



OLD JOHANNIAN ASSOCIATION

A worldwide network of Old Johannians

Annual General Meeting

Notice is hereby given that the 117th Annual General Meeting of the Old Johannian Association will be held on 24th June 2025 at 18:00hrs – the meeting will be held in hybrid form, with the physical presence located at The Johannian and an online presence available on Zoom.

Agenda

Confirmation of the Notice of the Meeting.

1) Lodging of proxy voting forms

Proxy votes will only be accepted if signed on the approved proxy voting forms (V6.3) and submitted via email to the Honorary Secretary to secretary@oja.co.za. Proxy votes may only be given and held by current paid up LIFE (Ordinary or Honorary) members of the Association as per Clause 6.1 of the constitution. Proxy voting forms are available online or from the Honorary Secretary or the attached version hereto (V6.3)

2) Apologies.

3) Welcome by the chairman of the Governing Committee, Mr GE Kerr-Phillips.

4) Address by the President, headmaster of St John's College, Mr S West.

5) Confirm the minutes of the 116th Annual General Meeting.

Copies are included in this pack and are also available from the Association Office, online or from the Honorary Secretary.

6) Matters arising from these minutes.

7) To receive and consider the Chairman & Governing Committee's Annual Report for the previous year - 2024.

8) To receive the Treasurer's report for the previous year – 2024.

9) To receive and approve the Audited Annual Financial Statements for the previous year - 2024.

An abridged copy is included in this pack. Copies of the full audited statements are available from the Association Office, online and the Honorary Secretary.

10) To propose and confirm the Auditors for the current year – 2025.

11) To elect seven (7) Committee Members (for a period of two (2) or three (3) years as per clause 11.1.7 of the constitution.)

12) To consider the proposal for Eminent Associate membership as presented by the Governing Committee.

13) To consider and deal with any resolutions received by 22nd June 2025.

14) To consider and deal with ordinary business raised at the meeting.

15) Closure

AJ Futter
Honorary Secretary
21st May 2025



OLD JOHANNIAN ASSOCIATION

A worldwide network of Old Johannians

PROXY VOTING FORM

I, _____ having membership number _____
do hereby appoint

to vote on my behalf on any motions or resolutions tabled at the 117th Annual General Meeting to be held in hybrid form, with the physical presence located at The Johannian and an online presence available on Zoom on the 24th June 2025.

Signatures

Member: _____

Proxy Member: _____

Dated: _____

This form, or a facsimile thereof, duly completed and signed by the member must be submitted to the Honorary Secretary prior to the meeting via email to secretary@oja.co.za no later than 08:00 SAST on 22nd June 2025 or can be brought to the meeting in person by the nominated proxy holding member for lodging during Agenda Item 1

Proxy Form V6.3 – valid for the above detailed meeting including any postponement or adjournment thereof.



OLD JOHANNIAN ASSOCIATION

A worldwide network of Old Johannians

NOMINATION FORM

I, _____ having membership number _____

do hereby nominate

for election the Old Johannian Association Governing Committee at the 117th Annual General Meeting to be held in hybrid form, with the physical presence located at The Johannian and an online presence available on Zoom on the 24th June 2025.

This nomination has been accepted by the nominee and has been seconded by

_____ having membership number _____

Signatures

Nominee: _____

Proposed by: _____
(Print name)

Seconded by: _____
(Print name)

Dated: _____

This form, or a facsimile thereof, duly completed and signed by all parties must reach the Honorary Secretary no later than 17:00 SAST on 22nd June 2025. These may be submitted via email to secretary@oja.co.za.

Nomination Form V6.3 – valid for the above detailed meeting including any postponement or adjournment thereof.



OLD JOHANNIAN ASSOCIATION

A worldwide network of Old Johannians

Minutes of the 116th Annual General Meeting of the Association

held at The Old Johannian Club on 18 June 2024 at 18h00

Present

20 eligible voting members were in attendance as per the register. The meeting was therefore duly constituted as required by the constitution at 18:18.

Confirmation of the Notice of Meeting

The meeting accepted the notice of meeting.

The Meeting accepted the Notice and the agenda of the meeting with the amendments to Point 11 correcting the number of members to be elected to 4 and Point 13 to correct the date of the receipt of Resolutions to be tabled as the 16th June 2024.

