



## FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN, IN TERMS OF SECTION 9 OF THE CONSTITUTION OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) (FOM), THAT THE ANNUAL GENERAL MEETING (AGM) OF THE FOM WILL TAKE PLACE AT THE ISIBAYA ROOM, ARTSCAPE, DF MALAN STREET, FORESHORE, CAPE TOWN ON THURSDAY, 24 JULY 2014 AT 18H00. THE AGENDA FOR THE MEETING AND RELEVANT DOCUMENTS ARE ATTACHED.

FOM MEMBERS SHOULD KINDLY TRANSMIT ANY NOTICE OF MOTION TOGETHER WITH AN EXPLANATORY MEMORANDUM IN RESPECT OF THE PROPOSED MOTION, OR ANY NOMINATION AS A MEMBER OF THE FOM COMMITTEE, BY EMAIL TO THE ACTING SECRETARY, KARININA INGWERSEN, AT [KARININA@INGWE.NET](mailto:KARININA@INGWE.NET) BY CLOSE OF BUSINESS ON WEDNESDAY, 16 JULY 2014.

FOM MEMBERS WHO ARE UNABLE TO ATTEND THE AGM ARE WELCOME TO DESIGNATE A PROXY TO ACT ON THEIR BEHALF AT THE MEETING. SUCH MEMBERS SHOULD PLEASE COMPLETE THE PROXY FORM INCLUDED IN THIS NOTICE AND EMAIL IT TO THE ACTING SECRETARY, KARININA INGWERSEN, AT [KARININA@INGWE.NET](mailto:KARININA@INGWE.NET) BEFORE CLOSE OF BUSINESS ON TUESDAY, 22 JULY 2014.

PLEASE NOTE THAT THIS AGENDA AND ITS ACCOMPANYING DOCUMENTS ARE ALSO AVAILABLE ON THE WEBSITE OF THE FRIENDS AT [WWW.FOMCT.COM](http://WWW.FOMCT.COM). MEMBERS ARE ENCOURAGED TO READ THE ATTACHMENTS TO THE AGENDA IN ORDER TO FACILITATE THE BUSINESS TO BE CONDUCTED AT THE AGM

KARININA INGWERSEN  
ACTING SECRETARY  
CAPE TOWN, 9 JULY 2014

AGENDA FOR THE ANNUAL GENERAL MEETING OF THE  
FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) AT ARTSCAPE:  
THURSDAY, 24 JULY 2014: 18H00

1. OPENING AND CONFIRMATION OF THE NOTICE CONVENING THE MEETING.
2. APOLOGIES RECEIVED
3. PROXIES RECEIVED
4. MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING: ATTACHED AS ANNEXURE "A".
5. CHAIRMAN'S REPORT: ATTACHED AS ANNEXURE "B".
6. FINANCIAL STATEMENTS FOR 2013/2014: ATTACHED AS ANNEXURE "C".
7. ELECTION OF MEMBERS OF THE FRIENDS AS COMMITTEE MEMBERS.

THE FOLLOWING FOM COMMITTEE MEMBERS HAVE DECLARED THEMSELVES TO BE AVAILABLE TO BE RE-ELECTED AS COMMITTEE MEMBERS OF FOM:

RUTH ALLEN  
DEREK AURET  
ISABELLE FRANZEN  
NORBERT FURNON-ROBERTS  
KARININA INGWERSEN  
IAN MCLEAN  
SHIRLEY PARKFELT  
ROD STEVENS  
DAVE VAN REENEN

8. THE APPOINTMENT OF AUDITORS FOR THE CURRENT YEAR.
9. NOTICES OF MOTION
10. OTHER BUSINESS:  
  
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN), AS CIRCULATED IN TERMS OF THE CURRENT CONSTITUTION.  
ANNEXURE "D"
11. CLOSURE

AGENDA ITEM 4: MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

**FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)**

**Minutes of the ANNUAL GENERAL MEETING held in the foyer at the Artscape Theatre Centre on Wednesday, 24 July 2013 at 19h00**

**In the Chair:** Gaby Dahl

**Present:** 12 paid-up members (including 10 committee members). The attendance register is filed with the Secretary, Neil Sampson.

**Apologies:** I Franzen (committee member), J Fitzmaurice, H Rubidge, S Gueller, R Stevens, J Ritchie, D Le Jeune, Y Dhalluin, F Reuvers

**Proxies:** Lodged by 9 paid-up members. Filed with the Secretary.

The chairman welcomed those present. The secretary, Neil Sampson, reported that proxies had been received from 9 paid-up members, which together with the 10 committee members present constituted a quorum. (15 paid-up members constitute a quorum).

**Minutes of 2012 AGM**

The minutes of the 2012 AGM were read, adoption proposed by Ruth Allen and seconded by Shirley Parkfelt. The meeting adopted the minutes and the chairman signed them as correct.

**Chairman's Report**

Gaby Dahl presented her chairman's report for the financial year ending 28 February 2013. A copy of the report is filed with the secretary.

The chairman presented the Financial Report noting the following figures as of 24 July 2013:

FOM – Current Account:	R14 354.68
FOM – Money Market:	R25 754.53
FOM – Trust Account:	R9000.00

**Appointment of Auditors**

PKF were thanked by the chairman for their services as auditors and were unanimously reappointed to serve as auditors for the financial year ending 28 February 2014.

