



# FRIENDS OF THE RAIL NPC

Non-profit company, Established 1986

## Preserving South African Railway Heritage

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May 13, 2015.

## Circular to Members

### 1. Reminder: Annual General Meeting 2015

The following notice was sent out on March 24 2015 together with a draft agenda, minutes of the previous AGM, a form of proxy and a nomination form.

You are hereby advised that the Annual General Meeting of the members of the Friends of the Rail Association, NPC, will take place on:

Saturday, 23rd May 2015 at 14:30

Venue: FOTR's Hermanstad Station,  
Michaelson Ave, Hermanstad, Pretoria.

If you did not receive said notice or require any of the documents to be sent again please advise me.

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### The Friends of the Rail Association, NPC

Registration No. 1995/009790/08

Directors 2014: SG Appleton\* (secretary), A Attwell, NH Berelowitz (chairman), L Labuschagne, Z de Lange (vice treasurer), CE Janisch (vice-chairman), JA Koch (treasurer), G Kovacs, SJ Smith, AC Victor  
(\* = British)

## **2. Proposed resolution to amend Article 26.2 of the FOTR Constitution.**

The company's constitution as contained in FOTR Document R-005-a1 10326 states:

*Clause 26.2: "Nominations in writing for the office of Director of the Company shall be signed by two ordinary members of the Company and delivered to the Secretary at least twenty-eight (28) calendar days before the date fixed for the holding of the annual general meeting of the Company on which the election shall take place."*

This year the cut-off date was 25 April 2015. No forms have been received to date and therefore technically no members can be elected to the board as directors at the AGM.

It is a fact that most of the Association's members, including the incumbent directors (who are required to stand down each year) find great difficulty in completing and submitting the Form of Nomination before the cut-off date. Living apart from each other, finding two members to countersign is one problem and diarizing to do this by the cut-off date is another.

The reality has been that late nominations have been accepted at the AGM each year. This practice although condoned does not align with the provisions of the FOTR constitution and has therefore be questioned by some members of the association and may also have unforeseen legal consequences.

Therefore unless amendments are made at the AGM, it is proposed to seek the approval of members to change the Constitution to allow:

1. The submission of a written nomination from a member in good standing for election as a Director of the Company to be in the hands of the Chairman presiding or Secretary of the Company on or before the time of commencement of an Annual General Meeting or of a General Meeting of the association instead of 28 days prior. As at present, this form of nomination must be duly signed by two members of the Company in good standing.
2. The nomination of a member in good standing for election as a Director of the Company from the floor at an Annual General Meeting or a General Meeting providing such nomination is proposed and seconded by at least two members of the Company in good standing. The nominated member need not be present at such meeting, but must have indicated his willingness to stand for election and to serve the Company as a Director.

It is intended that this proposal shall be included in the agenda of the AGM on 23 May 2015 and be put to the members of the Association for acceptance by them whereafter it will be enacted immediately before the nomination and election of the new members of the board.

**Formal Proposal:**

It is proposed to delete the existing Article 26.2 of the Constitution of the Friends of the Rail Association and replace it with immediate effect by the following:

26.2. Nominations from members in good standing as candidates for election to the office of Director of the Company shall be submitted as follows:

- a) Either: a written "Form of Nomination" for election as a Director of the Company duly completed by a candidate who must be a member of the Company in good standing. Within the form, the nominated candidate must indicate his or her willingness to stand for election and agree to diligently serve the Company in the office of Director if so elected. The form of nomination must be proposed, supported and countersigned by two ordinary members of the company in good standing. This form must be delivered to the Secretary before the advertised time of commencement of an Annual General Meeting or a General Meeting of the Company wherein a Director is to be elected by the members present. The candidate for election need not be personally present at that meeting.
- b) Or: a response from the floor to a call for nominations as candidates for election to the office of Director of the Company made to members present at an Annual General Meeting or a General Meeting of the Company wherein a Director is to be elected. The nomination of a candidate, who must be a member in good standing, shall be made by at least two other members in good standing present at the meeting. The nominated candidate must indicate his or her acceptance of the nomination, his or her willingness to stand for election and agree to diligently serve the Company in the office of Director if so elected. Should a candidate nominated from the floor not be present at the meeting, the nominated candidate's acceptance of the nomination, his or her willingness to stand for election and agreement to diligently serve the Company in the Office of Director must be personally communicated either verbally or electronically by the candidate to the Chairman of the meeting or to the Secretary before or at the time of his or her nomination and before any elections commence, failing which the nominated candidate's name shall be removed from the election roll.

A revised agenda including this proposal will be circulated ahead of the meeting.



Steve Appleton  
Hon Secretary  
Friends of the Rail Association.