1. Lodging of Proxy and postal voting forms

4 proxy votes were received.

2. Apologies

Apologies as recorded on the attendance register.

3. Welcome by the Chairman of the Governing committee, Mr GE Kerr-Phillips

The chairman welcomed all present to the meeting. He was glad to see the turnout of members making the effort to attend the Annual General Meeting each year.

The Chairman welcomed our President, the Headmaster – Mr Stuart West, Executive Headmaster to present his address to the meeting.

4. Address by the President, headmaster of St John's College, Mr S West.

Mr S West presented his report to those in attendance comparing St John's to various schools that he had visited during his recent meeting of G30 heads of schools – noting that the College really does compare as a world class school.

After more information and detail, Mr West also informed the members that he would be retiring at the end of 2025. The College council has begun the search for new Executive Head in due time.

5. To confirm minutes of 115th A.G.M. held on 18 July 2023

The minutes were confirmed by the Governing Committee at their meeting. The General Meeting accepted them as read. The minutes were proposed by Mr G Heidt and seconded by Mr P Herold

6. Matters arising from the previous minutes

There were no matters arising.

7. To receive and consider the Governing Committee Annual Report for the period 2022-2023

The chairman presented his report to the members in attendance. This was accepted as read.

He reported that the Club has continued to be renovated and the facility is now well used and looking in very good shape. The Association has been very active this year in conjunction with the Advancement Office and this has been a great foundation to the future of the growth of the Association going forward.

The Chairman thanked the committee members for the dedication and time they put into ensuring the presence of the Old Johannian Association is seen at various events.

8. To receive the Treasurers report for the periods of 2022.

The treasurer, Mr K Radebe, presented his report along with a shared presentation. The highlight of the report has the positive movement in the club finances which contribute to the sustainability of the facilities going forward – ensuring the reduced drain on the Association's resources into the future.

The meeting accepted the report as tabled.

9. To receive and approve the audited Annual Financial Statements for 2022.

The meeting accepted the Audited Financial Statements for 2022 as presented. They were proposed by Mr J Diviani and seconded by Mr T Molubi

10. To propose and approve the Auditors for current year - 2024.

The meeting agreed and accepted N Kruger, the current auditors, as proposed by K Radebe and seconded Mr J Diviani and seconded by Mr K Masote

11. To elect four (4) Committee Members (for a period of two (2) or three (3) years)

There were 4 positions available and 3 nominations from G Heidt, T Selele, M Burman.

It was confirmed that G Heidt was elected to the committee to serve a further 3-year term and T Selele and M Burman were elected to serve their first 2-year term.

Other positions on the committee may be filled by members being co-opted by the committee during the year.

The committee is confirmed to be GE Kerr-Phillips, AJ Futter, DJ Patricios, K Radebe, G Green, G Heidt, C Macingwane, K Masote, L Rensburg, T Khanyile, T Selele, M Burman.

12. To consider the proposal for Eminent Associate membership as presented by the Governing Committee

The Governing Committee proposed the election to Eminent Associate Membership the following members of the College staff, having given 20 or more years of service to the College, Preparatory or Pre-Preparatory schools in any capacity who have not been recognised before by the Association for any other service or applied for membership to the Association.

The meeting in general approved the resolution as proposed.

The following staff were elected to Eminent Associate Membership for their service to St John's; Vladimir Trninic (29yrs), Allan Thompson (27yrs), Nicola Sulter (26yrs), Brandon Louw (24yrs), Richard Venter (24yrs), Alina Mazibuko (24yrs), Grant Harrison (24yrs), Nomusa Ndlovu (23yrs), Lee Mattiuzzo (22yrs), Winnifred Modise (22yrs), Alan Lion Cachet (21yrs), Isabella Roux (21yrs), Alan Duncan (21yrs), Sandra Frewen (21yrs), Judith Innes (21yrs), Mark Johnston (20yrs), Adrian Norris (20yrs).

Mr West asked there was a way to also include membership for C Henning as she would leaving at the end of the year. The Secretary clarified that the resolution would need to be re-tabled by the Governing Committee to another meeting. It was noted however that it possible for Associate membership to be applied for and then be proposed at the next AGM for Eminent Status.

13. To consider and deal with and any resolutions received by 16th June 2024

No resolutions were received.

14. To consider and deal with any ordinary business raised at the meeting

No business was raised at the meeting.

