeals Sixteen (Pty) Ltd and the transfer of the common properties;

(d) the legal costs associated with the advice given and services to be rendered to Andre van der Westhuizen by Hayes Incorporated with regard to the reinstatement of Fundeals Sixteen (Pty) Ltd, the preparation of the loan agreement between the Association and Andre van der Westhuizen (or his nominee) and the transfer of the common property.

The reason for Special Resolution 3 is to authorise the conclusion of a loan agreement between the Association and Andre van der Westhuizen (or his nominee) for purposes of funding the costs necessary to facilitate the Association's acquisition of the private open spaces of La Bella Vita Wine Estate, including the reinstatement of Fundeals Sixteen (Pty) Ltd, which was deregistered by the Companies and Intellectual Property Commission, and the legal costs incurred by the liquidators of Fundeals Sixteen (Pty) Ltd in relation thereto.

Special Resolution 4

RESOLVED THAT the Trustee Committee of the Association is authorised and directed to raise a special levy on the members of the Association in an amount sufficient to fund the repayment by the Association of the loan advanced by Andre van der Westhuizen (or his nominee) in accordance with the terms of the loan agreement referred to in Special Resolution 3.

The reason for Special Resolution 4 is to authorise the imposition of a special levy for the purposes of funding the Association's repayment of the loan advanced to the Association by Andre van der Westhuizen (or his nominee).

Ordinary Resolution 1

RESOLVED THAT Mark Sonik be and is hereby authorised to sign all transfer documents on behalf of the Association and to do all such things as may be necessary or requisite to give effect to the transfer of Portions 60, 61 and 63 of Farm Simonsvlei No. 791 to the Association, and all such acts taken by Mark Sonik for this purpose be and are hereby approved and ratified.

The reason for Ordinary Resolution 1 is to appoint Mark Sonik as the authorised signatory of the Association for purposes of executing the transfer documents required to effect the transfer of the private open spaces of La Bella Vita Wine Estate to the Association.

Ordinary Resolution 2

RESOLVED THAT Mark Sonik be and is hereby authorised to sign the loan agreement between the Association and Andre van der Westhuizen (or his nominee) referred to in Special Resolution 3, on behalf of the Association and to do all such things as may be necessary or requisite to give effect to and implement the said loan agreement, and all such acts taken by Mark Sonik for this purpose be and are hereby approved and ratified.

The reason for Ordinary Resolution 2 is to appoint Mark Sonik as the authorised signatory of the Association for purposes of executing and implementing the loan agreement between the Association and Andre van der Westhuizen (or his nominee).

Matters Arising

5. Matters arising
6. Close Meeting

"F"

ANNEXURE C

FORM OF PROXY

To be completed by the members of

LA BELLA VITA WINE ESTATE PROPERTY OWNERS' ASSOCIATION

("**Association**")

I/We ______________________________

(*Insert name in block capitals*)

of

(*insert address in block capitals*)

____

being the registered owner of Erf / Erven Unit/s ______________________________________ (*insert description of Erf Units)* in La Bella Vita Wine Estate and accordingly entitled to ________________ vote(s) at any general meeting of the members of the Association, hereby appoint

Full name of proxy: ____

Identity number of proxy: ____

as my/our proxy to vote for me/us on my/our behalf at the Special General Meeting of members of the Association to be held on _______________________ **2023** at ____**h00**, in respect of the following resolutions, with or without modification:

	Vote in favour of	Vote against	Abstain
SPECIAL RESOLUTION 1 All defects (if any) in the notice convening the Special General Meeting are ratified.			
SPECIAL RESOLUTION 2 The approval of the acquisition by the Association of Portions 60, 61 and 63 of Farm Simonslvei No. 791, Paarl, from Fundeals Sixteen (Pty) Ltd (in liquidation) at nominal value.			

"F"

	Vote in favour of	Vote against	Abstain
SPECIAL RESOLUTION 3 The Association is authorised to enter into a loan agreement with its member, Andre van der Westhuizen (or his nominee), for purposes of financing various costs relating to the transfer of Portions 60, 61 and 63 of Farm Simonslvei No. 791 to the Association.			
SPECIAL RESOLUTION 4 The Trustee Committee of the Association is authorised and directed to raise a special levy on members of the Association for the purpose of funding the repayment of the loan referred to in Special Resolution 3			
ORDINARY RESOLUTION 1 Mark Sonik be and is authorised to sign all transfer documents on behalf of the Association to give effect to the transfer of Portions 60, 61 and 63 of Farm Simonslvei No. 791 to the Association.			
ORDINARY RESOLUTION 2 Mark Sonik be and is authorised to sign the loan agreement referred to in Special Resolution 3 on behalf of the Association.			

