



FRIENDS OF THE RAIL, NPC

Preserving South African Railway Heritage

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Non-profit company - Established 1986

24 April 2018.

Circular to Members

IMPORTANT REVISED NOTICE Postponement - Change of Date

Special General Meeting

We regret that due to a) the long weekend with a public holiday on Tuesday 1 May, b) the preparations needed for the train scheduled for Sunday 29 April, and c) the resulting unavailability of several key members, the Special General Meeting of the members of the Friends of the Rail Association ("FOTR") has been postponed by 1 week. We regret the inconvenience and sincerely apologise for this late change. We are informed that that the new date will be more convenient for most members. The meeting will now take place on:

Saturday, 5 May 2018 at 14:00

Venue: FOTR's Hermanstad Station,
Miechaelson Str, Hermanstad, Pretoria.

In terms of articles 46 and 47 of the Constitution of the Association, all members are hereby advised that a Special General Meeting of the Association will be now be convened on Saturday 5 May 2018 at 14:00 at the request of the chairman and board of directors of the Association for the following purposes:

1. To apprise the Association's members of important changes to the structures of the Association whereby an arrangement is being entered into with Wonder Steam Trains (pty) Ltd ("WST").
2. To permit the board of directors of WST to make a presentation to the Association's members in respect of the arrangement with that company.
3. To elect two new members to the Association's board of directors in order to fill vacancies created by the resignations of three of its current directors.
4. To debate, consider and vote upon any other proposed resolutions that may be placed before the meeting.

A recent circular to members advised of an arrangement between the Association and Wonder Steam Trains ("WST"). Pursuant to their taking up posts as directors of WST, three of the board members, namely Messrs Ben Minnaar, André van der Merwe and Les

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, MJ Lukhozi**, LEC Msingapantsi**, SJ Smith

(**= co-opted, * = British)

Labuschagne, who were each elected to the board at the Annual General Meeting on 3 February 2018 have resigned their directorships of the Association to avoid any possible future conflicts of their interests in the two entities.

Article 25 of the Constitution of the Association specifies that the board shall consist of at least seven directors including a chairman, a treasurer and a secretary. Accordingly, these resignations have created at least two vacancies within the board of directors.

A revised "Form of Nomination" is also attached to this notice upon which members in good standing should inscribe their choice of candidate (or candidates) willing and able to stand for election as a director (directors) of the Association. Please note that each nominated candidate must sign to indicate thereon his or her acceptance of the nomination and willingness to stand for election.

All members of the Association in good standing are entitled to attend, speak and vote at this meeting, either in person or by way of a proxy. A revised "Instrument of Proxy" is attached to this notice for completion and submission by those members who cannot attend the meeting in person and who wish another person present thereat to represent them and to speak or vote for them.

Please note that the proxy forms already received by the secretary for the original meeting date will be held as valid for the postponed meeting. You will not need to send in a replacement proxy form unless you specifically wish to.

Please also note that the appropriate forms, duly signed as detailed thereon, should be scanned and sent by email on or before 4 May 2018 to the secretary. If no acknowledgement is received within 24 hours, the sender must assume that they have not been received and resend them. The forms may also be handed to the secretary at the meeting before its commencement. Forms of proxy received after commencement of the meeting will not be recognized. Forms of nomination must be received before the election of directors commences.

Should you wish to raise or add any specific item or propose a resolution which is permitted to be raised and debated at an SGM in terms of article 45 of the Constitution, kindly submit it by email on or before Saturday 28 April 2018 to the secretary. Thereafter a final agenda will be drawn up to be circulated ahead of the meeting.

Issued on behalf of the Board of Directors of the Association by:



Stephen G Appleton
Secretary
Friends of the Rail Association, NPC
Email: secretary@friendsoftherail.com