

DRAFT MINUTES OF THE ONE HUNDRED AND THIRTY FIRST ANNUAL GENERAL MEETING OF ROYAL JOHANNESBURG AND KENSINGTON GOLF CLUB HELD IN THE CLUBHOUSE ON WEDNESDAY 21 SEPTEMBER AT 18H10.



**\*NON-VERBATIM**

**PRESENT:** Christopher Bentley (C.E.O.), Gordon Odgers (Chairman), Wendy Huddy (Vice Chairlady), Teran Peyper (Treasurer), Nick Watt-Pringle (Club Captain), Chandru Wadhvani (Board member), Duke Moorosi (Board member), Dean Harding (Board member) and Graham Twaddle (CFC representative).  
Auditor in attendance from HLB – Melody Masango  
61 people in attendance (59 voting members).

**APOLOGIES:** Jane Goodwin (Lady Captain), Oliver Addleson (Board member), John Hare (CFC Chairman), John Saker, (CFC), Tommy Burger (CFC), Malcolm Sheppard (HLB Auditors), Brian Wilmot, Aileen Wilmot, Oliver Ransome, John Gardner, Lynn Gardner, Kath Jarvis, Andrew Lovell, Ponky Firer, Sheree Lloyd, Mike Clatworthy, Sherida Stevens, Lelane Straw, Glenda Hamilton, Gavin Soll, Mellony Maxwell, Brenda Kelly, Glen Witte, Chris Bobbert, Jill Bobbert, Brad Straw, Charmain Partridge, Peter Lee, Gillian Lee, John Lewis, Martin Mealin, David Ryan, Kevin Sullivan, Michelle von Holdt, Johnny Matthews, Shannon Frigyik, Sue Rice, Leyla Smook, Tim Kloeck, Ricci Davidoff, David Nagle, Marc Kourie, Kim Cooke, Gavin Cooke, Raoul Hurwitz, Linda Surtees, Guy Grossmith and Barbie Grossmith.

<p>The C.E.O delayed the start of the meeting for 10 minutes to allow all members to arrive. The proceedings then started at 18h10</p>	<p>CHRIS BENTLEY</p>
<p><b>WELCOME</b> The C.E.O. welcomed members, Board members, staff and service providers as well as those who will be receiving honorary and life membership awards this evening. He thanked everyone for their attendance.</p>	
<p>The C.E.O. ran through the house rules before the formalities of the evening commenced. Thanks were extended to Mrs Wendy Huddy for offering to take the minutes of the meeting. A roaming microphone was made available for when the floor opened for questions. For the purpose of the minutes, when asking questions, members were asked to clearly state their name and the name of the person being addressed for accuracy.</p>	
<p>The notice of the meeting, along with nomination forms, was distributed by the Club on 1 September 2022, ahead of the requirements. The nominations to serve on the Board for the ensuing year, closed on 11 September 2022 and no nominations had been received.</p>	
<p>The Club’s annual report, the Royal Review, for the year ending 30 June 2022, was distributed to the membership on 9 September, which sets the foundation for tonight’s meeting. This contained all the relevant information for members to make informed decisions. We hope that everyone enjoyed the read as all reports contained relevant information. Thanks were extended to Candice Humphrey for the work that went into this publication.</p>	

