

**MINUTES OF THE ONE HUNDRED AND TWENTY EIGHTH ANNUAL GENERAL MEETING OF
THE ROYAL JOHANNESBURG AND KENSINGTON GOLF CLUB
HELD IN THE CLUBHOUSE ON WEDNESDAY 18TH SEPTEMBER 2019 AT 18h00**

PRESENT: Christopher Bentley (C.E.O.), Alan Field (Chairman), Marian Ledingham (Vice Chairlady), Francois Schindehutte (Treasurer), Marc Kourie (Club Captain), Wendy Huddy (Lady Captain), Gordon Odgers (Project Manager), Greg Sansom (CFC Representative) and Rohan Sheppard (Board member).
49 members in attendance.

APOLOGIES: Gregory Jacobs, O.J. Ransome, Gordon Huddy, Niki Christie, Kathleen Jarvis Bruce Sutherland, Malcolm Sheppard, Bobby Johnston, Sheree Lloyd, Sue Rice, Joanne Morley-Jepson, John Saker, Ross Grainger, Richard Clowes, Martin Briede, Kevin Kassel, John Earl, Mike Simon, Grant Fourie, Sue Niehaus, Tom Nicholas, Kelsey Nicholas, Mellony Maxwell, Rochelle Sneece, Gill Wood, Tony Wood, Tommy du Plessis, Rob Nisbet, Glynis Nisbet, Jill Bobbert, Paul Blackburn, John Fell, Ed Warburton, Craig Schraibman & Charmain Partridge.

Members were welcomed to the meeting by the Club C.E.O., Chris Bentley and he outlined the house rules for the meeting		CB
1	The notice convening the meeting was read and the members were welcomed accordingly. A warm welcome was extended to Wilton van der Walt , the auditor in attendance from HLB.	AF
2	As more than twenty members were present, there was a quorum and the Chairman declared the meeting properly constituted and open.	
3	A list of apologies was tabled.	
4	The following members had passed away during the previous year and the members were asked to stand and to observe a minutes silence as a sign of respect: Andrew Blair Christo Malamas Gunter Vogel Robin Corbet	
5	No Honorary memberships had been awarded this year. Life membership awards were presented by the C.E.O., Chris Bentley , to Mr Terry Eyles, Mr Craig Rivett, Mr Gordon Odgers and Mr John Turner . Mr Richard Clowes and Mr Graeme King had sent their apologies as they were unable to be present to receive their award. All six gentlemen were congratulated on this achievement and thanked for their service to the Club.	
6	The minutes of the 127 th Annual General Meeting of the Royal Johannesburg and Kensington Golf Club held on the 26 th September 2018, were available on the website. The Chairman asked for approval: Proposed by: John Warwick	

	Seconded by: Trevor Barnett	
7	The Chairman welcomed the first presentation for the evening from the C.E.O., Mr Christopher Bentley.	AF
7.1	<p>The C.E.O.'s report was received (as per the Royal Review distributed to members prior to the meeting and at the meeting). Further to the published report:</p> <ul style="list-style-type: none"> • Membership – it was interesting to note that in 2016 the total membership at the Club was 1 550 and the total membership at the Club in 2019 was also 1 550. The Board and management at Royal were working hard to sign up new members but it was also stressed the importance of every member selling the Royal brand and signing up new members. • The Club was very proud of the launch of the Travel and Activity department, which is the first of its' kind in any Golf Club in the country. The department was partnered with Tourvest, the largest tour company in in the country. Already, this department has delivered far more than initial expectations. • The achievements over the past year include: <ul style="list-style-type: none"> • Being the recipient of the 5 star health and safety award. Hennie Bredenhann was commended on all that he brings to the Club as the Infrastructure Director. • The rates and taxes were rectified after an 8 year battle • The electricity account had been credited after a 5 year battle • The successful implementation of the new software programme • The successful launch of a new website • The completion of the Golf Environ certification • The highest members satisfaction results to date • The recipient of Africa's best course (East) – World Golf Awards • The recipient of South Africa's best course (East) – World Golf Awards • Voted in the top 100 club in the world by Golf Scape – #25 • Voted the best course in South Africa (East) by Luxury Travel Guide • Making the final stages of the 2023 Presidents Cup bid and although the PGA had acknowledged that Royal met the criteria, we were denied being awarded the tournament because of the uncertainty of the country at the moment. • Royal has been encouraged to bid again for the 2027 Presidents Cup 	CB

