

NOTICE OF THE

132ND ANNUAL GENERAL MEETING



ROYAL JOHANNESBURG
EST. 1890

WEDNESDAY, 20 SEPTEMBER 2023
18H00 | ST GEORGES

RSVP: MEMBERSHIP@ROYALJHB.CO.ZA

Dear Member,

On behalf of the Board, please find below the notice of the 132nd Annual General Meeting which will take place at the Club on Wednesday, 20 September 2023 at 18h00. For catering purposes, we request all members who wish to attend the meeting, to please RSVP by emailing: membership@royaljhb.co.za by Friday, 15 September 2023. The Royal Review publication (annual report), will be distributed to the membership by no later than Tuesday, 12 September 2023. 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.
2. In line with the Club's rebrand, we will be launching the new Club ties.
3. The Club will be revealing a portrait of the Johannesburg Clubhouse in 1900, commissioned and donated to the Club by R&A members, who are members of Royal Johannesburg.
4. The following Board members term in office comes to an end at the 132nd AGM:
Mr. Teran Peyper (Treasurer), Mr. Gordon Odgers (Board member), Mr. Nick Watt-Pringle (Club Captain), Ms. Jane Goodwin (Lady Captain), Mrs. Wendy Huddy (Board member) and Mr. Duke Moroosi (Board member).

The above Members are all willing to stand for re-election as Board members and continue their service to the Club for a new term, excluding Mr. Nick Watt-Pringle (Club Captain), Ms. Jane Goodwin (Lady Captain) and Mr. Teran Peyper (Treasurer) who will be standing down. The Board will therefore be looking for a new Club Captain, Lady Captain and Treasurer.

(The Chairman & Vice Chairman have served year one of two and these positions are not open for election).

5. To elect the Capital Fund Committee for the ensuing year.
The following Capital Fund members are willing to continue their service to the Club:
Mr. John Hare (Chairman), Mr. John Saker, Mr. Tommy Burger, Mr. Graham Twaddle.
The Capital Fund therefore still requires one more nominated committee member.
6. The Board will propose one special resolution at the 132nd AGM:
The Club seeks final approval from the members to establish the joint venture with our property developers (Tricolt) for the creation of a boutique lodge and function venue.

Please refer to the attached annexure for more information.

By order of the Board,



Christopher Bentley
Chief Executive Officer

NOTICE OF THE 132nd ANNUAL GENERAL MEETING

Notice is hereby given that the Hundred & Thirty Second Annual General Meeting of the members of Royal Johannesburg will be held on Wednesday, 20 September 2023 at 18h00 (*St. Georges Room*) to transact the following business:

The agenda for the meeting will be:

1. To read the notice convening the meeting.
2. To confirm that a quorum is in place (20 eligible voting members).
3. To receive and record apologies.
(Members are requested to submit apologies in writing to membership@royaljhb.co.za).
4. To pay respect to those members who have passed away during the previous year.
5. To approve the minutes of the 131st Annual General Meeting.
(The minutes of the 131st AGM (2021/22) are available on the Club's website – member login)
6. To receive the following annual reports on behalf of the Board and Capital Fund.
(Available in the Royal Review publication – to be distributed by 12 September 2023)
 - The Chief Executive Officer Mr. Christopher Bentley
 - The Treasurer Mr. Teran Peyper
 - The Capital Fund Mr. John Hare
 - The Chairman Mr. Chandru Wadhwani
7. To consider and adopt the audited Annual Financial Statements for the period ending 30 June 2023.
(The abridged results are published in the Royal Review publication and a full set of the annual financial statements will be available at the Club's reception from 13 September 2023).
8. To appoint the auditors for the new financial year (HLB).
9. To elect the Board for the ensuing year.
(Ordinary Resolution: Should any member wish to nominate a member to a position on the Board, such nomination, in writing, properly seconded, should be lodged with the CEO no less than 10 days prior to the meeting)

10. 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)

11. Special Resolution:

11.1 Special Resolution 1 – *Annexure A*

To authorise the Board to establish a joint venture with our property developers (Tricoltt) for the creation of a boutique lodge and function venue. Upon member approval, the Board will execute the legal agreements.

12. To consider any other business concerning the affairs of the Club, with the approval of the Chairman, Mr. Chandru Wadhvani.

13. To award members who qualify for Life or Honorary Life Membership.

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: 30 August 2023

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 2023/24

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 and nominations to follow, the Board for the ensuing year will be:

Mr. Chandru Wadhvani	Chairman (year 2/2)
Mr. Dean Harding	Vice Chairman (year 2/2)
Nomination required	Treasurer (subject to qualification & member approval)
Nomination required	Club Captain (subject to member approval)
Nomination required	Lady Captain (subject to member approval)
Mr. Duke Moorosi	Board Member (subject to member approval)
Mrs. Wendy Huddy	Board Member (subject to member approval)
Mr. Gordon Odgers	Board Member (subject to member approval)

RETIRING BOARD MEMBERS:

Mr. Teran Peyper	Treasurer
Mr. Nick Watt-Pringle	Club Captain
Ms. Jane Goodwin	Lady Captain

Nominations, must be duly proposed, seconded and endorsed by the nominee and submitted to the CEO at least 10 days prior to the 132nd Annual General Meeting - please email ceo@royaljhb.co.za

THE CAPITAL FUND COMMITTEE FOR 2023/24

9.1 The Capital Fund Committee shall consist of 5 members – the chairperson of the Capital Fund and 4 other members.

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
Nomination required	Committee Member

CAPITAL FUND COMMITTEE MEMBERS NOT AVAILABLE FOR NOMINATION:

None

BOARD NOMINATIONS FOR 2023/24

TREASURER			
NOMINEE NAME & SIGNATURE	PROPOSER NAME & SIGNATURE	SECONDER NAME & SIGNATURE	ACCEPTANCE BY NOMINEE
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	

CLUB CAPTAIN			
NOMINEE NAME & SIGNATURE	PROPOSER NAME & SIGNATURE	SECONDER NAME & SIGNATURE	ACCEPTANCE BY NOMINEE
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	

LADY CAPTAIN			
NOMINEE NAME & SIGNATURE	PROPOSER NAME & SIGNATURE	SECONDER NAME & SIGNATURE	ACCEPTANCE BY NOMINEE
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	
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<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	

BOARD MEMBER			
NOMINEE NAME & SIGNATURE	PROPOSER NAME & SIGNATURE	SECONDER NAME & SIGNATURE	ACCEPTANCE BY NOMINEE
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	
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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@royaljhb.co.za

NOMINATIONS FOR THE CAPITAL FUND 2023/24

COMMITTEE MEMBER			
NOMINEE NAME & SIGNATURE	PROPOSER NAME & SIGNATURE	SECONDER NAME & SIGNATURE	ACCEPTANCE BY NOMINEE
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER SIGNATURE</i>	
<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
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<i>NOMINEE NAME</i>	<i>PROPOSER NAME</i>	<i>SECONDER NAME</i>	
<i>NOMINEE SIGNATURE</i>	<i>PROPOSER SIGNATURE</i>	<i>SECONDER 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@royaljhb.co.za



ROYAL JOHANNESBURG
EST. 1890

ONE FAIRWAY AVENUE
LINKSFIELD, JOHANNESBURG

SOUTH AFRICA