<p>If members could please allow the Board to get through all the formalities and reports and then allow the Chairman to open up the floor for questions. The Board and all present were encouraged to try and stick to the Agenda as best they could.</p> <p>Regarding voting, ordinary resolutions, require a 50% majority to pass and special resolutions require a 75% majority to pass. As per the Constitution, the meeting will first attempt to pass voting by a show of hands and if a result is not clear for the Club's auditor, the meeting will move to the voting slips, which have been provided.</p> <p>Royal Johannesburg and Kensington Golf Club is one of the most prestigious subscriptions on the continent and our Club has a long and proud history. Maintaining our heritage and developing the future is our most important job. As custodians of Royal, we all have a duty to uphold the Club's value, decorum and etiquette with all decisions and actions being in the best interest of the entire membership and Club. This being said, we look forward to a great meeting.</p> <p>The C.E.O. handed over to the Chairman, to get the 131<sup>st</sup> Annual General Meeting, underway.</p>	<p>CHRIS BENTLY</p>
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<p>1</p>	<p>As per the Club's Constitution, notice was duly given that the 131<sup>st</sup> Annual General Meeting of the members of the Royal Johannesburg and Kensington Golf Club would be held this evening, Wednesday 21 September 2022, at 18h00.</p>	<p>GORDON ODGERS</p>
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<p>2</p>	<p>As more than twenty voting members were in attendance, there was a quorum and the Chairman declared the meeting properly constituted and opened.</p>	<p>GORDON ODGERS</p>
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<p>3</p>	<p>Members were requested to submit apologies in writing prior to the meeting and a list of these apologies was tabled. The Chairman asked if there were any further apologies to be added – no further apologies were received.</p>	<p>GORDON ODGERS</p>
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<p>4</p>	<p>The following members and staff had passed away during the previous year and the members were asked to stand and observe a moments silence as a sign of respect.</p> <table data-bbox="296 1877 1190 2022"> <tr> <td>Mr Comrie du Toit (85)</td> <td>Mr Andy Wilkins (84)</td> </tr> <tr> <td>Mr Neville Oborn (70)</td> <td>Mr Brian Mutch (86)</td> </tr> <tr> <td>Mr Colin Wesley (85)</td> <td>Mr Ismail Ahmed (26)</td> </tr> <tr> <td>Mr Gary Normand (54)</td> <td>Mrs Jean Eustice (90)</td> </tr> </table>	Mr Comrie du Toit (85)	Mr Andy Wilkins (84)	Mr Neville Oborn (70)	Mr Brian Mutch (86)	Mr Colin Wesley (85)	Mr Ismail Ahmed (26)	Mr Gary Normand (54)	Mrs Jean Eustice (90)	<p>GORDON ODGERS</p>
Mr Comrie du Toit (85)	Mr Andy Wilkins (84)									
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	Mr Eric Pearson (99) Mr Neville Cornish (80)	Mr Andrew Sachelle (62)	
5	<p>The next item on the Agenda is to award members who qualify for Life membership or Honorary Life membership.</p> <p>The Club Captain presented Life awards (50 year members) to Mr Craig Cloete, Mr John Pascoe and Mr Andrew Smith who were all present at the meeting to receive their awards. Mr Gavin Soll and Mr Glen Witte had both sent their apologies.</p> <p>All five members were congratulated on this wonderful achievement and were thanked for their service to the Club.</p> <p>One Honorary Life membership award was presented on the night to Mr David Stratton and he was thanked for the contribution he had made to the Club, to the game of golf and the various roles served on committees in the past.</p> <p>Mr Stratton thanked the Chairman, the Board and the members for this wonderful award and told of how incredibly honoured he felt to have been chosen as a recipient.</p>	<p>GORDON ODGERS</p> <p>Presented by NICK WATT-PRINGLE</p> <p>GORDON ODGERS</p> <p>DAVID STRATTON</p>	
6	<p>The minutes of the 130<sup>th</sup> Annual General Meeting of the Royal Johannesburg and Kensington Golf Club have been available on the website. The Chairman asked for a proposer and seconder from the members present:</p> <p>Proposed by: Mookesh Desai Seconded by: Marian Ledingham</p>	GORDON ODGERS	
7	<p>The Chairman welcomed the presentations/reports for the evening from the Chief Executive Officer, Chris Bentley, the Treasurer, Teran Peyper, the Capital Fund Committee, Graham Twaddle (reporting for Mr John Hare) and the Chairman's report.</p> <p>The Chairman reminded the members of how incredibly fortunate our Club was to have Chris Bentley as the C.E.O. and invited him to present a summary of his annual report:</p> <p>7.1 The C.E.O.'s annual report was received (as per the Royal Review distributed to the membership) and in addition:</p> <p>Summary <i>It is a pleasure and a privilege as the C.E.O. of Royal Johannesburg and Kensington Golf Club, to present a summary of my 9<sup>th</sup> annual report, for the year ending 30 June 2022.</i></p>	GORDON ODGERS	

<p>When entering the grounds of Number One Fairway Avenue, you realise that it is a place of friendship, history and tradition, yet is more modern, relevant and appealing than ever before. A membership that now combines the best parts of lifestyle, living, premier golf, events, family, top-tier restaurant, state of the art wellness – all realised within true hospitality and an atmosphere that invites everyone to feel at home. I remember standing up here at the 125<sup>th</sup> AGM – delivering the sustainability resolution – and now nearly 7 years on we can all see the hard work and vision brought to life.</p> <p>It goes without saying that the year under review remained a disruptive environment. The Club, and indeed golf itself, are not islands and are heavily affected by the country’s failing infrastructure, administration, labour constraints and the economic downturn that confronts all of us. This challenging backdrop translating into escalated costs has altered our own homes and business climate for us all, emphasizing the importance of members understanding and support and managements response.</p> <p>As we emerge from the effects of Covid, which punctured our ability to fully operate for the majority of the financial year, we were plunged into daily load shedding and abnormal rainfall levels last summer. It equated to a minimum loss in revenue of some R 3 mill and drastic increases in costs across the board. However, despite the macro environment, we are proud to present a break-even result for the financial year end. This includes all the related start up costs for the new facilities and investments made into generators and solar for our pump stations which has eliminated our greatest risk of not being able to water greens on the hot summer days. Essentially, this means that any potential profits have been reinvested into your facility and we have not passed the burden of increased costs onto the membership. In addition, we also remain highly concerned and cognisant of council’s approach to increase rates and taxes for sporting facilities and schools who produce a profit.</p> <p>The teams experience, knowledge and ability to adapt remains a key aspect to overcoming the red tape and associated challenges but we continue to push and incrementally move in a very robust direction. All our staff, thank to their passion to deliver, protect and continually enhance the Club, remain one of our greatest assets.</p> <p>This was once again reflected in the annual member survey results, of which 89% of the members who participated, still support the all-encompassing vision to become a ‘country club’. This year’s survey produced the highest overall satisfaction level of 98%. We continue to scale at an impressive pace and are poised to seize the opportunities ahead, whilst providing the necessary balance between member expectations and the Club’s medium-term financial health.</p> <p>We have accomplished an enormous amount over the reporting year and our combined efforts confirm how Royal remains dedicated to success and future generations. Raising a Club – that is more sustainable, more</p>	<p>CHRIS BENTLEY</p>
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<p><i>efficient and innovative and one that has even more focus on you, the member, your family, the future consumer, resident and patron, so you can continue to enjoy far more for your membership and invest confidently.</i></p> <p><i>Our developments have benefited with a move at the top-end of the market where, in the wake of the coronavirus, apartment living has gained in popularity, given the work-from-home scenario and shedding of maintenance heavy properties. Priorities are shifting and evolving to engage more with neighbourhoods and how they support lifestyle desires.</i></p> <p><i>To date our developer has invested over R 300 mill into Royal and we now look forward to welcoming the first 200 residents at the end of this year. These residents have secured the opportunity to live and invest in a premium development overlooking our award winning courses, matched with other amenities, which is truly unlike any other in Gauteng.</i></p> <p><i>Throughout the year, management have continued to execute the operating mandate, we have traded in the best interest of the majority members, implemented where possible and served without compromise to uphold the mission and values of the Club.</i></p> <p><i>The standards and conditions of our golf courses have presented well through the period, despite a very wet and trying summer and despite all the difficulties, our maintenance teams have done a wonderful job and continue to produce some of the best playing surfaces in the country. Under the new leadership of course manager, Jerry Steyn, we look forward to this coming summer and taking the course standards to even greater heights.</i></p> <p><i>To highlight some of the top stories over the reporting year:</i></p> <ul style="list-style-type: none"> <li><i>• We survived the pandemic!!</i></li> <li><i>• Members have been kept well informed throughout the year, our human resources, first aid, good governance and best practices, along with all our other legal requirements and policies, remain compliant and above standard.</i></li> <li><i>• Membership has remained stable at around 1400 and we welcomed 192 new members for the financial year, replacing those lost, primarily to immigration and emigration.</i></li> <li><i>• Despite the abnormal rainfall last summer, we still managed to produce 63 000 rounds of golf.</i></li> <li><i>• We successfully hosted the final SA Amateur Championships – this with a proven media value for the Club of over R 1.8 mill.</i></li> <li><i>• This year’s Club Championships recorded a record number of entries across all divisions and the positive feedback from members was overwhelming, despite being reduced to 18 holes because of thunder showers during the final round. We once again congratulate this years champions, Marc Kourie and Eleonora Galletti.</i></li> </ul>	<p>CHRIS BENTLEY</p>
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	<ul style="list-style-type: none"> <li>• We secured the services of one of the country's top executive chefs, Ransley Pietersen, and with the team, they have taken our food offering to a whole new level and it is only the beginning.</li> <li>• We successfully launched the Old Oak Restaurant and Family Centre and all the fan fair aside, it is fantastic to see the entire family now coming down and enjoying the Club after golf.</li> <li>• We also reinstated the member discounts in food &amp; beverage back to 10%.</li> <li>• We successfully launched the new wellness and fitness club of which the majority of members have free access.</li> <li>• We have again achieved a 5 star health and safety audit for the 5<sup>th</sup> consecutive year.</li> <li>• We successfully completed the new storage dam in front of Brookfield at Royal which provides more water for our courses.</li> <li>• As mentioned, we have implemented several additional generators and some solar on our irrigation system and we hope to secure a large scale energy agreement over the next quarter.</li> <li>• We started the West course renovation on 1 June and it is going well, on time and on budget and promises to be an exceptional enhancement come the grand opening on 30 November. In addition we have relevelled the tees at the driving range, resurfaced that green and renovated the bunker for improved practice. This to match some of the finest teaching pro's in the country.</li> <li>• We have continued to take the high road strategy on all our initiatives.</li> <li>• We are keeping pace with technology and we became one of the first Clubs in the country to implement electric charging bays for e-cars.</li> <li>• We successfully launched our very own garden to kitchen and reworked our food procurement where possible to purchase direct from the farm, and harbour to kitchen. This has assisted with margins and secured the members discounts.</li> <li>• With our developer, we have rolled out the first 4km of new cart paths which connects the residents to and from the Club as part of the residential membership. This too will increase facility utilisation levels.</li> <li>• We have remained at the forefront of the member and commercial golf experience and continue to lead the way in Club innovation in South Africa.</li> <li>• We have continued to refine and improve the customer journey.</li> <li>• Royal is South Africa's home of golf, it is a tournament venue and we remain in dialogue with the various world tours, including LIV golf to host another international event in the coming years.</li> <li>• Most importantly, we have upheld the standards and responsibilities to the game of golf, the Club, the Constitution, our membership and staff.</li> </ul> <p>As always, we have made mistakes along the journey, however corrected the shortfalls and learnt from them. But it is important to note that at each step we have always done what we believe is best for the Club.</p>	<p>CHRIS BENTLEY</p>
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	<p>Despite everything happening around us, our facility, performance and new offerings should provide the membership with much confidence and excitement.</p> <p>In saying this, while we are fortunate to have assembled some impressive turf, bricks and mortar, its really the people of Royal that make it so special. We are blessed to have some of the finest staff, serving some of the finest members anywhere – even though you sometimes give us a hard time. I want to personally and sincerely thank all of pour members for your incredible support, understanding and trust. I’m also sure that I am not alone when I extend profound gratitude to all our management and staff.</p> <p>We have strived to keep all members happy and to exceed expectations. That success comes down to your patronage and use of all facilities. The partnership[s we have built drive the work we do every day. I’m grateful for our inspiring members and also for our mazing teams here at Royal who do so much to make progress toward our mission of ensuring better lives for the greatest number of people. Together they are why I’m so excite for all the hard work ahead.</p> <p>In closing, I would also like to extend my sincerest thought to those who have lost loved ones this year and those who have suffered ill health.</p> <p>Last but by no means least, I would like to sincerely congratulate and thank our members of the Board for dedicating their time and knowledge and for supporting management with the overall delivery, vision, strategy and excellent governance.</p> <p>To our outgoing Chairman, Mr Odgers, thank you! Thank you for your dedication, mentorship and selflessness to keep protecting and enhancing the business of golf, our development and hospitality, which has been beyond extraordinary in so many ways.</p> <p>In the words of our incoming Chairman, I quote ‘ keep aiming higher please’ – which I believe sets the tone for the next chapter! As always, there are things to be done, challenges to address and improvements to be made and it continues to be a great privilege to lead Royal through these defining times as we steer the business into a new and even better future!</p> <p>The C.E.O. was applauded on his summary report.</p>	CHRIS BENTLEY
7.2	<p>The Treasurer’s report was received (as per the Royal Review distributed to the membership and a full set of audited financial statements had been made available to the membership from reception 10 days prior to the meeting):</p> <p>Summary So, if it isn’t Covid causing the loss of rounds and hospitality income in 2020 and 2021, we had to deal with the above-average rainfall during the 2022 financial year.</p> <p>I can’t remember a time when I have had to come off the course as often as I did during the last rainy season. This had a significant impact on events,</p>	TERAN PEYPER