	<ul style="list-style-type: none"> • The Club will be hosting the SA Amateur Men’s and Ladies Amateur Championships for three years, commencing 2020. This will mark the first time in the events history, dating back to 1892 that both the men’s and women’s SA Amateur Championships will be played at the same time at the same venue. • The auditors continue to show approval of the financials of the Club • The management teams continue to provide 5 star experiences for both members and guests and are constantly fine tuning the services that they offer • The management team were all thanked for their hard work • The Chairman, Board members and the CFC were all thanked for the overall good governance of the Club. 	CB
7.2	<p>The Treasurers report was received (as per the Royal Review and the abridged operational budget distributed to members prior to the meeting and at the meeting).</p> <p>Copies of the Annual Financial Statements for the year ended 30 June 2019 were made available to members attending the meeting. Further to the published report:</p> <ul style="list-style-type: none"> • The Treasurer discussed in detail the tables that had been included in the Royal Review • December 2014 - the Club had recorded a loss of R 1.2 million for the year • June 2016 – the Club had recorded a loss of R 1.6 million over 18 months • June 2017 – loss of R 1.2 million • June 2018 – loss of R 926 000 • June 2019 – loss of R 600 00 <p>The Treasurer congratulated the C.E.O. on these fine results, under very trying circumstances.</p> <p>The Treasurer discussed in detail the pie charts found in the Royal Review of the operational income and the operational expenses for the past year.</p> <p>Given the analysis, it can safely be said that the Club is fine. Management have been asked to deliver a detailed cash flow record, moving forward.</p>	FS
7.3	<p>The Capital Fund report was delivered by Greg Sansom (as per the detailed report distributed to all members in attendance at the AGM).</p> <p>Mr John Hare had asked Mr Greg Sansom to give a bit of background on the CFC investments</p> <ul style="list-style-type: none"> • 2016 – the capital fund invested money in stock and shares which attracted capital gains tax 	GS

	<ul style="list-style-type: none"> • Liberty were mandated to protect the capital fund and service interest to do the renovations of the East Course. • After two years, the investment is doing very well • In 2017, Royal sold off equities and invested R 27 million and took this money and placed it in Liberty equities • Monies are used to pay back Standard Bank loan • At the end of July 2018 the CFC was sitting at R21 mill and it has outperformed what it was meant to do • Investment is still growing and the tax bill is zero and is very comfortable 	
7.4	<p>The Project Leader's report was received (as per the Royal Review distributed to members prior to the meeting and at the meeting). Further to the published report:</p> <ul style="list-style-type: none"> • The presentation started with a slide show • Gave background as to how we have got to the end of year 3 of the 5 year plan and why this plan was implemented • Members need to be reminded that this is a done deal and there is no going back • Property that has been rezoned: <ul style="list-style-type: none"> • Sandringham property has been rezoned. They are already putting in the services there – 6th hole East. Probably looking at 250 units. • Sydenham property will be ready to go as a retirement village and is a joint venture between the developers and the Oppenheimer Family Trust – 12th hole West. Probably looking at about 110 stands. • 6th West has come across a few problems but this is the most valuable piece of land. • Developers have already paid the R10 million that was due and they are currently spending approx. R20 million on roads etc. The partnership is very good and there will be a member pre launch before Christmas. • The West Course construction will start in July 2020 and the course will be closed for 6 months as the East Course was and will be opened in January 2021. The same contractors will be involved. • The new short par 4 6th hole on the West Course, will be funded by the developers. 	GO
7.5	The Chairman thanked all for their presentations. Congratulations and thanks were extended to everyone.	AF
7.6	The Chairman's report was received (as per the Royal Review distributed to members prior to the meeting and at the meeting) Further to the published report:	AF