(Place X in appropriate boxes)

My/our proxy has been instructed to vote in accordance with my / our wishes as indicated by the placing of a cross in the appropriate space above. Unless so instructed, my / our proxy may vote as he/she thinks fit.

Signed at ____________________________ this _______ day of __________________ 202___.

____

Signature/s of Member/s

E-mail address : ....

Telephone: ....

"F"

Notes to the form of proxy

- A Member entitled to attend and vote at the special general meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Association.

- All proxy forms or other instruments of authority must be deposited with the Association at ________________________________ before the time appointed for the commencement of the meeting.

NOTICE OF SGM - GIVEN 21/12/22 (>30 DAYS NOTICE PERIOD)
MIKE MOREY - INVITED AS OBSERVER/SCRUTENEER "F"

LA BELLA VITA WINE ESTATE PROPERTY OWNERS' ASSOCIATION

Constituted in terms of section 29 of the Land Use Planning Ordinance, No. 15 of 1985

("**Association**")

NOTICE OF SPECIAL GENERAL MEETING OF THE MEMBERS

NOTICE IS HEREBY GIVEN to the members of the Association that a special general meeting of the Association shall take place at the Entrance Security Office of La Bella Vita Wine Estate on Friday 27th January 2022 at **15H00** to consider, and if deemed fit, approve the matters set out hereunder.

ATTENDANCE VIA ELECTRONIC COMMUNICATION: Microsoft Teams / Zoom video conferencing facilities are available for members who wish to attend the meeting virtually. The Microsoft Teams / Zoom video link will be made available to members on request by email to ghindle@nuworld.co.za.

PURPOSE OF MEETING

The purpose of the special general meeting is to transact the business as set out in the Agenda annexed as **Annexure A** hereto.

PROXIES

1. Members entitled to attend and vote at the special general meeting may appoint a proxy to attend, speak and, vote at the meeting in their stead. A proxy need not be a member of the Association.
2. A form of proxy, which sets out the relevant instructions for its completion, is enclosed with this Notice for the use by any member who wishes to be represented by proxy at the meeting.
3. The proxy forms, duly completed and signed, must be deposited at the office of the Association at any time before the time appointed for the commencement of the meeting.
4. If the member is a company, the proxy may be signed by the chairperson of the board of directors of that company or by its secretary. If the member is an association of persons, the proxy may be signed by the secretary thereof.

ATTENDANCE AND QUORUM

In terms of clause 18 of the constitution of the Association, a special general meeting of the members may not begin, and no business may be transacted thereat, unless (i) members representing at least 50% of the total votes of all members of the Association entitled to vote are present at the meeting, in person or by proxy, and (ii) not less than 3 members are personally present at the meeting.

RESOLUTIONS AND VOTING

1. All resolutions tabled at the special general meeting may be passed with or without modification.

"F"

2. Each member present at the meeting, in person or proxy, is entitled to exercise **one vote** for each Unit Erf registered in its name. If an Erf Unit is registered in the name of more than one person, then all such co-owners shall jointly have one **vote**.
3. Resolutions put to the vote at the meeting shall be decided on a **show of hands**, unless a poll is demanded by any member entitled to vote at the meeting.
4. Every resolution, and every amendment of a resolution, proposed for adoption by the meeting shall be **seconded** at the meeting. If not so seconded, the resolution shall be deemed not to have been proposed.
5. An ordinary resolution of the members shall be carried on a simple majority of all the votes cast thereon, and an abstention shall not be counted as a vote for or against the resolution in question. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a casting vote in addition to his or her deliberative vote.
6. A special resolution of the members shall be passed on the affirmative vote of not less than three fourths of the total members present, in person or by proxy, at the quorate meeting. 75%.

ANNEXURES TO THIS NOTICE

Annexure A: Agenda

Annexure B: Loan Agreement

Annexure C: Form of Proxy

BY ORDER OF:

____

Full name: G R HINDLE

Date: 21ST DECEMBER 2022

"F"

ANNEXURE A

MIKE MORRI (PM) – OBSERVER/SCRUTINEER

AGENDA

Constitution of Meeting

1. Welcome NOTICE OF SGM GIVEN 2/12/22 (>30 DAYS REQUIRED NOTICE PERIOD)
2. Attendances, Proxies and Apologies
3. Quorum
4. Meeting Duly Constituted

Resolutions → ANYBODY LIKE TO ADDRESS MEETING BEFORE VOTE.