## **Notice of Motion**

Ruth Allen proposed that signatories for the current account be changed. D Auret suggested that Henk Rubidge be approached to serve as a committee member so obviating the signatory problem

## **Election of Committee**

The present committee was re-elected to serve for the current year with a unanimous election of a new member, Karin Blumer, onto the committee.

## **Other Business**

Erika Naumann enquired as to who receives the return of the wine sales at concerts. The chairman confirmed that previously FOM members received wine free of charge at the receptions since these were hosted by the Friends. Mrs Dahl further reported that the sale of wine at concerts was no longer managed by FOM and the service had been allocated to a private group.

## **Thanks**

Special thanks was expressed to the chair, Gaby Dahl, and the vice-chair, Ruth Allen for their tireless work to ensure the continuity of the Friends of Orchestral Music.

The meeting ended at 19h20, after which wine and snacks were served.

Minutes confirmed on 23 July 2014 by the 2014 Annual General Meeting.

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**Chairman**

AGENDA ITEM 5: CHAIRMAN’S REPORT

FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) ANNUAL GENERAL MEETING 2014  
CHAIRMAN’S REPORT

It gives me great pleasure to report to the Members of the Friends of Orchestral Music (Cape Town) regarding the activities of the Friends over the past year.

Let me start off by paying tribute to members of the Committee of the Friends who have departed the scene since the last Annual General Meeting. To Gabby Dahl – a former Chairman – and Detlef Basel, many thanks for your efforts in support of the Friends. It is very much appreciated. The Committee was also very unfortunate to lose the services of its Secretary, Neil Sampson, who has had to resign from the Committee because of ill-health. I would like to thank him very sincerely for the sterling work he performed while he was part of the team and wish him the very best for the future. We trust that he will soon again enjoy good health. We have also been unfortunate to lose the valuable membership of Colin Lee who has decided not to stand for re-election due to his extensive international opera engagements and other business interests. I should like to thank him for the valuable role he played on the committee and look forward to a continuing, if less formal, relationship with him. To the indefatigable Ruth Allen who has retired as Chairman, but who has, very fortunately for the Committee agreed to stay on as Vice-Chairman, our sincere thanks and appreciation for the superb work you have done on behalf of the Friends, for the refreshing enthusiasm and positive approach you always adopt and for agreeing to continue to share your experience with us. We are deeply grateful to you.

If nothing else, the past twelve months have been characterised by change; not only change in the membership of the Committee that takes care of the business of the Friends in between Annual General Meetings as I have indicated above but also a significant change in the approach of the Committee to the Friends as an organisation and its activities.

The Committee, which was much depleted since the resignation *en masse* of a large number of members of the previous Committee, was considerably bolstered by the agreement of Colin Lee, Karinina Ingwersen, Rod Stevens, Norbert Furnon-Roberts, Ian McLean, Isabelle Franzen and Dave van Reenen to become members of the Committee. In fact, with the exception of our two excellent stalwarts, Ruth Allen and Shirley Parkfelt, the current Committee consists of entirely new members. Their commitment to the objectives of the Friends has been amply demonstrated by the value that they have all added to the work that has been done by the Committee this year. It is a pleasure to experience the enthusiasm they display and the wealth of new ideas that they have brought to the fore.

I am also happy to report that the Committee has finally been able to adopt and implement many new and exciting innovations such as a different membership and registration procedure (as the new membership cards demonstrate) and a brand new user-friendly interactive website that is packed with information about the Friends. For those who have not yet made use of the Website, it can be found at [www.fomct.com](http://www.fomct.com). If you have any comments about how the site may be improved, please do not hesitate to let the Committee know. This can be done directly from the site. Many further new ideas have been canvassed and are in the process of being researched before they are implemented, such as an even more productive and hopefully lucrative membership system (similar to retail companies’ reward systems), innovative programmes with wide appeal at and more frequent soirées in future. Of great importance is the creative approach that is being implemented to using the Friends’ Trust to

generate funds from overseas donors and of entering into arrangements with similar bodies to FOM abroad to generate donations. In addition the Friends is looking towards securing tax-exemption benefits for local donations to the Trust. In that regard the amendments to the Constitution of the Friends that this AGM is being asked to approve, will assist greatly with bringing the objectives of FOM and the Trust in line with each other.

Another key objective of the Friends is to achieve a significant expansion of its membership which currently stands at 300. By the introduction of a “Youth” category of membership of FOM, we hope to encourage many more young people to join and thereby additionally to boost the audiences at CTPO concerts and our own events. I expressly call on all members of the Friends to make it your business soon to recruit at least one or two members to the ranks of the Friends. Get involved – it is, after all, a society of ALL its component parts!! It is envisaged that the Friends will increase the membership subscriptions for both single and family memberships in the coming year and will introduce corporate and youth/student membership rates. I would like, in this regard, to point out that membership of the Friends in the past has offered members limited advantages and privileges. The new Committee has however succeeded in securing handsome benefits for its members: 30% off the price of a season ticket booking, which amounts to a substantial saving of 10% more than that offered to regular concert-goers, as well as a free glass of wine, upon production of membership cards, at post-concert receptions where the opportunity also exists to meet the artists and conductors. In addition members also receive a 10% discount on tickets to all soirées and gala concerts offered by the Friends. The Committee has also resolved to host a gala concert once per annum with an artist and conductor of significant international standing. Such concerts, which in the absence of sponsorship command substantial costs, are another reason why an increase in membership fees, after staying the same for more than 5 years, is necessary. But Members should consider that, with the benefit of season-ticket discounts and the post-concert reception and other privileges, they benefit substantially more in financial terms than the cost of an annual membership! All this would not have been possible without the support of the management of the orchestra and I should like to thank the CEO of the Cape Town Philharmonic Orchestra, Louis Heyneman, most sincerely for engaging generously with the Committee and thereby making the new benefits for members a reality.