<p>like the festival of golf which was impacted and obviously this flowed through to the financial results with the loss of revenue, but the fact that it came in the same period in which we carried the development (start-up) costs related to the Old Oak and began the process of renovating the West course really added to the challenge.</p> <p>When you consider all the challenges and loss of income for the period, I think the overall financial result for the year was a positive one.</p> <p>To summarise some of the key highlights:</p> <ul style="list-style-type: none"><li>• Golf operations showed an improvement from the prior year, the 2021 year being impacted by Covid, but the current year would have been even better if not for the challenges mentioned, the extreme rain and carrying of start up costs.</li><li>• Hospitality generated a loss of R664k for the period, contrary to the prior year, once again impacted by lost rounds and the fact that the Old Oak was slowly finding its feet during the period.</li><li>• Overall, we had a slight improvement in rounds for the year, but the hospitality loss meant that although we just about broke even operationally, there was a marginal accounting loss of R787k for the year.</li><li>• The balance sheet is acceptable and the Club will carefully manage liquidity in view of the various initiatives underway and the need to replace the course maintenance fleet in the near future.</li></ul> <p>I think something that becomes more evident as we navigate through the challenges like Covid and rainy or dry seasons as well as the West renovation (and ongoing maintenance of both courses), is the necessity that is ancillary income and diversified revenue streams. This is beginning to take shape, with the ultimate goal of ensuring we aren't having to rely on endless increases in member subs and making sure we hit budgeted rounds to meet our financial objectives and keep the Club running successfully.</p> <p>If we can get ourselves into a position where we can have income from the developments and the additional hospitality offerings supporting what is happening on the golf courses, we are inevitably going to be in a more sustainable position and this will come with a reduced liquidity risk, something the Club continues to manage carefully to ensure we can meet our obligations.</p> <p>As mentioned, the renovations happening on the West course are going to impact the 2023 financial year, so hopefully the 2<sup>nd</sup> half of the year we can pick up the number of rounds and, with the additional income streams, ensure that we have a successful year.</p> <p>Thank you to Chris and the team and looking forward to the summer golf and asked if there were any questions on the financial results for the year</p> <p>Mr Field queried the hospitality expenses having "doubled" from the previous financial year.</p>	<p>TERAN PEYPER</p> <p>ALAN FIELD</p>
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	<p>Further discussions took place and the Treasurer reported that this was largely due to the start-up costs of opening the Old Oak restaurant.</p> <p>Mr Desai voiced his disappointment towards the Treasurer having to refer to the C.E.O. for details around funds due from the developers. While the Treasurer did not agree with the sentiment, the opinion was noted.</p> <p>Mr. Peter Gubb then asked, last year we had R 12 mill in liabilities?</p> <p>The Treasurer confirmed this and added that we had now repaid the long term loan with Standard Bank (CFC).</p> <p>The Treasurer was applauded by the members.</p>	<p>TERAN PEYPER</p> <p>MOOKESH DESAI TERAN PEYPER</p> <p>PETER GUBB TERAN PEYPER</p>
7.3	<p>The Capital Fund Committee's report was received (as per the Royal Review distributed to the membership) and in addition:</p> <p><i>In the absence of Mr John Hare, Chairman of the CFC, who had sent apologies, Mr Graham Twaddle presented a summary.</i></p> <p><i>Mr Twaddle reported that there was not a lot to report on with the Capital Fund.</i></p> <ul style="list-style-type: none"> <li>• <i>Delays in the development due to the pandemic had impacted on the developers paying over R 12 mill but this amount would be paid into the Capital Fund in May 2023.</i></li> <li>• <i>The approved overdraft facility that was taken out at the time of the East Course development was no longer being used.</i></li> <li>• <i>Funds generated from the liquidation had been invested and in the foreseeable future, the Capital Fund Committee would be selecting a fund manager who will look after the R 16 mill that will be in the Capital Fund next year.</i></li> </ul> <p>No questions were asked of Mr Twaddle.</p>	<p>GRAHAM TWADDLE</p>
7.4	<p>The Chairman's report was received (as per the Royal Review distributed to the membership) and in addition:</p> <p><i>The Longer Term Vision</i></p> <ul style="list-style-type: none"> <li>• <i>The Club fortunately has a solid developer who is committed to complete the developments on the Royal property.</i></li> <li>• <i>R 50 000 is realised for every unit sold.</i></li> <li>• <i>The developers are paying for the West course renovations.</i></li> <li>• <i>There are still battles with the council re various topics on the West, 6<sup>th</sup> hole.</i></li> <li>• <i>It is estimated that the number of units will exceed the 400 that were originally forecasted.</i></li> <li>• <i>Strategically, the Club is still okay but as changes happen at the Club, it was felt that there was a need to have a look at a name</i></li> </ul>	<p>GORDON ODGERS</p>

