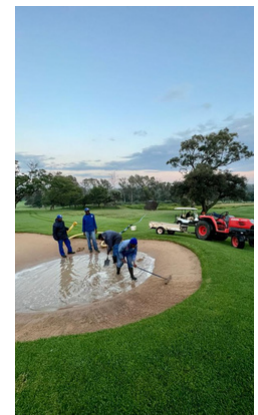
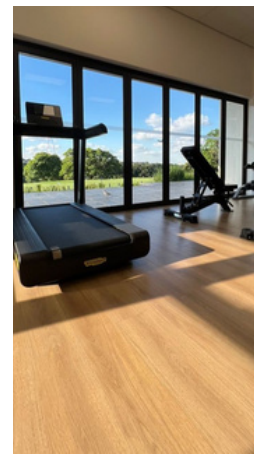


NOTICE OF THE

131st Annual General Meeting



1 September 2022

Dear Member

On behalf of the Board, please find below the notice of the 131st Annual General Meeting which will take place at the Club on Wednesday, 21 September 2022 at 18h00.

For catering purposes, we request all members who wish to attend the meeting to please RSVP by emailing: membership@royaljk.co.za by 16 September 2022. The Royal Review publication (annual report), will be distributed to the membership on 9 September 2022. Please note the Club's Constitution does not allow for any proxy votes.

What to expect?

1. The standard Annual General Meeting formalities, as per the requirements of the Club's Constitution (article 6).
2. Mr. Gordon Odgers will be standing down as Chairman at the 131st AGM. The Board will unanimously propose Mr. Chandru Wadhvani to be the successor. Mrs. Wendy Huddy will also be standing down as Vice Chairlady and the Board will unanimously propose Mr. Dean Harding as the successor. In addition, both Mr. Odgers & Mrs. Huddy have offered to continue their service to the Club as Board members and the Board will accordingly fill these roles for the ensuing year under article 7.1.2.

Mr. Oliver Addleson (Board member) will standing down due to other commitments.

The Board will propose two special resolutions:

3. With the evolution of the Club in mind, the Board will propose to change the name of the Club from Royal Johannesburg & Kensington Golf Club to Royal Johannesburg - (the name, together with a new logo, subject to the approval and all requirements pertaining to the Royal charter). In conjunction, the Board will propose to change the name of the West Course to the Kensington Course.
4. The Board will seek approval from the members to pursue the establishment of a joint venture with our property developers (Tricoltt) for the creation of a boutique lodge (including swimming pool) and a wedding chapel (function venue).

Please refer to the attached annexures for more information.

By order of the Board,



Christopher Bentley
Chief Executive Officer

11. To appoint the Capital Fund Committee for the ensuing year.
(Ordinary Resolution: Should any member wish to nominate a member to a position on the Capital Fund Committee, such nomination, in writing, properly seconded, should be lodged with the CEO no less than 10 days prior to the meeting)

12. Special Resolutions:

12.1 Special Resolution 1 – *Annexure A*

To authorise the Board to change the name of the Club from Royal Johannesburg & Kensington Golf Club to Royal Johannesburg - (the name, together with a new logo, subject to all requirements within our Royal charter). In conjunction to change the name of the West Course to the Kensington Course.

12.2 Special Resolution 2 – *Annexure B*

To authorise the Board to pursue the establishment of a joint venture with our property developers (Tricol) for the creation of a boutique lodge (including swimming pool) and a wedding chapel (function venue). Upon member approval, the Board will advance the discussions to establish an agreement and then revert back to the membership for final approval.

13. To consider any other business concerning the affairs of the Club, with the approval of the Chairman, Mr. Gordon Odgers.

This notice is issued in terms of the Constitution of the Club, adopted in October 2015 (updated, September 2021). This notice, as well as other key member information, has also been sent electronically and is available on the Club's website and notice boards. Should you wish to receive information electronically, please ensure the Club has your current and/or correct e-mail address.

We urge all voting members (Platinum and Gold Categories) to please confirm and attend the meeting. Should you have any questions, please do not hesitate to contact us.

By order of the Board,



Christopher J Bentley
Chief Executive Officer

Approved & Issued: 1 September 2022

CATEGORIES OF MEMBERS ENTITLED TO VOTE:

Platinum Members

- Life Members
- Honorary Life Members
- Honorary Members
- Rebated Senior Members

Gold Category Members

- Ordinary Members
- 6 Day Members
- 5 Day Members
- 5 Day AM Members
- Senior Interim Members
- Interim Members

6.4.3 Any members present in person and who are entitled to exercise voting rights must, on a show of hands or voting by way of secret ballot, have only one vote. In the case of a tied vote, the Chairperson will have a second casting vote.

6.4.4 All votes at a members meeting shall be taken by a show of hands unless a secret ballot is demanded by at least 10 members.

THE BOARD FOR 2022/23 (YEAR TWO)

7.1. The Board of the Club consists of the Chairman, Vice Chair, Club Captain, Treasurer, Chief Executive Officer, Lady Captain and up to 3 other persons elected by the Board at its discretion under article 7.1.2.