Many of the previous institutions of the Friends, such as opening the final dress rehearsal of the orchestra on Thursdays to the public at a nominal fee, will continue and the Committee hopes also to expand the audiences at these events. In this regard the Committee wishes to express its sincere thanks and appreciation to Francisca Louw for her continuing commitment to receiving and looking after the concert-goers on Thursday mornings. Such dedication is much appreciated and admired.

While the financial position of the Friends, as reflected in the accompanying audited financial statements is sound, it should be remembered that it is the sum only of income generated through membership subscriptions, the proceeds of the soiree, the annual quiz and one or two monthly donations, generously provided by members over and above their normal annual subscriptions. We are grateful to those members, such as Mr Le Jeune and Ms Sarah Christie, who have been so generous in the past and would welcome similar donations in future. But the support that we are able to provide to the orchestra in the form of part sponsorship of Artist’s and Conductor’s fees is really quite small. We would like to do much more, hence our efforts to introduce new ways of generating funds. Nevertheless the Friends hope to be in a position to be one of the 10 donors of the amount of R100 000 to the Centenary Fund of the Orchestra. In this regard a special word of thanks and appreciation to Henk Rubidge who has generously donated R5000 to assist us in achieving that goal. Further donations to this very worthy goal would be most welcome.

One of the main items of business that the AGM will have to transact this year is a total overhaul of the Constitution of the Friends. The amendments have been circulated with the agenda and members

would thus have had sufficient time to consider the proposed changes before they are put before the meeting. There are no controversial elements in the proposals. One new inclusion is the introduction of an objective in respect of support for musicians from previously disadvantaged communities. This aim is self-explanatory. The other really new, and I have to say creative change, is the provision that all income in respect of the Friends, with the exception of income from annual membership subscriptions, will in future accrue to the Friends of the Cape Town Philharmonic Orchestra Trust, a trust registered with the Master of the High Court. The reason for this being done is to secure and ensure tax exemption for donations to the Friends of Orchestral Music, which otherwise would not have been the case. It is hoped that this provision will encourage donors to be more generous in supporting the cause of the Friends in respect of the Orchestra. In addition the Constitution will also provide for the linking with similar Trusts and donors abroad with that of the Friends, again to facilitate the granting of tax relief also to donors in the countries concerned, since the link would have international applicability. This is an innovative approach and, I would submit, is worthy of members' support.

The other proposed amendments to the Constitution are straight-forward and have been brought about by the requirements of logic and good governance and will enhance the position of the Friends as it seeks to secure much needed funding in support of the orchestra. I trust that the membership will support the amendments enthusiastically.

Let me finally express my and the Committee's thanks and appreciation for your loyal support as members of FOM. We look forward to the greater success of the Friends in future, something that will only be possible if we all pursue the objectives of the Friends with vigour and as a team.

Derek Auret  
CHAIRMAN  
FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)  
JULY 2014

**THE FRIENDS OF ORCHESTRAL MUSIC**  
ANNUAL FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2014



# The Friends of Orchestral Music

Annual Financial Statements for the year ended 28 February 2014

## INDEX

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The reports and statements set out below comprise the annual financial statements presented to the members:

<b>Index</b>	<b>Page</b>
Practitioners' Compilation Report	2
Statement of Financial Position	3
Statement of Comprehensive Income	4
Accounting Policies	5
Notes to the Annual Financial Statements	6

The annual financial statements set out on pages 3 to 6, which have been prepared on the going concern basis, were approved on 11 July 2014 and were signed on its behalf by:



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**TREASURER**

**Cape Town**

**11 July 2014**

## Practitioners' Compilation Report

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### To The Friends of Orchestral Music

We have compiled the annual financial statements of The Friends of Orchestral Music, as set out on pages 3 - 6, based on the information you have provided. These annual financial statements comprise the statement of financial position of The Friends of Orchestral Music as at 28 February 2014, the statement of comprehensive income for the year then ended, and a summary of significant accounting policies and other explanatory information.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist you in the preparation and presentation of these annual financial statements in accordance with the basis of accounting as set out in Note 1 to the financial statements. We have complied with relevant ethical requirements, including principles of integrity, objectivity, professional competence and due care.

These annual financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these annual financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these annual financial statements are prepared in accordance with the basis of accounting as set out in Note 1 to the financial statements.

  
**Grant Thornton Advisory Service Cape (Pty) Ltd**  
**Chartered Accountants (S.A)**  
**Registered Auditors**

**Cape Town**  
**11 July 2014**

# The Friends of Orchestral Music

Annual Financial Statements for the year ended 28 February 2014

## STATEMENT OF FINANCIAL POSITION

	Note(s)	2014 R	2013 R
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	2	1	1
<b>Current Assets</b>			
Cash and cash equivalents	3	140,094	22,151
<b>Total Assets</b>		<b>140,095</b>	<b>22,152</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Capital and reserves		140,095	22,152
<b>Total Equity and Liabilities</b>		<b>140,095</b>	<b>22,152</b>

# The Friends of Orchestral Music

Annual Financial Statements for the year ended 28 February 2014

## STATEMENT OF COMPREHENSIVE INCOME

	Note(s)	2014 R	2013 R
<b>Income</b>			
Proceeds from functions		100,040	53,880
Receptions and rehearsals		56,640	48,765
Profit on shop trading		-	7,522
Donations received		21,991	15,030
Subscriptions		30,020	9,955
Interest received		1,081	670
		<b>209,772</b>	<b>135,822</b>
<b>Operating expenses</b>			
Bank charges		(1,386)	(1,187)
Catering		(6,692)	-
Gifts		-	(500)
Postage		-	(320)
Telephone		-	(8,415)
Subscriptions		-	(280)
		<b>(8,078)</b>	<b>(10,702)</b>
<b>Profit for the year</b>		<b>201,694</b>	<b>125,120</b>

# The Friends of Orchestral Music

Annual Financial Statements for the year ended 28 February 2014

## ACCOUNTING POLICIES

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### 1. Presentation of Annual Financial Statements

The annual financial statements have been prepared in accordance with the accounting policies as set out below. The annual financial statements have been prepared on the historical cost basis. They are presented in South African Rands.

These accounting policies are consistent with the previous period.

#### 1.1 Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided using the straight-line method to write down the cost, less estimated residual value over the useful life of the property, plant and equipment, which is as follows:

<b>Item</b>	<b>Depreciation</b>
Equipment	16.67%

# The Friends of Orchestral Music

Annual Financial Statements for the year ended 28 February 2014

## NOTES TO THE ANNUAL FINANCIAL STATEMENTS

	2014 R	2013 R
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### 2. Property, plant and equipment

	2014			2013		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Office equipment	5,357	(5,356)	1	5,357	(5,356)	1

#### Reconciliation of property, plant and equipment - 2014

	Opening balance	Total
Office equipment	1	1

#### Reconciliation of property, plant and equipment - 2013

	Opening balance	Total
Office equipment	1	1

### 3. Cash and cash equivalents

Balance at the beginning of the year	22,151	41,252
Add; Profit for the year	201,694	125,120
Donations to the Friends of Orchestral Music Cape Town Trust	(21,000)	(3,720)
Donations to Cape Town Philharmonic Orchestra	(50,000)	(140,500)
Donations to University of Stellenbosch	(2,750)	-
Donations to Camerata Tinta Trust	(10,000)	-
	<b>140,095</b>	<b>22,152</b>

## **ANNEXURE “D”**

### **AGENDA ITEM 10: REVISION OF THE FOM CONSTITUTION: EXPLANATORY MEMORANDUM:**

THE CURRENT CONSTITUTION OF THE FOM HAS BEEN IN EXISTENCE FOR MANY YEARS AND REQUIRES UPDATING IN A NUMBER OF RESPECTS. THE COMMITTEE HAS UNDERTAKEN SUCH A REVISION AND THE FOLLOWING PROPOSED CHANGES ARE SUBMITTED TO THE ANNUAL GENERAL MEETING OF MEMBERS OF FOM FOR CONSIDERATION AND DECISION.

#### **I. SECTION 2: OBJECTIVES**

(A) CLAUSES 2.1 – 2.2: GRAMMATICAL CORRECTION

(B) CLAUSE 2.3: SCRAPPING OF THE EXISTING TEXT (NOW DEALT WITH BY NEW CLAUSE 3.3) AND REPLACING WITH AN OBJECTIVE IN RESPECT OF SUPPORT FOR MUSICIANS FROM PREVIOUSLY DISADVANTAGED COMMUNITIES.

(C) NEW CLAUSE 2.4: THE NEW CLAUSE DEALS WITH ASPECTS OF THE FINANCIAL RELATIONSHIP BETWEEN FOM AND THE FOM TRUST. THE RESULT WILL BE THAT ALL INCOME, EXCEPT MEMBERSHIP INCOME, WILL BE CHANNELLED TO THE FOM TRUST AND THAT A TAX EXEMPTION CERTIFICATE WILL BE AVAILABLE TO DONORS UNDER A DISPENSATION APPROVED BY THE TREASURY, WHICH DISPENSATION IS CURRENTLY BEING SOUGHT. IT WILL ALSO ENABLE FOREIGN DONORS TO CLAIM TAX EXEMPTION IN THEIR COUNTRIES OF ORIGIN PROVIDED THAT THE APPROPRIATE TAX AUTHORITIES ACCEPT THE TRUST DEED OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) TRUST REGISTERED WITH THE MASTER OF THE SOUTH AFRICAN HIGH COURT.

#### **II. SECTION 3: MEMBERSHIP**

(A) CLAUSES 3.1, 3.2, 3.4 AND 3.5: THE VARIOUS CATEGORIES OF MEMBERSHIP HAVE BEEN RE-ARRANGED TO BE MORE LOGICAL, I.E. FROM PAYING MEMBERS TO HONORARY MEMBERS. THE RIGHTS OF THE VARIOUS CATEGORIES OF MEMBERSHIP HAVE ALSO BEEN CLARIFIED.

(B) NEW CLAUSE 3.3: A NEW CATEGORY OF MEMBERSHIP I.E. THAT OF YOUTH MEMBER WITH SPECIAL MEMBERSHIP FEES BUT LIMITED MEMBERSHIP PRIVILEGES IS PROPOSED.

(C) CLAUSES 3.2 TO 3.5: CONSEQUENTIAL RE-NUMBERING.

#### **III. SECTION 4: SUBSCRIPTIONS**

(A) CLAUSE 4.1: THE COMMITTEE HAS IN THE PAST ONLY FOCUSED ON SETTING FEES IN RESPECT OF INDIVIDUAL AND FAMILY MEMBERSHIPS. FEES FOR YOUTH AND CORPORATE MEMBERSHIPS WILL ALSO BE REQUIRED AND WILL BE DETERMINED BY THE COMMITTEE. A CONSEQUENTIAL CHANGE REGARDING THE ORGANISATION’S FINANCIAL YEAR (FLOWING FROM AMENDED SECTION 8) HAS ALSO BEEN INCLUDED.

(B) CLAUSE 4.2: PROVIDES THAT FOM MEMBERS WILL RECEIVE BENEFITS TO BE DECIDED UPON BY THE COMMITTEE.

#### **IV. SECTION 5: MANAGEMENT**

(A) CLAUSE 5.1: IT IS PROPOSED THAT THE PREVIOUS POSITION OF “HONORARY TREASURER” BE CHANGED TO AN ELECTED POSITION AND THAT PROVISION BE MADE FOR A MANAGEMENT COMMITTEE OF THE FRIENDS (AS DESCRIBED) TO DEAL WITH URGENT MATTERS BETWEEN REGULAR COMMITTEE MEETINGS.

(B) NEW CLAUSE 5.2: IT IS PROPOSED THAT THE COMMITTEE IN FUTURE CONSIST ONLY OF 10 MEMBERS. THE 2014 AGM WILL THEREFORE BE ASKED TO ELECT ONLY 10 MEMBERS.

(C) CLAUSES 5.3 TO 5.14: CONSEQUENTIAL RE-NUMBERING CHANGES.

(D) NEW CLAUSE 5.7: IT IS PROPOSED THAT THE COMMITTEE BE GIVEN A SANCTION TO END A MEMBERS’ MEMBERSHIP OF THE COMMITTEE UNDER CERTAIN CONDITIONS.

(E) CLAUSE 5.10: IT IS PROPOSED THAT THE RECOMMENDATIONS OF SUB-COMMITTEES BE SUBMITTED TO THE FULL COMMITTEE FOR APPROVAL.

(F) NEW CLAUSE 5.11: SUB-COMMITTEES AND MEMBERS’ RESPONSIBILITIES IN THIS REGARD ARE PROVIDED FOR.

(G) CLAUSE 5.13: IT IS PROPOSED THAT THE COMMITTEE SHOULD HAVE THE FLEXIBILITY OF CO-OPTING UP TO NO MORE THAN TWO MEMBERS AND ONLY IF REQUIRED. SUCH CO-OPTED MEMBERS WILL NOT HAVE A VOTE IN THE AFFAIRS OF THE COMMITTEE.

#### **V. SECTION 6: DUTIES OF THE COMMITTEE**

(A) CLAUSE 6.2: IT IS PROPOSED THAT THE COMMITTEE MEET EVERY TWO MONTHS AS A MINIMUM PERIOD BETWEEN MEETINGS.

(B) NEW CLAUSE 6.4: IT IS PROPOSED THAT THE ORGANISING OF EVENTS BE DESCRIBED AS INDICATED.

(C) NEW CLAUSE 6.5: IT IS PROPOSED THAT THE RELATIONSHIP BETWEEN THE COMMITTEE AND CPO MANAGEMENT AND OTHER MUSIC SOCIETIES BE DEALT WITH AS INDICATED.

(D) CLAUSE 6.6: CONSEQUENTIAL RENUMBERING.

#### **VI. SECTION 6A: POWERS OF THE COMMITTEE**

A NEW SECTION 6A HAS BEEN INCLUDED TO PROVIDE FOR THE POWERS OF THE COMMITTEE IN RESPECT OF THE FUNDING OF FOM OBJECTIVES BY THE FOM TRUST.

#### **VII. SECTION 8: FINANCIAL YEAR**

IT IS PROPOSED THAT THE FINANCIAL YEAR RUN FROM JANUARY TO DECEMBER ANNUALLY.

#### **VIII. SECTION 9: ANNUAL GENERAL MEETING**

(A) CLAUSE 9.1: IT IS PROPOSED THAT THE AGM TAKE PLACE WITHIN THREE MONTHS OF THE END OF THE FINANCIAL YEAR AND NOT FIVE MONTHS AS PREVIOUSLY PROVIDED FOR.



(B) CLAUSE 9.2.6: THE PROPOSED CHANGE IS CONSEQUENTIAL TO CLAUSE 5.2 BEING ADOPTED.

**IX. SECTIONS 10, 11, AND 12: QUORUM, REVIEW AND RESCISSION OF DECISIONS, SPECIAL GENERAL MEETINGS**

GRAMMATICAL CORRECTIONS

**X. NEW SECTION 13: ASSOCIATION WITH NON-PROFIT ORGANISATIONS ABROAD FOR THE PURPOSES OF FUNDRAISING FOR THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)**

THE PROVISION WILL GIVE THE FRIENDS THE RIGHT TO ASSOCIATE WITH NON-PROFIT ORGANISATIONS ABROAD WITH THE EXPRESS PURPOSE OF RAISING FUNDS FOR THE FRIENDS' TRUST.