15. Closure

The meeting was declared closed by the chairman, Mr GE Kerr-Phillips at 19:28

Acceptance of Minutes

Signed:

Chairman

Date

Proposed

Seconded

These minutes have been reviewed and accepted by the Governing Committee at their meeting following the Annual General meeting for accuracy and completeness. The formal acceptance and proposal of these minutes will take place at the Annual General Meeting.



Old Johannian Association

Abridged Financial Statements for the year ended 31 December 2024

Statement of Financial Position as at 31 December	Consolidated 2024	Consolidated 2023	Association 2024	Association 2023	Lucia 2024	Lucia 2023	The OJ Club 2024	The OJ Club 2023
ASSETS								
Non current assets								
Equipment	338,683.00	446,760	-	-	338,683	446,760	-	-
Investment property	17,407,712	17,252,904	-	-	17,407,712	17,252,904	-	-
Investments in subsidiaries	-	-	1,781,779	1,781,779	-	-	-	-
Loans to related parties	-	-	6,373,212	6,373,212	-	-	-	-
Available for sale investments	10,938,870	9,687,961	10,938,870	9,687,961	-	-	-	-
	28,685,265	27,387,625	19,093,861	17,842,952	17,746,395	17,699,664	-	-
Current assets								
Inventories	161,566	134,523	37,087	38,087	-	-	124,479	96,436
Current tax receivable	5,144	5,144	-	-	5,144	5,144	-	-
Receivables and prepayments	1,417,899	1,181,008	2,420,167	2,253,337	1,586,449	1,468,043	48,215	10,705
Cash and cash equivalents	1,147,097	1,480,568	1,007,765	1,237,840	44,652	103,242	94,680	139,486
	2,731,706	2,801,243	3,465,019	3,529,264	1,636,245	1,576,429	267,374	246,627
Total assets	31,416,971	30,188,868	22,558,880	21,372,216	19,382,640	19,276,093	267,374	246,627
ACCUMULATED FUNDS AND LIABILITIES								
Accumulated funds and equity	28,926,050	27,751,202	21,916,352	20,621,086	10,632,749	10,516,537	(1,841,255)	(1,604,626)
Non current liabilities								
Loan from related party	-	-	-	-	6,373,212	6,373,212	-	-
Deferred tax	2,343,242	2,343,242	-	-	2,343,242	2,343,242	-	-
	2,343,242	2,343,242	-	-	8,716,454	8,716,454	-	-
Current liabilities								
Trade and other payables	147,679	94,424	642,528	751,130	33,437	43,102	2,108,629	1,851,253
Total funds and liabilities	31,416,971	30,188,868	22,558,880	21,372,216	19,382,640	19,276,093	267,374	246,627

Full sets of the audited financial statements have, as in the previous year and to save on considerable postage costs involved, not been sent out to all members. Members wishing to receive the full set of the audited financial statements may obtain these from the Association's offices or at the Annual General Meeting

The abridged financial statements presented above and overleaf have been extracted from the audited financial statements. These set out the financial position of the Association itself and consolidated with its property owning and restaurant subsidiaries at 31 December 2024 and their results for the year ended on that date.

Deferred taxation has been recognised on the revaluation of Lucia (Pty) Ltd's investment property.

Questions on the financial information presented here will be addressed at the forthcoming AGM. In the meantime, anyone requiring further information may contact the Association's office.