Special Resolution 1

RESOLVED THAT all defects, if any, in the giving of notice and/or the convening the Special General Meeting of the Association be and are hereby ratified.

The reason for Special Resolution 1 is to ratify any defects pertaining to the calling of this Special General Meeting by the members of the Association, instead of the Trustee Committee.

Special Resolution 2

RESOLVED THAT the Association shall acquire for nominal value and take transfer of Portions 60, 61 and 62 of Farm Simonsvlei No. 791, Paarl Division, Western Cape Province, from Fundeals Sixteen (Pty) Ltd (in liquidation).

The reason for Special Resolution 2 is to authorise the acquisition by the Association of the private open spaces of La Bella Vita Wine Estate from the former developer of the Estate.

Special Resolution 3

RESOLVED THAT the Association may enter into and implement a loan agreement with Andre van der Westhuizen (or his duly appointed nominee), on the terms set out in the draft loan agreement circulated to members as Annexure B to the Notice convening the Special General Meeting, in terms whereof Andre van der Westhuizen or his nominee advances a loan to the Association for purposes of funding the following costs on behalf of the Association:

(a) the costs of reinstating the registration of Fundeals Sixteen (Pty) Ltd;
(b) the transfer costs necessary to procure the registration of Portions 60, 61 and 62 of Farm Simonsvlei No. 791 ("the common properties"), into the name of the Association;
(c) the legal costs associated with the advice given and services rendered by Bowmans Attorneys to the liquidators of Fundeals Sixteen (Pty) Ltd concerning the reinstatement of Fundeals Sixteen (Pty) Ltd and the transfer of the common properties;
(d) the legal costs associated with the advice given and services to be rendered to Andre van der Westhuizen by Hayes Incorporated with regard to the reinstatement of Fundeals Sixteen (Pty) Ltd, the preparation of the loan agreement between the Association and Andre van der Westhuizen (or his nominee) and the transfer of the common property.

The reason for Special Resolution 3 is to authorise the conclusion of a loan agreement between the Association and Andre van der Westhuizen (or his nominee) for purposes of funding the costs necessary to facilitate the Association's acquisition of the private open spaces of La Bella Vita Wine Estate, including the reinstatement of Fundeals Sixteen (Pty) Ltd, which was deregistered by the Companies and Intellectual Property Commission, and the legal costs incurred by the liquidators of Fundeals Sixteen (Pty) Ltd in relation thereto.

Special Resolution 4

RESOLVED THAT the Trustee Committee of the Association is authorised and directed to raise a special levy on the members of the Association in an amount sufficient to fund the repayment by the Association of the loan advanced by Andre van der Westhuizen (or his nominee) in accordance with the terms of the loan agreement referred to in Special Resolution 3.

The reason for Special Resolution 4 is to authorise the imposition of a special levy for the purposes of funding the Association's repayment of the loan advanced to the Association by Andre van der Westhuizen (or his nominee).

Ordinary Resolution 1

RESOLVED THAT Mark Sonik be and is hereby authorised to sign all transfer documents on behalf of the Association and to do all such things as may be necessary or requisite to give effect to the transfer of Portions 60, 61 and 63 of Farm Simonsvlei No. 791 to the Association, and all such acts taken by Mark Sonik for this purpose be and are hereby approved and ratified.

The reason for Ordinary Resolution 1 is to appoint Mark Sonik as the authorised signatory of the Association for purposes of executing the transfer documents required to effect the transfer of the private open spaces of La Bella Vita Wine Estate to the Association.

Ordinary Resolution 2

RESOLVED THAT Mark Sonik be and is hereby authorised to sign the loan agreement between the Association and Andre van der Westhuizen (or his nominee) referred to in Special Resolution 3, on behalf of the Association and to do all such things as may be necessary or requisite to give effect to and implement the said loan agreement, and all such acts taken by Mark Sonik for this purpose be and are hereby approved and ratified.

The reason for Ordinary Resolution 2 is to appoint Mark Sonik as the authorised signatory of the Association for purposes of executing and implementing the loan agreement between the Association and Andre van der Westhuizen (or his nominee).