**XI. SECTIONS 14 AND 15: AMENDMENT OF THE CONSTITUTION, DISSOLUTION**

CONSEQUENTIAL RENUMBERING

IMPORTANT NOTE: IN THE FOLLOWING TEXT *WORDS IN SQUARE BRACKETS WITH STRIKETHROUGH* [—] INDICATE *TEXT TO BE DELETED* WHILE *WORDS UNDERLINED* \_\_\_\_\_ INDICATE *NEW TEXT TO BE INSERTED*. A VERTICAL LINE IN THE MARGIN NEXT TO A SENTENCE INDICATES WHERE CHANGES ARE PROPOSED.

FOM Constitution  
2014 Revision

[—]: Text to be deleted

\_\_\_\_\_ : New text to be inserted

Vertical Line in margin: Indicates where in document changes take place

# CONSTITUTION OF FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)

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## 1. NAME

The name of the society is *The Friends of Orchestral Music (Cape Town)*.

## 2. OBJECTIVES

The objectives of the *Friends* are:

- 2.1 [t]To assist in developing, generating and promoting awareness of orchestral music in greater Cape Town and surrounding areas in the Western Cape;
- 2.2 [t]To raise funds to assist orchestras, directly or indirectly to promote orchestral playing and to assist existing or potential orchestral players; [and,]
- [2.3] ~~to establish an affiliated society comprising members of the *Friends* aged under 28 years, which society will have similar objectives to the *Friends*.~~
- 2.3 To support, through financial contributions and scholarships, deserving students from previously disadvantaged communities to further their musical and instrumental studies with a view to pursuing a professional orchestral career; and,
- 2.4 To pay all income, except membership subscriptions, to *The Friends of Orchestral Music (Cape Town) Trust* (No. IT 3392/2000).

No profits or gains will accrue to any person and the funds of the *Friends* will be utilised solely for the above objectives.

## 3. MEMBERSHIP

Membership of the *Friends* will comprise the following:

3.1 An[y] **ordinary member**, [who] is a person [~~registered member~~] whose subscriptions are paid-up for the relevant period. An **ordinary member** may be an individual or a family at differentiated subscriptions, but a family shall be regarded as one eligible member.

3.2 A[ny] **corporate member**, ~~is~~ [~~which must be~~] a company, close corporation, partnership or other business association accepted by the **Friends** as such and whose subscription is paid-up for the relevant period. [~~which through its nominated representative will~~] A **corporate member** will, through its nominated representative, have a right to speak [voice] and have a vote at all Annual General Meetings or Special General Meetings.

3.3 A **youth member** is a person who has not reached the age of 21 years and who will be entitled to join the Friends at a special membership rate. A **youth member** will only be entitled to the special discount afforded members in respect of season ticket bookings.

3.4 An[y] **associate member**, ~~is~~ a person who must be a paid-up member of any music society situated outside the Cape Town Metropole and within or outside the boundaries of South Africa and which grants similar associated membership of such music society to the members of the **Friends**. Such an **associate member** will have no [voice]right to speak and no vote at Annual General Meetings or Special General Meetings.

3.5 An[y] **honorary member**, ~~is~~ a person who is nominated as such by the Committee. An **honorary**[Such] **member** will have no right to speak [~~have no voice in the affairs of the **Friends**, will have~~] and no vote at Annual General Meetings or Special General Meetings and will not be required to pay subscriptions. Such honorary membership may be revoked by the Committee at any time without giving reasons.

3.6 The Committee shall, once per annum, have the sole competence to establish membership fees of the Friends.

All the above members save those specified in sub-clauses 3.3 [3-2] and 3.4 [3-3] will later be referred to in this Constitution as 'eligible members'.

## 4. SUBSCRIPTIONS

4.1 The annual subscription in respect of each class of member, individual, family, corporate or youth, specified above for any financial year (i.e. 1 January to 31 December) will be fixed by the Committee from year to year before the end of the immediately preceding financial year and will accrue exclusively to the account of the **Friends**. The Committee may in its discretion fix a reduced subscription of 50% of the annual subscription in respect of any member who joins the **Friends** after 30 June [September] (that is mid-financial year) in respect of that financial year, which reduction will not be applicable to the renewal of an existing membership.

4.2 Members of the **Friends** are entitled to certain benefits that are described in the Membership Application form and the **Friends**' Website ([www.fomct.com](http://www.fomct.com)) and that may be changed by the Committee from time to time. The benefits of youth membership will be limited in the discretion of the Committee.

## 5. MANAGEMENT

5.1 The ***Friends*** will be managed from one Annual General Meeting to the next by a Committee of its eligible members elected at the Annual General Meeting plus any members co-opted by the Committee, as provided herein. At the first meeting of the Committee following the Annual General Meeting, the Committee will elect a Chairman, a Vice-Chairman, a ~~and an honorary~~ Treasurer and a Secretary, all of whom must be members of the Committee. The Chairman, Vice-Chairman, Treasurer and Secretary and such members as may be co-opted by the Chairman from time to time, shall constitute the Executive Committee of the management of the ***Friends***. In the event of any of them at any time being unable or unwilling to continue to act as such or ceasing to be a member of the Committee, the Committee will elect another of its members in his or her place and may co-opt another member of the ***Friends*** in order to fill that vacancy.

5.2 The Committee shall have no more than 10 members.

5.3 If the Chairman is temporarily absent at any meeting of the Committee, the Vice-Chairman will preside. In the event of neither being present, the meeting will elect its own Chairman for that meeting from those attending.