	<p>change for the Club. The members would be voting on this in item 12.</p> <ul style="list-style-type: none"> <li>• Having got feedback from many members over the past few weeks, it was felt that the West course name remain the same and not be changed to the Kensington course, as suggested. With this in mind, no voting on this part of the resolution would take place at the meeting.</li> <li>• The second resolution that members would vote on at the meeting was to give permission for the Board to pursue the establishment of a joint venture with our property developers. (Details found under special resolutions).</li> <li>• It was stressed that the Club could only attend to this strategic issues if the Club itself is running effectively and the C.E.O. was thanked again for his great leadership and vision.</li> <li>• The members at Royal were thanked by the Chairman for the great input and support that has been given over the past year- critical input is important at all times and is valued.</li> <li>• The Board, the CFC and the Project team were thanked enormously for all that they had done and a special vote of thanks was made by the Chairman to his partner, Jetske Kingma (guest present), for the constant support she had given him over the years of service.</li> </ul> <p>Mr Odgers concluded his report by saying that he was a very happy man standing down as the Chairman of Royal and feels he is leaving the position in very good hands.</p> <p>The Chairman was applauded and then he opened the floor for any questions related to the reports given:</p> <p>Mr Mookesh Desai thanked the Chairman and congratulated him on doing a fantastic job and added that every member owed Mr Odgers a debt of gratitude.</p> <p>Mr Odgers was applauded again.</p>	GORDON ODGERS
8	<p>The Chairman asked the members to adopt the audited Annual Financial Statements for the period ended 30 June 2022. The abridged results were published in the Royal Review publication and full sets of the annual financial statements had been available for members at the Club’s reception).</p> <p>Proposed by: Sandra van den Bergh Seconded by: Mookesh Desai</p>	GORDON ODGERS
9	<p>The Chairman reported that the Club continues to be happy with the present auditors, HLB Barnett Chown Inc. and recommended that their</p>	GORDON ODGERS

