

# WATERKLOOF VILLAGE

HOME OWNERS ASSOCIATION  
Non Profit Company



HUISEIENAARSVERENIGING  
Maatskappy Sonder Winsbejag

## FORM OF PROXY for use by registered Members at the 2024 Annual General Meeting to be held on 14 August 2024

I/We \_\_\_\_\_

being the registered owner/(s) of Villa no. \_\_\_\_\_

Cell phone no.: \_\_\_\_\_ E-mail address: \_\_\_\_\_

being a Member of the Company, do hereby appoint:

1. \_\_\_\_\_ or failing him/her;

2. \_\_\_\_\_ or failing him/her;

3. The Chairperson of the annual general meeting,

as my/our proxy to vote and speak for me/us on my/our behalf at the 2024 Annual General Meeting of the Company, to be held on the above mentioned date and at any adjournment thereof for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, at each adjournment thereof and to vote on the **under mentioned resolutions in accordance with the undermentioned instructions:**

	In favour	Against	Abstain
<b>Ordinary Resolution 1</b> Approval of the Minutes of the 2023 AGM held on 31 August 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 2</b> Approval of the Minutes of the Extraordinary General Meeting held on 22 November 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 3</b> Appointment of External Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 4</b> Approval of the amended Waterkloof Village HOA House Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 5</b> Approval of the amended Waterkloof Village HOA Conduct Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Ordinary Resolution 6**

Approval of the amended Waterkloof Village HOA Rules and Guidelines for Home Maintenance, Redevelopment and Landscaping (Aesthetic Rules)



**Ordinary Resolution 4**

Election of Directors (by ballot)  
Nominations only close on Monday 12 August 2024 at 15H00.

Signed at \_\_\_\_\_ the \_\_\_\_\_ (date)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Assisted by (where applicable)

Kindly refer to the AGM NOTICE with **Important Additional Information** for notes pertaining to the proxy process. Member’s attention is also drawn to the extract from section 58 of the Companies Act, 2008 set out below on page 3.

**NB! Kindly note the Resolution Form that needs to be completed if the Member is a Company, Close Corporation or Trust and the separate Consent Form in the case of joint ownership of a Villa which are available on the 2024 AGM website.**

Although the Companies Act, 2008 (see extract below) allows a Member to submit a Proxy Form to the Company until the commencement of the Annual General Meeting, Members are kindly requested to forward proxy forms (and the supporting documents attached thereto) to reach the Estate Manager at [vernon@realgreen.co.za](mailto:vernon@realgreen.co.za), preferably by no later than **15h00 on 12 August 2024** to enable the vetting and recording

**Extract from the Companies Act, 2008:**

**“58. Shareholder right to be represented by proxy**

- (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.
- (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, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
  - (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.”