



FRIENDS OF THE RAIL NPC

Non-profit company, Established 1986

Preserving South African Railway Heritage

PO Box 35965 Menlo Park 0102 South Africa

Secretary phone: +27-83-254-2806

E-mail: secretary@friendsoftherail.com

Web: <http://www.friendsoftherail.com>

01 February 2019

Circular to Members

Dear FOTR member,

Re: Annual General Meeting, Saturday 23 February 2019 at Rovos Rail offices

It is that time of the year, FOTR AGM time, again.

We have identified Saturday 23 February 2019 at 14:00 as the best date and time for the AGM; one which the board believes would suit most members. In a change the meeting will be held at **Rovos Rail's offices** in Capital Park, Pretoria – for which we thank all at Rovos Rail. Please note the change of venue. At this meeting it is expected that the future of FOTR will be discussed and determined.

Accordingly, the “Formal Notice” is attached to this communication, together with a “Form of Nomination” for those who harbour insane desires to be elected to the Board.

For those who cannot attend in person, a “Form of Proxy” is also attached.

Background information

By way of background and as many will be aware, Friends of the Rail faced a very torrid time operationally and financially during the second half of 2017 continuing into 2018. This was principally caused by the theft of a section of track from the Cullinan branch line; Cullinan excursion trains being our major source of income. This theft in turn resulted in the unfortunate derailment of Sandstone's class 15F locomotive whilst heading a train down the branch on 21 March 2017. The consequent heavy costs of the re-railing and recovery of this locomotive and the recovery of the train itself hit our financial reserves hard.

The extended inability to run trains through to Cullinan and the necessity to hire buses

The Friends of the Rail Association, NPC

Registration No. 1995/009790/08

Directors 2018-19: SG Appleton* (secretary), NH Berelowitz (chairman),
Z de Lange (treasurer), CE Janisch (vice-chairman), SJ Smith (* = British)

for each and every subsequent trip resulted in an unbudgeted long-term increase in overhead costs that could not be recovered by increasing ticket prices. And, hastened by a national decline in consumer disposable income together with dwindling passenger loads caused by customer dissatisfaction at i) transferring to the buses and ii) the growing number and length of train-control delays on many of the trips, this resulted in most trains running at break-even and some even making a loss.

In March 2018, FOTR reached an agreement with a new private company called Wonder Steam Trains to effectively take over its operations and also to provide substantial new capital to ensure that heritage steam trains not only remain an integral part of the Tshwane scene but also that the facilities and service be improved. With effect from January 2019, all trains are to run by WST under its own recognisances.

As a result, because FOTR now no longer runs heritage trains it has become reduced to a more or less an empty shell without any income of its own.

At this meeting, it is expected that the status of FOTR will be enunciated, options will be debated and resolutions adopted in respect of determining the Association's future.

Nomination for directorship

It should be noted that clause 26.2 of the FOTR Constitution was amended to allow nominations to be proposed and submitted from the floor at the AGM. The nominee must still be a member in good standing who must indicate his/her willingness to stand and his/her intention to serve the Association diligently. Nominations from the floor must be supported by a proposer and a seconder who are both members in good standing and handed to the Secretary in writing on the prescribed form before the election takes place.

This option is provided in addition to the original procedure wherein nominations were required to be submitted in writing at least 28 days in advance.

Once again we would really appreciate it if those intending to stand for election to the Board would provide a short motivation, a brief CV and a portrait photograph for circulation to members ahead of or at the meeting for their information. This is not mandatory, but would be nice to have, so that those who do not know you can feel included.

Members' resolutions

In terms of article 43 of the Association's Constitution, members are entitled to propose

Friends of the Rail

resolutions and to raise such points for discussion as are permitted to be raised and discussed at an AGM. Notice, including the subject and reasons for raising such points, must be made in writing to the secretary on or before 20 February 2019, in order to be confirmed as valid and included in the Agenda.

With best regards,

A handwritten signature in black ink that reads "Steve". The signature is written in a cursive style with a long horizontal flourish underneath the name.

Steve Appleton
Hon Secretary
Friends of the Rail Association
Email: secretary@friendsoftherail.com
Phone: +27-83-254-2806