	<p>services be retained. Melody Masango was in attendance at the meeting.</p> <p>Proposed by: Peter Gubb Seconded by: Kevin Daly</p>	<p>GORDON ODGERS</p>
<p>10</p>	<p>The next item on the Agenda is to elect the Chairman and Vice Chair for the ensuing year. As there were no further nominations received for the position of Chairman and Vice Chairman the nominations were unopposed and with approval, the outgoing Chairman was pleased to announce the following:</p> <p>Mr Chandru Wadhvani – Chairman (replacing Mr Gordon Odgers) Mr Dean Harding – Vice Chairman (replacing Mrs Wendy Huddy)</p> <p>The C.E.O. asked the Chairman to confirm with the members please. There were no objections from the members present.</p> <p>The Chairman then confirmed the Board for the remaining term of 1 year, will be:</p> <p>Chairman – Mr Chandru Wadhvani Vice Chairman – Mr Dean Harding Treasurer – Mr Teran Peyper Club Captain – Mr Nick Watt-Pringle Lady Captain – Ms Jane Goodwin Board Member – Mr Duke Moorosi Board Member – Mrs Wendy Huddy Board Member – Mr Gordon Odgers C.E.O. – Mr Christopher Bentley</p> <p>Mr Oliver Addleson retired from the Board and is not available for re-election. Oliver was thanked sincerely for his service on the Board.</p> <p>The new Chairman, Mr Chandru Wadhvani was invited to say a couple of words.</p> <p><i>Mr Wadhvani thanked the Board and members for entrusting him to this prestigious position. He stated that deliverables give value to a membership and the challenge is for Royal to be more than just a golf club. Mr Wadhvani thanked all the Board members for their contribution but individually thanked:</i></p> <ul style="list-style-type: none"> <li>• <i>Mr Oliver Addleson who was retiring from the Board, was thanked for his valuable input and with the retirement of Mr Addleson, the incoming Chairman stated that he hoped to see more younger people coming onto the Board.</i></li> <li>• <i>Mrs Wendy Huddy was thanked for her contribution as she stepped down from Vice Chairperson to Board member. Mrs Huddy was presented with flowers and a gift.</i></li> </ul>	<p>GORDON ODGERS</p> <p>CHRIS BENTLEY</p> <p>CHANDRU WADHWANI</p>