5.4 The Chairman, or in his/her absence, the Vice-Chairman will ex officio be a member on any sub-committee.

5.5 In addition to a deliberative vote, the Chairman will have a casting vote in the event of a tie.

5.6 A quorum at all meetings of the Committee will be five members.

5.7 Committee members who are absent for more than two consecutive meetings of the Committee, without the permission of the Chairman, will cease to be a member of the Committee.

5.8 The Secretary (or if absent, another member of the Committee nominated by the Committee) will record the minutes of the proceedings at all General Meetings, Special Meetings and Committee Meetings and the Secretary will keep a register of all members.

5.9 The Committee has the power to make by-laws and rules for the proper administration of the ***Friends*** which are not inconsistent with this Constitution.

5.10 The Committee has the power to appoint sub-committees to deal with specific matters or projects. Such sub-committees will report on their activities and submit their recommendations ~~[decisions]~~ to the ~~[Executive]~~ Committee for final approval.

5.11 Committee members are expected to participate in at least one sub-committee. The sub-committees are Finance, Membership, Sponsorship and Events. The number of sub-committees may be changed by the Committee from time to time to conform to the needs of the ***Friends***.

5.12 The Committee and its members are indemnified by the members of the *Friends* jointly and severally in all actions performed in good faith in the course of their duties.

5.13 The Committee has the right to co-opt additional Committee members from the members of the *Friends*, up to a maximum of two, if required. Such co-opted members shall not have a vote. [the number of Committee members does not exceed the maximum number specified in this constitution.]

5.14 If a majority of Committee members present at any Committee meeting and constituting a quorum passes a vote of no confidence in any office-bearer on the Committee, seven days' prior notice of such motion having been given to the Secretary, who will in writing or by e-mail notify all other Committee members thereof, the affected office-bearer will forthwith cease to hold that office and a replacement will be elected either at that meeting or at a subsequent meeting of the Committee.

## 6. DUTIES OF THE COMMITTEE

6.1 The Committee will administer the *Friends* in terms of its objectives and is empowered to do everything necessary to achieve the objectives as set out above.

6.2 The Committee will meet at least once every two [~~three~~] months. Meetings will be convened by the Secretary, either on the instructions of the Chairman or upon a request in writing (or e-mail) received from at least three Committee members. The Secretary will determine the earliest feasible date, time and place and will circularise the agenda. If the Secretary is not available to carry out these functions, or is the subject of the motion, these functions may be performed by any member of the Committee.

6.3 The Secretary will, at every Committee meeting or when so requested by the Chairman, submit to the Committee financial statements giving details of income and expenditure as well as funds held in all accounts.

6.4 The Committee will, from time to time, organize special events for members of the *Friends* as a means of raising funds, to encourage further membership and to acknowledge [reward] members for their association with the *Friends*.

6.5 The Committee will maintain a close working relationship with the Management of the CPO and members of the Orchestra. The Committee will also cultivate mutually beneficial relationships with other classical music societies and organisations active in and around the Greater Cape Town area.

6.6 The Committee will convene the Annual General Meeting via the Secretary

## 6A. POWERS OF THE COMMITTEE

In the light of clause 2.4 above, the Committee may by majority vote recommend to *The Friends of Orchestral Music (Cape Town) Trust* (No. IT 3392/2000) at any time to pay any amount to any person, corporate body or institution, provided that the following conditions are satisfied:

- (i) The Trust has adequate funds available;
- (ii) The purpose of the payment falls within the ambit of the objectives of the Trust; and
- (iii) The Trustees after such investigation as they deem necessary approve the project or purpose of the payment, failing which they shall provide reasons therefore to the Committee.

Upon the above conditions being satisfied, the Trust shall carry out the recommendation. There will no limitation on the number or frequency of such recommendations or upon the amount involved on each occasion.

## **7. BANKING**

All funds of the *Friends* will be deposited in the name of the *Friends* at a commercial bank. Cheques and withdrawals will bear at least two signatures from a list of Committee Members authorized by the Committee, save that the Secretary may be authorised to carry out electronic banking on the Internet within any limitations imposed by the Committee.

## **8. FINANCIAL YEAR**

The financial year of the *Friends* will run annually from 1 January [~~April in each year~~] to 31 December [~~March of the following year~~].

## **9. ANNUAL GENERAL MEETING**

9.1 The Annual General Meeting will be held not later than three [~~five~~] months after the end of each financial year. The Secretary will post, fax or e-mail the notice of such meeting to the members not less than fourteen days before the date of the meeting.

9.2 The agenda and the order of business at the Annual General Meeting will be as follows:

9.2.1 Confirmation of the notice convening the meeting.

9.2.2 Apologies received

9.2.3 The tabling and, if required, the reading and approval, with or without amendment, of the minutes of the previous Annual General Meeting.

9.2.4 The tabling and, if required, the reading and approval of the Chairman's report.

9.2.5 The tabling by the Secretary and approval by the Annual General Meeting of the financial statements for the previous year[.] and also the tabling of the financial report for the previous year furnished by the Trustees of *The Friends of Orchestral Music Cape Town Trust* (Number IT 3392/2000).

9.2.6 The election of a minimum of 6 and a maximum of 10 [~~12~~] eligible members of the *Friends* as Committee members. If more than the maximum number is nominated and seconded, the election will be by a show of hands.

9.2.7 The appointment of auditors for the current year.

9.2.8 Any notices of motion by any eligible member of the *Friends*, of which the Secretary has been notified in writing at least seven days before such Annual General Meeting.