	<ul style="list-style-type: none"> • Two staff members had recently received awards from the PGA. Greg Jacobs was named the Gauteng region's PGA Club Professional of the Year and Chris Bentley was named • Gauteng Regions and National PGA Club Manager of the Year for 2019 and was also runner up to Andrew Gunn for the PGA Award of the year • The whole success of the Club is through team work and leading this team is our C.E.O., Chris Bentley • Our two superb golf courses are nurtured and maintained by Shaun Brits and his team and his commitment is outstanding. • Thanks were extended to Jayde Rademeyer and his golf department, Charlotte de Jong and her finance department, Candice Humphrey, Erik Brakhoven. • Thanks were extended to the 8 Honorary and Life members who had responded to a request for a voluntary contribution in lieu of subs. • Chris Bobbert had resigned from the Board and was thanked for his service to the Club. 	
8	<p>The Chairman asked the members to adopt the audited Annual Financial Statements for the period ended 30 June 2019.</p> <p>Proposed by: Peter Gubb Seconded by: Bob Pearsall</p>	AF
9	<p>The Chairman reported that the Club had been very happy with the present auditors, HLB Barnett Chown Inc. and recommended that their services be retained. Wilton van der Walt was in attendance at the meeting.</p> <p>Proposed by: Nick Watt-Pringle Seconded by: Mavela Dlamini</p>	AF
12	<p>Before moving onto Item 10, the Chairman opened the floor for questions and answers before voting was done on the special resolution.</p>	AF
	<p>Addressed to Chris Bentley - wondered how the Capital expenditure can be kept low for the next year and congratulated the Club on getting it low.</p> <p>Reply - important to remember where we came from and we were playing catch up and in the last year, we have caught up and I am confident that we can maintain this</p>	<p>PETER GUBB</p> <p>CB</p>
	<p>Addressed to Alan Field - there had been no mention of the halfway house and deck in the report</p> <p>Reply – a brief description was given of what the alterations would look like</p> <p>Reply – we are in the process of finalising imagery for all the members and hopefully in the next couple of weeks members will receive these.</p>	<p>CHRIS BOBBERT</p> <p>AF</p> <p>CB</p>
12.1	<p>The next item on the Agenda was to vote on the approval of the refund of operating losses for the 2018/2019 year.</p>	MEMBERS

	<p>SPECIAL RESOLUTION NO 1 – ANNEXURE A</p> <p>To approve the refund of operating losses for the 2018/2019 year (R609k).</p> <p>Part of the approved plan was that the operating losses of the Club are to be subsidised by drawdowns from the ‘Capital Fund/Developer Income’ until the annuity income restores the Club to operational break-even as a minimum. Members were insistent that we must maintain the current high standards and quality offering without passing the burden onto subscriptions and therefore agreed for operating losses to be ‘subsidised’ but must be approved at each year’s AGM.</p> <p>Voting was done with a show of hands and the resolution was passed with an overwhelming majority, adjudicated by Wilton van der Walt.</p>	MEMBERS
10	<p>The Board for the ensuing year was elected. No nominations had been received and so the Board for the ensuing year would comprise:</p> <p>Alan Field – Chairman Marian Ledingham – Vice Chairlady Christopher Bentley – C.E.O. Francois Schindehutte – Treasurer Marc Kourie – Club Captain Wendy Huddy – Lady Captain Rohan Sheppard – Board Member</p> <p>Proposed by: Nick Watt-Pringle Seconded by: John Foote</p>	AF
11	<p>No further nominations for the Capital Fund Committee had been received and so the Capital Fund Committee for the ensuing year would comprise:</p> <p>John Hare – Committee Chairperson Rob Nisbet John Rowan Graham Twaddle</p> <p>Proposed by: Peter Gubb Seconded by: Bob Pearsall</p>	AF
13	<p>The Chairman asked if there was any other business to discuss concerning the affairs of the Club. As there were no further questions, the Chairman thanked the members, the Board and the management and staff of the Club for another wonderful year and thanked the members for attending the meeting. All attendees were invited to join him for a complimentary drink in the bar.</p>	AF
<p>There being no further business to discuss, the 128th Annual General Meeting was closed at 19h06</p>		