	<ul style="list-style-type: none"> <li>Mr Gordon Odgers, the outgoing Chairman was thanked for all his leadership and navigation through some very troubled times.</li> </ul> <p>The vision of Mr Wadhvani is to 'aim higher and let's deliver'.</p> <p>Mr Wadhvani handed back to Mr Odgers in order to carry on with proceedings.</p>	CHANDRU WADHWANI
11	<p>Members had been invited to nominate members to any position on the Capital Fund Committee.</p> <p>There were no nominations received for the CFC and the following members were willing to continue their service to the Club in the following positions, subject to the approval of the membership.</p> <p>Committee Chairman – Mr John Hare  Committee Member – Mr Graham Twaddle  Committee Member – Mr Tom Burger  Committee Member – Mr John Saker</p> <p>Following the meeting, there is one available seat on the Capital Fund Committee and they will attempt to co-opt a further member.</p> <p><i>A majority show of hands was given &amp; confirmed by the auditor present.</i></p>	GORDON ODGERS
12	<p>As communicated to the membership in the Notice of the 131<sup>st</sup> Annual General Meeting sent to members on the 1<sup>st</sup> September, members were requested to vote on Special Resolution 12.1 and Special Resolution 12.2.</p>	GORDON ODGERS
12.1	<p>In-depth discussions took place on the structure of the resolution that would be voted on and due to the feedback received, the question was raised to change the resolution to not include changing the name of the West Course to the Kensington Course.</p> <p>Would the Kensington name be left out of the new Club name?</p> <p>Yes, it would just be Royal Johannesburg as per the graphic.</p> <p>Why is it necessary to change the name?</p> <p>We are no longer where we were 25 years ago when the Kensington merger took place and we are no longer just a golf club. This is a way of moving forward for the next generation. The current name and logo is limited to golf only.</p> <p>Mr M Desai asked for more background on the present logo, which was briefly given by Mr Odgers. In addition, Mr Desai</p>	COLIN AMIS GORDON ODGERS MARK DAYNES  GORDON ODGERS  MOOKESH DESAI