9.2.9 Any other business which may properly be transacted at an Annual General Meeting.

## **10. QUORUM**

10.1 No business will be transacted at any [~~a~~]Annual General [~~m~~]Meeting unless a quorum of members is present in person or by proxy at the time when the meeting commences.

10.2 A quorum at an [~~a~~]Annual [~~g~~]General [~~m~~]Meeting is 15 eligible members.

10.3 If at the time appointed for an [~~a~~]Annual [~~g~~]General [~~m~~]Meeting a quorum is not present, the meeting will stand adjourned for half an hour from the appointed time and the members then present in person or by proxy will constitute a quorum.

## **11. REVIEW AND RESCISSION OF DECISIONS**

Notice to review and/or rescind any decision at any [~~a~~]Annual [~~g~~]General [~~m~~]Meeting must be made in writing and lodged with the Secretary within seven days of the meeting at which the disputed decision was taken.

## **12. SPECIAL GENERAL MEETINGS**

12.1 A [~~s~~]Special [~~g~~]General [~~m~~]Meeting may be called at any time by the Chairman. Notwithstanding the above, the Chairman shall call a [~~s~~]Special [~~g~~]General [~~m~~]Meeting upon receipt of a written request to do so by no fewer than 10 eligible members. At all [~~s~~]Special [~~g~~]General [~~m~~]Meeting, only the business stated in the agenda or notice of the meeting may be discussed and voted on.

12.2 The Secretary will give notice of the [~~s~~]Special [~~g~~]General [~~m~~]Meeting to all members in writing or by e-mail at least 14 days before the date of such meeting.

## **13. ASSOCIATION WITH NON-PROFIT ORGANISATIONS ABROAD FOR THE PURPOSES OF FUND-RAISING FOR THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)**

*The Friends of Orchestral Music (Cape Town)* shall have the right to enter into agreements with non-profit organisations abroad that espouse similar objectives to or are associated with the *Friends* with the express purpose of raising funds for *The Friends of Orchestral Music (Cape Town) Trust* (No. IT 3392/2000) in accordance with section 2.2 of this Constitution.

## **14. AMENDMENT OF THE CONSTITUTION**

Any Notice of Motion to amend, alter or review the Constitution may be tabled by the Committee or by any eligible member or by a minimum of ten eligible members at either an Annual General Meeting or a Special General Meeting. Notice of the intention to table such a motion must reach the Secretary at least 30 days before the meeting at which the motion is to be tabled. To be adopted, any such motion, either in its original form or in an amended form, will require a majority of two-thirds of a quorum of eligible members present and entitled to vote.

## **15. DISSOLUTION**

The *Friends* will be dissolved by a majority vote of eligible members at a Special General Meeting convened for that purpose. Upon dissolution, the assets remaining after the satisfaction of all liabilities will be transferred to *The Friends of Orchestral Music (Cape Town) Trust*, (number IT3392/2000). If the said Trust is no longer in existence, the meeting will decide on the devolution of such funds, provided that this will be in compliance with the objectives stated above.

**The above amended constitution was adopted at the Annual General Meeting of *The Friends of Orchestral Music (Cape Town)* held at Cape Town on 23 July 2014.**

**CHAIRMAN**



RESOLUTION BY THE COMMITTEE OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN), IN ACCORDANCE WITH SECTION 13 OF THE FOM CONSTITUTION, GIVING NOTICE TO AMEND THE FOM CONSTITUTION

RESOLUTION:

IN TERMS OF SECTION 13 OF THE CONSTITUTION OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) THE COMMITTEE OF THE FRIENDS HEREBY RESOLVE TO SCHEDULE AN ANNUAL GENERAL MEETING OF THE FRIENDS AT ARTSCAPE, DF MALAN STREET, FORESHORE, CAPE TOWN ON WEDNESDAY, 23 JULY 2014 AT 18H00. THE PURPOSE OF THE MEETING WILL BE TO TRANSACT THE NORMAL BUSINESS OF THE AGM AS PROVIDED FOR IN THE CONSTITUTION OF THE FOM AND TO ADOPT AMENDMENTS TO THE CONSTITUTION OF THE FRIENDS AS PROPOSED BY THE COMMITTEE.



CAPE TOWN  
19 JUNE 2014



# PROXY VOTE FORM

I, THE UNDERSIGNED \_\_\_\_\_ OF  
\_\_\_\_\_  
\_\_\_\_\_ BEING A FULLY PAID-UP  
MEMBER OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) (FOM) AND  
THEREFORE ENTITLED TO VOTE AT ANNUAL GENERAL MEETINGS OF THE  
FOM HEREBY APPOINT \_\_\_\_\_ OF  
\_\_\_\_\_  
\_\_\_\_\_ AS MY PROXY TO VOTE ON MY  
BEHALF AT THE MEETING OF THE FOM TO BE HELD AT ARTSCAPE, DF MALAN  
STREET, FORESHORE, CAPE TOWN ON THURSDAY, 24 JULY 2014 AT 18H00  
AND AT ANY ADJOURNMENT OF THAT MEETING.  
MY PROXY IS FREE TO VOTE AS HE/SHE THINKS FIT.

SIGNED \_\_\_\_\_ AT \_\_\_\_\_  
ON \_\_\_\_\_ 2014.

***[PLEASE COMPLETE AND SUBMIT TO THE ACTING SECRETARY, KARININA  
INGWERSEN, AT KARININA@INGWE.NET BY CLOSE OF BUSINESS ON  
WEDNESDAY, 22 JULY 2014.]***

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