Old Johannian Association

Abridged Financial Statements for the year ended 31 December 2024

Statement of Comprehensive Income for year ended 31 December	Consolidated 2024	Consolidated 2023	Association 2024	Association 2023	Lucia 2024	Lucia 2023	The OJ Club 2024	The OJ Club 2023
Subscriptions and membership	824,412	875,055	824,412	875,055	-	-	-	-
Net dividends and interest	464,718	533,095	463,384	532,126	(270)	969	1,604	-
Rental income and recoveries of utility costs	1,668,469	1,553,679	-	-	2,225,447	1,949,593	-	-
Restaurant gross profit	2,251,511	2,226,795	-	-	-	-	2,251,511	2,226,795
Fair value adjustments	894,357	699,785	894,357	699,785	-	-	-	-
Profit/(loss) on sale of investments and assets	7,221	(6,581)	7,221	(6,581)	-	-	-	-
Insurance claims	23,842	-	-	-	23,842	-	-	-
Administrative and other expenses (see below)	<u>(4,959,681)</u>	<u>(4,719,495)</u>	<u>(894,108)</u>	<u>(810,043)</u>	<u>(2,132,807)</u>	<u>(1,993,941)</u>	<u>(2,489,744)</u>	<u>(2,311,411)</u>
Net surplus/(deficit) from operations	1,174,849	1,162,333	1,295,266	1,290,342	116,212	(43,379)	(236,629)	(84,616)
SA normal taxation	-	(1,698)	-	-	-	(1,698)	-	-
Deferred taxation	-	73,055	-	-	-	73,055	-	-
Net surplus for the year	<u>1,174,849</u>	<u>1,233,690</u>	<u>1,295,266</u>	<u>1,290,342</u>	<u>116,212</u>	<u>27,978</u>	<u>(236,629)</u>	<u>(84,616)</u>

Statement of changes in accumulated funds and equity for the year ended 31 December 2023

Balance at the beginning of the year	27,751,202	26,517,512	20,621,086	19,330,744	10,516,537	10,488,559	(1,604,626)	(1,520,010)
Net surplus /(loss) for the year	1,174,849	1,233,690	1,295,266	1,290,342	116,212	27,978	(236,629)	(84,616)
Balance at the end of the year	<u>28,926,051</u>	<u>27,751,202</u>	<u>21,916,352</u>	<u>20,621,086</u>	<u>10,632,749</u>	<u>10,516,537</u>	<u>(1,841,255)</u>	<u>(1,604,626)</u>

**Analysis of "Administration and other expenses" included in the
abridged statement of comprehensive income for the year ended 31 December 2024**

	Consolidated 2024	Consolidated 2023	Association 2024	Association 2023	Lucia 2024	Lucia 2023	The OJ Club 2024	The OJ Club 2023
Auditors remuneration	72,125	68,785	38,525	36,685	19,800	18,900	13,800	13,200
Bad debts	14,457	-	-	-	14,457	-	-	-
Bursaries, presentations, awards & functions	109,669	61,506	109,669	61,506	-	-	-	-
Communications	110,798	105,215	109,754	104,171	1,044	1,044	-	-
Investment management fees	107,333	103,175	107,333	103,175	-	-	-	-
Other expenses	200,858	187,324	10,639	16,289	12,358	1,127	177,861	169,908
Restaurant related expenses	607,563	678,287	-	-	-	-	1,164,541	1,074,187
Property related expenses	1,822,840	1,719,069	-	-	1,822,840	1,719,069	-	-
Staff costs, management and accounting fees	1,914,038	1,796,134	518,188	488,217	262,308	253,801	1,133,542	1,054,116
	<u>4,959,681</u>	<u>4,719,495</u>	<u>894,108</u>	<u>810,043</u>	<u>2,132,807</u>	<u>1,993,941</u>	<u>2,489,744</u>	<u>2,311,411</u>

Old Johannian Association Governing Committee

Committee		2023 – 2024	Elected/Appointed	End of current term	2024-2025
Chairman		GE Kerr-Phillips	2021	2026	GE Kerr-Phillips
Vice Chairman	*	DJ Patricios	2004	2025	*
Secretary		AJ Futter	2003	2025	*
Assistant Secretary	*				
Treasurer		K Radebe	2021	2026	K Radebe
Assistant Treasurer	*				
Immediate Past Chairman					
Elected Members		M Burman		2026	
		C Green	2016	2025	**
		G Heidt	2016	2025	**
		T Khanyile – Resigned	2024	Resigned	
		K Masote	2023	2025	**
		L Rensburg	2023	2025	**
		T Selele	2024	2026	
Co-Opted	*	T Molubi			
	*	AP van Vuuren			
	*	C Macingwane	2021		
	*				

* - These positions are made vacant at the end of the term of the appointed member. These appointments are made by the Committee from members on the committee.

** - These positions are made vacant by rotation (1/2 of **Elected Members** must retire each year)

Committee members terms due to end eligible for to be nominated; DJ Patricios, AJ Futter, C Green, G Heidt, K Masote, L Rensburg

Committee members that stepped down during their term that are eligible for nomination;

Co-opted members available for nomination: T Molubi, AP van Vuuren, C, Macingwane

There are 7 positions available to elected.