	<p>congratulated/reminded the members that it was indeed an historical time as RJKGC has the first person of colour as Chairman of the Club.</p> <p>Mr Desai went on to say that he thought the new logo was modern and looked really good. He also commented that in many prestigious Clubs around the world, you will find a statue of a famous golfer and thought it would be fitting to have a statue of Mr Denis Hutchinson at the Club.</p> <p>Mr Hutchinson, who was present at the meeting, was asked for comment. He stated that he would feel very uncomfortable with a statue of himself at the Club and when asked how he felt about the new proposed logo, he said that he liked it.</p> <p>Other comments pertaining to the new logo included:</p> <p>Mr Dean Harding, who was involved in the background work of presenting the new logo, said that the Clocktower was an iconic piece of Royal.</p> <p>Mr Craig Cloete commented that there was a lot of interpretation in the clock: the clock itself represented time moving forward and the compass indicated moving in a new direction.</p> <p>Mr Richard Pollock commented that it would be more appropriate to change the name of a room at the Club to a Kensington room rather than the West course and the likes of Denis Hutchinson, Gavan Levenson and Neville Clarke could all get involved there as past Kensington members.</p> <p>The C.E.O. reported that a lot of background work had taken place on the subject of names and logos. The new proposed logo and name does not limit us to golf only - it's a unique and iconic symbol. Although the cost implication was important, as per the resolution, it would be rolled out responsibly and affordably over several years. This would be the first step in the process and would still require the Royal charter approvals.</p> <p>The Chairman commented that many Royal Clubs around the world have a member of Royalty as their patron and this is something that our Club will also look into.</p> <p><i>Reference: Annexure A</i></p> <p><i>Members present agreed to only vote on changing the name of the Club and logo and to exclude the West course name change.</i></p> <p><i>Therefore the resolution was revised as follows:</i>  To authorise the Board to change the name of the Club from Royal Johannesburg &amp; Kensington Golf Club to Royal Johannesburg (the name, together with the new logo, subject to all requirements within our Royal Charter).</p>	<p>MOOKESH DESAI</p> <p>DENIS HUTCHINSON</p> <p>DEAN HARDING</p> <p>CRAIG CLOETE</p> <p>RICHARD POLLOCK</p> <p>CHRIS BENTLEY</p> <p>GORDON ODGERS</p> <p>GORDON ODGERS</p>
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<p>Yes, in the work we have done thus far, we've looked at other courses like Randpark and Houghton, that host accommodation.</p>	<p>GORDON ODGERS</p>
<p>What about controlling children and liability?</p>	<p>STEVEN DU PREEZ</p>
<p>The C.E.O advised that at the direction of the membership we have become a family facility. This comes with the new operational challenges. The Club has all its rules and regulations in place and public liability for all persons. Parents are responsible for their children. Estate rules are being formed too for the residents.</p>	<p>CHRIS BENTLEY</p>
<p>It sounds like the swimming pool and oval can be done right now as no council approval is needed – please clarify.</p>	<p>CHRIS CAMPBELL</p>
<p>Buildings require council approval which can take up to 4 to 5 years but construction of swimming pools and other things that do not have a roof, could start immediately if we wanted to. Nothing will be done until after discussions with the developers.</p>	<p>GORDON ODGERS</p>
<p>If the developers still owe the Club R 12 mill, would we be liable for bad debt should the developers not honour their commitment. Why would we go into a JV with them if they still owe us money?</p>	<p>ANDREW RIVERS</p>
<p>The Chairman replied that this wouldn't happen as the developers have too much at stake.</p>	<p>GORDON ODGERS</p>
<p>The C.E.O advised for clarity, that the Developers have paid the Club as per agreements and on time. From the West course refurbishment to the capital due in May 2023 which was delayed by a year due to Covid. The developers are in good standing and are not debtors.</p>	<p>CHRIS BENTLEY</p>
<ul style="list-style-type: none"> <li>• A vision/goal is that one day, Royal would close its membership and be a members and guests Club only.</li> <li>• Hopefully we will only use the Capital Fund in cases of serious emergencies, like a pandemic.</li> <li>• The R 12 mill that Mr Rivers spoke about is not bad debt – this was delayed because of the pandemic.</li> <li>• The approach is to responsibly unlock opportunities on our property to create further amenities and new revenue. This secures member subscriptions and other fees.</li> <li>• Right now, we would like to pursue a lodge – a lot of homework and research has been done.</li> <li>• We are responsibly presenting several opportunities which we believe would benefit the members and Club long term.</li> <li>• Council would take at least 4 years.</li> <li>• The graphics are conceptual and we are looking to proceed at the direction of the membership.</li> </ul>	
<p>Mr Sansom said that he would like the Board to be able to continue to explore the possibilities with the developers and then they can report back to the membership. Can we vote for the Board to pursue please.</p>	<p>GREG SANSOM</p>
<p><i>Voting took place on Annexure B</i>  To authorise the Board to pursue the establishment of a joint venture with our property developers (Tricol) for the creation of a boutique</p>	

	<p>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.</p> <p><i>This was passed with a 75% show of hands and confirmed by the auditor present.</i></p>	GORDON ODGERS
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13	<p>The floor was opened for members to discuss any other business concerning the affairs of the Club.</p> <p>Mr Mark Daynes reported that over the past month there had been a very strong smell of sewerage down behind the East 18<sup>th</sup> hole and towards the driving range.</p> <p>The C.E.O. reported that this was one of the main council sewerage lines going through the Club and there had been a blockage that plumbers had now unblocked. It happens and we address operationally as required. We also can't wait for council on these types of things.</p> <p>Mr Desai extended a debt of gratitude to the driving range staff and in particular to our two Master Golf Professionals, Martin Briede and Gavan Levenson for the wonderful work that they do at the range.</p> <p>Mr Desai asked if there could please be a couple of cleaning personnel at the gym every day.</p> <p>The C.E.O. reported that the housekeepers do rounds twice a day in all areas of the Club but as with many other operational challenges, the team are on top of it. We do however turn to the members to help keep the house in order.</p> <p>There were no further questions or comments from the floor.</p>	<p>MARK DAYNES</p> <p>CHRIS BENTLEY</p> <p>MOOKESH DESAI</p> <p>DHARMESH DESAI</p> <p>CHRIS BENTLEY</p>
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In closing, the Chairman thanked the members for their support of the Board and management team and for their attendance tonight.

The Chairman invited everyone for a complimentary drink in the bar.

*There being no further business to discuss, the 131<sup>st</sup> Annual General Meeting was declared closed at 20h08.*

*\*These minutes are taken non verbatim*