Matters Arising

5. Matters arising
6. Close Meeting

"F"

ANNEXURE B

LOAN AGREEMENT

"F"

ANNEXURE C

FORM OF PROXY

To be completed by the members of

LA BELLA VITA WINE ESTATE PROPERTY OWNERS' ASSOCIATION

("**Association**")

I/We ___________________________

(*Insert name in block capitals*)

of

(*insert address in block capitals*)

____

being the registered owner of Erf / Erven Unit/s ______________________________ (*insert description of Erf Units)* in La Bella Vita Wine Estate and accordingly entitled to ______________ vote(s) at any general meeting of the members of the Association, hereby appoint

Full name of proxy: ____

Identity number of proxy: ____

as my/our proxy to vote for me/us on my/our behalf at the Special General Meeting of members of the Association to be held on ______________________ **2022** at ____**h00**, in respect of the following resolutions, with or without modification:

	Vote in favour of	Vote against	Abstain
SPECIAL RESOLUTION 1 All defects (if any) in the notice convening the Special General Meeting are ratified.			
SPECIAL RESOLUTION 2 The approval of the acquisition by the Association of Portions 60, 61 and 63 of Farm Simonslvei No. 791, Paarl, from Fundeals Sixteen (Pty) Ltd (in liquidation) at nominal value.			

“F”

	Vote in favour of	Vote against	Abstain
SPECIAL RESOLUTION 3 The Association is authorised to enter into a loan agreement with its member, Andre van der Westhuizen (or his nominee), for purposes of financing various costs relating to the transfer of Portions 60, 61 and 63 of Farm Simonslvei No. 791 to the Association.			
SPECIAL RESOLUTION 4 The Trustee Committee of the Association is authorised and directed to raise a special levy on members of the Association for the purpose of funding the repayment of the loan referred to in Special Resolution 3			
ORDINARY RESOLUTION 1 Mark Sonik be and is authorised to sign all transfer documents on behalf of the Association to give effect to the transfer of Portions 60, 61 and 63 of Farm Simonslvei No. 791 to the Association.			
ORDINARY RESOLUTION 2 Mark Sonik be and is authorised to sign the loan agreement referred to in Special Resolution 3 on behalf of the Association.			

(Place X in appropriate boxes)

My/our proxy has been instructed to vote in accordance with my / our wishes as indicated by the placing of a cross in the appropriate space above. Unless so instructed, my / our proxy may vote as he/she thinks fit.

Signed at _________________________ this _______ day of _________________ 202___.

____

Signature/s of Member/s

E-mail address : ………………………………

Telephone: …………………………

Notes to the form of proxy

- A Member entitled to attend and vote at the special general meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Association.

- All proxy forms or other instruments of authority must be deposited with the Association at ______________________________ before the time appointed for the commencement of the meeting.

Subject: RE: REQUISITION OF A SPECIAL GENERAL MEETING - LBV POA
Date: Wednesday, 25 January 2023 at 08:51:45 South Africa Standard Time
From: Samantha Frost
To: Graham Hindle, Guy Doug, peter@aldera.co.za
CC: Riaan Meintjes, Annelize van der Merwe
Attachments: image003.png, image004.png, image005.png

Dear Graham

We note that there seems to be a patent error in the notice of the SGM of members of LBV.

In terms of the notice, the proposed special resolutions numbered 2 and 3(a) refer to portions 60, 61 and 62, rather than the common properties of LBV being portions 60, 61 and 63.

Please inform members of LBV accordingly.

Kind regards

Samantha Frost
Senior Associate

HAYES INCORPORATED EST 2005

T: +27 21 461 0123
F: +27 21 461 0128
W: www.themislawchambers.co.za

Unit 1, Roeland Square
Corner of Roeland Street and Drury Lane
Cape Town, 8001

From: Graham Hindle <ghindle@nuworld.co.za>
Sent: 2023/01/24 10:32
To: Samantha Frost <samantha@themis.co.za>; Guy Doug <guyddoug@gmail.com>; peter@aldera.co.za
Cc: Riaan Meintjes <riaan@themis.co.za>; Annelize van der Merwe <annelize@themis.co.za>
Subject: Re: REQUISITION OF A SPECIAL GENERAL MEETING - LBV POA

Dear Samantha
Receipt acknowledged.
Regards Graham

From: Samantha Frost <samantha@themis.co.za>
Date: Tuesday, 24 January 2023 at 10:29
To: Graham Hindle <ghindle@nuworld.co.za>, Guy Doug <guyddoug@gmail.com>, "peter@aldera.co.za" <peter@aldera.co.za>
Cc: Riaan Meintjes <riaan@themis.co.za>, Annelize van der Merwe <annelize@themis.co.za>
Subject: RE: REQUISITION OF A SPECIAL GENERAL MEETING - LBV POA