7.1.4 At each Annual General Meeting, those Board members excluding the CEO and the Board elected members (the rotating board members) who have served for 2 years on the Board shall retire; however every retiring board member shall be able to stand for re-election without having to be nominated under article 7.1.5 provided that no rotating Board member may be re-elected to the same office (as held under articles 7.1.1.1 to 7.1.1.6) unless re-elected by Special Resolution. Therefore, the Chairperson may not for example be re-elected as Chairperson without a Special Resolution but may be re-elected by Ordinary Resolution as Vice Chairperson (article 7.1.1.2), Treasurer (article 7.1.1.3), Club Captain (article 7.1.1.4), Lady Captain (article 7.2.1.5), or additional elected Board members (article 7.2.1.6).

Subject to the approval of the members regarding the change in Chairman and Vice Chair positions, the Board for the ensuing year will be:

Mr. Chandru Wadhvani	Chairman (subject to member approval)
Mr. Dean Harding	Vice Chairperson (subject to member approval)
Mr. Teran Peyper	Treasurer
Mr. Nick Watt - Pringle	Club Captain
Ms. Jane Goodwin	Lady Captain
Mr. Duke Moorosi	Board Member
Mrs. Wendy Huddy	Board Member (by Board election)
Mr. Gordon Odgers	Board Member (by Board election)

RETIRING BOARD MEMBERS:

Mr. Oliver Addleson	Board Member (No replacement required)
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Ay new nominations, must be duly proposed, seconded and endorsed by the nominee and submitted to the CEO at least 10 days prior to the 131st Annual General Meeting - please email ceo@royaljk.co.za

THE FOLLOWING CAPITAL FUND COMMITTEE MEMBERS ARE WILLING TO STAND FOR A FURTHER TERM IN THE FOLLOWING POSITIONS:

Mr. John Hare	Committee Chairman
Mr. Graham Twaddle	Committee Member
Mr. Tommy Burger	Committee Member
Mr. John Saker	Committee Member
Vacant	Committee Member

CAPITAL FUND COMMITTEE MEMBERS RETIRING AND NOT AVAILABLE FOR NOMINATION:

None



BOARD NOMINATIONS FOR 2022/23

TO OPPOSE THE FOLLOWING POSITIONS

<i>POSITION</i>	<i>Nominee</i>	<i>Proposer</i>	<i>Secunder</i>	<i>Acceptance by nominee</i>
<i>Chairman</i>				
<i>Name</i>				
<i>Signature</i>				
<i>Name</i>				
<i>Signature</i>				
<i>Vice Chairperson</i>				
<i>Name</i>				
<i>Signature</i>				
<i>Name</i>				
<i>Signature</i>				
<i>Signature</i>				
<i>Signature</i>				

Each candidate must be in good standing with the Club and if new, provide a brief curriculum vitae to the CEO of the Club at least 10 days prior to the Annual General Meeting - please email ceo@royaljk.co.za

NOMINATIONS FOR THE CAPITAL FUND COMMITTEE 2022/23

COMMITTEE

<i>Member</i>	<i>Nominee</i>	<i>Proposer</i>	<i>Secunder</i>	<i>Acceptance by nominee</i>
<i>Name</i>				
<i>Signature</i>				
<i>Name</i>				
<i>Signature</i>				
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<i>Name</i>				
<i>Signature</i>				

Each candidate must be in good standing with the Club and if new, provide a brief curriculum vitae to the CEO of the Club at least 10 days prior to the Annual General Meeting - please email ceo@royaljk.co.za

ANNEXURE A – SPECIAL RESOLUTION 1

To authorise the Board to change the name of the Club from Royal Johannesburg & Kensington Golf Club to Royal Johannesburg - (the name, together with a new logo, subject to the approval and all requirements within our Royal charter). In conjunction, to change the name of the West Course to the Kensington Course.

Our Club now combines the best parts of lifestyle, living, premier golf, events, family, top tier restaurant and state of the art wellness.

The current name of the Club is long, the logo is complex and limited to golf only.

Our Club has evolved from golf only into an all-encompassing facility that offers far more than just golf. The Club's development and strategic path adds up to a new era of excellence, whilst retaining reverence of the past and catering for the next generation. We believe the rebranding of the Club is both necessary, modern and unique to better suit the future and who we are. Should the members approve the Special Resolution, the rebranding will be rolled out over a 2/3 year period.

The proposed name and logo:



ANNEXURE B – SPECIAL RESOLUTION 2

The members of the Club do not wish to sell any further land and the Board has respected this. The Board has worked hard to find alternate business models to compliment the enhancement and development of the facility, to attract more members, increase utilisation and create new revenue streams.

We have conceptually discussed a joint venture opportunity with our property developers (Tricolt) for the creation of a boutique lodge (including swimming pool) and a wedding chapel (function venue). The Club would own the land and the developer would build the facilities. The facilities would be managed by the Club, operating costs and performance would be shared in apportion to the contribution of the (agreed percentage value) joint venture. The current 9th West would be made shorter into a Par 4 (71). The plan would require council approval and construction would most likely start in 2025/26. Upon member approval, the Board will advance the discussions to establish an agreement and then revert back to the membership for final approval.

Right of hole 9 West, conceptual impressions:



