



The Oranjezicht City Farm NPC

DRAFT MINUTES OF THE **ANNUAL GENERAL MEETING** HELD AT ST CYPRIANS, GORGE ROAD, ORANJEZICHT, ON 17 JUNE 2015 AT 18H00.

DIRECTORS: MS S M Ozinsky (Chairperson)
MR K M Ackermann
MS T L Miglietta
MR M R Gad

SECRETARY: MR M R Gad

AGENDA:

1. Welcome
2. Annual Report
3. Chairperson's Report
4. Presentation of audited financials
5. Review of membership criteria, obligations & rights
6. Nominations and elections for Selection Committee
7. Nominations and election of directors
8. Voting on resolutions & announcement of results
9. Appointment of auditors
10. Guest Speaker, Patricia Davison
11. Questions and Closing

1. **Welcome**

Ms Sheryl Ozinsky (Chairman) opened the meeting at 18:20pm by welcoming all present.

Mr Mario Graziani's (Voting Member) apology and representation by Tania was noted.

Mr Gad was noted as the Company Secretary

2. The **Annual Report** was presented by Mr Ackermann
3. The **Chairperson's Report** was presented by Ms Ozinsky
4. **Presentation of audited financials**

Ms Miglietta presented the financial position of the Oranjezicht City Farm NPC for the financial year ended 28th February 2015.

Ms Miglietta highlighted the source of funding for the OZCF NPC and acknowledged the kindness of donors for funds and effort received to date.

Ms Miglietta presented a breakdown of spend for the OZCF NPC

Concern was expressed about the expense of the audit. Ms Miglietta and Mr Gad attributed this to the fact that this was the first audit of the OZCF NPC and that subsequent audits should be more reasonable.

5. **Review of membership criteria, obligations & rights** was presented by Mr Ackermann

6. **Nominations and elections for Selection Committee**

Mr Gad explained the purpose and function of the selection committee. He pointed out that 2 voting members (non directors) were needed to serve alongside the executive committee (consisting of the 4 incorporating directors). He then called for nominations for 2 voting members.

Ms Ozinsky nominated Ms Patricia Davison and Mr Laurie Fitzmaurice

Mr Gad called for objections. None were noted.

Mr Gad formally constituted the selection committee

7. **Nominations and election of directors**

Mr Gad noted the following:

- 8 directors were to be nominated and elected
- The incorporating directors being Ms SM Ozinsky, Mr KM Ackermann, Ms TL Miglietta and Mr MR Gad resigned and made themselves available for re-election

Mr Gad then called for nominations

The following people nominated themselves

- Ms Sheryl Ozinsky
- Mr Kurt Ackermann
- Ms Tania Miglietta
- Mr Miles Gad
- Ms Jo Fitzmaurice
- Ms Colleen Kirk-Cohen
- Ms Sera Herbst

Ms Ozinsky nominated Mr Ben Strauss

As there were 8 director positions available and 8 nominations, no vote was necessary.

Mr Gad called for objections. None were noted.

Mr Gad pointed out that the Effective Date of appointment would be on receipt of written consent to serve as a director and confirmation by selection committee of eligibility to serve as director.

8. Presentation and Voting on resolutions

The resolutions were taken as read.

8.1. Ordinary Resolution 1: PAYMENT OF REASONABLE REMUNERATION

Mr Gad presented the resolution and the rationale for the resolution, noting that the payment of remuneration was for operational roles fulfilled and not for governance roles as directors.

The rationales presented were as follows:

- Directors currently fulfil full or part time operational roles in the organisation
- Level of involvement for no compensation is not sustainable
- The operational roles are required by the organisation to continue functioning

Mr Gad called for objections. None were noted.

Mr Gad then called for a vote. 21 were for the resolution. None against.

8.2. Ordinary Resolution 2: TRANSFER OF THE WEEKLY MARKET AND RENTAL OF CERTAIN ASSETS TO THE SOUTH AFRICAN URBAN FOOD AND FARMING TRUST

Mr Gad presented the resolution and the rationale for the resolution

The rationales presented were as follows:

- Market has grown in scope beyond what was originally envisaged
- Bulk of effort currently focused on market, removing attention away from the farm
- Different risks attach to running a market i.t.o. legislation, permits and public liability insurance
- Market provides the opportunity to be a distribution point for many community based urban farms and local small scale farmers
- Level of administration significantly higher than for running the farm
- Turnover level will require VAT registration which adds significantly to admin burden
- OZCF is focused on one community, the Trust will be focused on many
- The Oranjezicht Farm requires renewed focus and identity

Mr Richard Charlton asked the following questions:

- Who owns the trust?
- Who are the trustees?
- Who are the beneficiaries?
- Who will ensure that the trust continues to support the farm?

Mr Gad's response was as follows:

- There is no ownership of a trust,
- the trustees are Ms Ozinsky, Mr Ackermann, Ms Miglietta and Mr Gad

- There are no beneficiaries at present
- The continued support of the farm would be negotiated as part of the transfer

Mr Gad pointed out that whilst the incorporating directors would be involved in the drafting the commercial terms relating to the transfer proposal; they would recuse themselves from voting on the proposal as they are also trustees of the Trust

Mr Steve Kirk-Cohen (a non-voting member, requesting permission from the chair which was duly granted) stated that OZCF shouldn't 'lose its market. He suggested that a temporary session of rights rather than out and out transfer of the market would be more appropriate.

Mr Brian Joffin stated that without the farm there would be no market

Mr Mark Stead queried whether the market would remain the OZCF Market? Or would it get another name?

Mr Kirk-Cohen stated that the Farm has the asset which it retains, and should stay with the farm

Mr Gad asked whether anyone was in favour of proceeding with the resolution.

None were in favour of proceeding with the resolution in its current form.

Mr Gad then asked for a show of hand for all in favour of withdrawing and redrafting the resolution. All were in favour.

Mr Gad withdrew the resolution

9. **Appointment of auditors**

Mr Gad proposed appointing Moore Stevens as the auditors for the coming year. Mr Brian Joffin seconded the proposal.

10. **Guest Speaker, Patricia Davison**

Ms Ozinsky introduced Patricia Davison and Ms Adrienne Folb as the authors of the book "*Oranjezicht: Recalling the past; cultivating the future*"

Ms Ozinsky expressed her appreciation for the time and effort that went into writing the book

Ms Davison presented a fascinating account of the history contained in the book.

11. **Questions and Closing**

Ms Ozinsky called for questions

Ms Rachel Harvey asked about employment contracts for staff in a non-profit company.

Ms Ozinsky replied that the process is underway to draft contracts and register all permanent staff for UIF, PAYE

Ms Harvey requested that directorship positions should include the full spectrum of SA demographics. She acknowledged that this would take time as the suburb of Oranjezicht was predominately white. Ms Ozinsky stated that this request would be reviewed by the board.

Ms Ozinsky expressed her thanks and closed the meeting.