penzance estate
special rating area • hout bay

NOMINATION FOR DIRECTORSHIP

Penzance CID NPC ANNUAL GENERAL MEETING to be held on 7 December 2023 at 19h00, Deus, Main road.

NOMINEE DETAIL

Name of Nominee:	
ID No.	
Erf Number(s)	
Registered property owner	

I, _____ hereby consent to the above nomination and confirm that I am prepared to act as a director of the _____ NPC and that I meet all the requirements as set out in the MOI governing persons who qualify to act in such a capacity (refer to the extract of the MOI per Annexure A: Requirements for Nomination of Directorship)

Nominee's Signature: _____ Date: _____

NOMINATOR DETAIL

Member's Name	
Address	
Erf Number	
Cell phone	
Home phone	
Email address	

Member's Signature: _____ Date: _____

NOTE:

1. A director is required to be a property owner. This may be a representative of a juristic person (attach representative documents).
2. The office of the Penzance CID NPC must receive nominations by no later than 28 November 2023.
3. This nomination will be valid at this Annual General Meeting and at any adjournment thereof.

4. The Board will keep your personal information confidential. Without written consent disclosure to third parties will be limited to Director procedure.

ANNEXURE A

REQUIREMENTS FOR NOMINATION OF DIRECTORSHIP

The following sections are extracted for ease of reference

Requirements for Directors ito section 12 of the MOI

12. Directors

The business of the Company shall be managed by the Board in accordance with the stated object/s of the Company and as envisaged in terms of section 66(1) of the Act. The Board may exercise all powers of the Company which are not excluded by law or this MOI. The Board must act solely in the interests of the Company at all times in the management of the Company and in the exercising of all powers of the Company.

12.1.4 No official of the City may be elected to serve as a director on the Board.

12.1.5 Every director must satisfy the qualification and eligibility requirements set out in section 69 of the Act to become or remain a director. In addition, directors may not be related persons (as defined in terms of section 2(1)) or be connected persons in relation to each other as contemplated in section 1 of the Income Tax Act.

12.1.6 Subject to 12.1.7, directors shall serve a term of 3 (three) years, commencing from the date of the AGM at which they are appointed.

12.1.7 As required by item 5(1)(b) of Schedule 1 to the Act, at least 1/3 (one third) of the directors shall resign every year at the AGM, but shall be eligible for re-election.

Eligibility requirements ito section 69 of the Companies Act

69. Ineligibility and disqualification of persons to be director or prescribed officer

(1) In this section, "director" includes an alternate director, and -
- (a) a prescribed officer; or
- (b) a person who is a member of a committee of a board of a company, or of the audit committee of a company, irrespective of whether or not the person is also a member of the company's board.

(2) A person who is ineligible or disqualified, as set out in this section, must not -
- (a) be appointed or elected as a director of a company, or consent to being appointed or elected as a director; or
- (b) act as a director of a company.

(3) A company must not knowingly permit an ineligible or disqualified person to serve or act as a director.

(4) A person who becomes ineligible or disqualified while serving as a director of a company ceases to be entitled to continue to act as a director immediately, subject to section 70(2).
[Subs. (4) substituted by s. 46 of Act 3/2011]

(5) A person who has been placed under probation by a court in terms of section 162, or in terms of section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984), must not serve as a director except to the extent permitted by the order of probation.

(6) In addition to the provisions of this section, the Memorandum of Incorporation of a company may impose -
- (a) additional grounds of ineligibility or disqualification of directors; or
- (b) minimum qualifications to be met by directors of that company.

(7) A person is ineligible to be a director of a company if the person -
- (a) is a juristic person;
- (b) is an unemancipated minor, or is under a similar legal disability; or
- (c) does not satisfy any qualification set out in the company's Memorandum of Incorporation.

(8) A person is disqualified to be a director of a company if -
- (a) a court has prohibited that person to be a director, or declared the person to be delinquent in terms of section 162, or in terms of section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984); or
- (b) subject to subsections (9) to (12), the person -
  - (i) is an unrehabilitated insolvent;
  - (ii) is prohibited in terms of any public regulation to be a director of the company;
  - (iii) has been removed from an office of trust, on the grounds of misconduct involving dishonesty; or
  - (iv) has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury or an offence-
    - (aa) involving fraud, misrepresentation or dishonesty;
    - (bb) in connection with the promotion, formation or management of a company, or in connection with any act contemplated in subsection (2) or (5); or
    - cc) under this Act, the Insolvency Act, 1936 (Act No. 24 of 1936), the Close Corporations Act, 1984, the Competition Act, the Financial Intelligence Centre Act, 2001 (Act No. 38 of 2001), the Securities

Services Act, 2004 (Act No. 36 of 2004), or Chapter 2 of the Prevention and Combating of Corruption Activities Act, 2004 (Act No. 12 of 2004).

ANNEXURE B

ROLE OF DIRECTORS

All directors serving on the CID Board must satisfy the qualification and eligibility requirements as set out in section 69 of the Companies Act. In addition, elected directors cannot be related persons or City officials. When persons are elected to serve as directors on the CID Board, each director must familiarise themselves with and sign the Code of Conduct for CID directors and the Protection of Personal Information Act (POPIA) Declaration. The role of a CID director is:

- To elect a chairperson, deputy chairperson and treasurer to serve until the next AGM at the first board meeting following the previous AGM;
- To be assigned a specific portfolio(s);
- To implement the approved CID business plan;
- To represent the interests of all property owners within the CID when taking decisions at Board level;
- Not to pursue personal interest through the CID structure or use the CID as leverage against the City;
- To direct the CID manager through constructive decision making at Board level;
- To have oversight over the CID manager and ensure that the appropriate channels are followed by the CID manager when engaging with the City;
- To respect the role of the Political Observer on the CID Board and not try to use the Observer as a means to intimidate / alienate City officials;
- To ensure that public funds paid to the CID are only used in pursuant of the CID business plan objectives;
- To procure goods and appoint staff and service providers through an open, transparent, fair and competitive process; (have own procurement policy)
- To avoid disclosing information discussed at Board level or information held by the CID to the public domain without prior approval from the Board;
- To disclose any conflict of interest or personal interests to the Chairperson before the start of any Board meeting or Committee Meeting;
  - When conflict of interest or personal interest is reported, the director must recuse himself/herself from the deliberation and decision making process.
- To accept that decisions taken at Board level are binding on all directors and could result in financial liability in case of fruitless and/or wasteful expenditure / irregular expenditure / unauthorised expenditure / outcome of a forensic audit / a court decision, except if the vote recorded at the meeting for a director(s) was not in support of the motion.