



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

BOTANICAL SOCIETY OF SOUTH AFRICA 2 July 2022: Annual General Meeting

Background to Council's Proposed Resolutions for Consideration

Dear valued BotSoc Member,

Please use this background information to inform your understanding of the current state of BotSoc affairs in preparation for the deliberations at the AGM and the voting process. Each matter below is numbered as in the AGM agenda circulated in the **AGM notice**. See the updated **Agenda** here.

Also note that a number of links herein lead you to further reading to provide as much information to members as possible. Please direct any questions that you might have to the Independent Scrutineer to **botsocagm2022@gmail.com** by 24 June 2022 to ensure adequate response preparation at the AGM.

8.4 Council Resolutions tabled for consideration

RESOLUTION 1: *Appoint the current independent auditor for the 2022/23 financial year.*

A five-year term of the current auditor, Annelie Lucas, comes to end at the AGM 2022. The BotSoc Constitution does not make reference to a mandatory requirement to change the auditor. However, it is good practice to do so after the same auditor has served for a five-year term. BotSoc could undertake a tender process to recruit a new auditor approved at Council level if members opt for this.

Considering the substantial changes currently underway as a result of the SANBI/ BotSoc Collaboration Review and the potential implications thereof on membership, revenue, branch and the national BotSoc operations, it would be prudent to secure continuity with the current auditor over this transition period. There are also further considerations strengthening the motivation to continue with the current auditor:

- Knowledge of and involvement in recent history and the Constitutional changes adopted in 2018;
- Experience in guiding BotSoc over the past few years through improving the governance portfolio by refining policy, standard operating procedures and budget structuring;
- Support and involvement at both branch level and the National BotSoc's financial systems development in response to the audit process;
- Economies of scale will reap benefits if the Kirstenbosch Branch and the National BotSoc continue using the same auditor;
- Significant savings have been made with reduced audit fees this year and appointment of a new auditor would warrant additional orientation costs;

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocagm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

- There is no legal obligation for voluntary associations or Trust NPOs to change their auditors after every five years. BotSoc is a voluntary association so in this case there is no legal obligation.

RESOLUTION 2: *Adopt the revised Vision and Mission drafted by the Marketing Committee and endorsed by Council.*

Council approved that the Marketing Committee, with support from the service provider LoveGreen, develop a Marketing Strategy that would guide the marketing and communication tactics going forward. Key Fundraising themes have been identified and the revised Vision and Mission was workshopped and drafted to carry the essence of an inclusive, inspirational and action-driven approach forward. Council members and other members of the Marketing Committee proposed the revised vision and mission statements to present BotSoc as a relevant and dynamic civil society which aims to be an impactful plant conservation, non-profit organisation in the conservation community. In order to further the Marketing Strategy, the AGM seeks a resolution in support of the work done on the following:

Current version:

Vision - Meet like-minded people who enjoy exploring, conserving, growing and getting to know indigenous plants.

Clause 5 Mission - Our mission is to win the hearts, minds and material support of individuals and organisations, wherever they may be, for the conservation, cultivation, study and wise use of the indigenous flora and vegetation of South Africa

Proposed version:

Vision - To inspire a South Africa where people love, protect and are custodians of indigenous plants.

Clause 5: Mission - BotSoc is a conservation civil society organisation that conserves South Africa's indigenous plants through programmes geared towards improving knowledge, cultivation and sustainable use, protection and enjoyment of our natural ecosystems.

RESOLUTION 3: Revision of Membership Categories (Constitution Clause 14.1).

BotSoc members purchasing BotSoc memberships support the plant conservation efforts of the organisation and enjoy the following benefits:

- Receive the quarterly *Veld & Flora* Magazine (preferably electronically);
- Receive the Conservation emailer and general member news mailers;
- Receive news and invitations to participate in national and branch-level activities, events and related citizen science initiatives;
- Access to plant-related monthly webinars;

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocaqm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

- Participate in a community/ network of plant people and nature enthusiasts;
- Access capacity-building opportunities offered by BotSoc through branches;
- Access support for local plant conservation projects aligned to the BotSoc plant conservation strategy.

In addition, BotSoc members have enjoyed free access to the South African National Biodiversity Institute's (SANBI) National Botanical Gardens across the country, depending on the membership category purchased. However, many members who do not live close to gardens, have not enjoyed this benefit and have still found the other benefits and activities worthy of their annual subscription fees.

The free garden access benefit was granted to members due to the longstanding relationship between SANBI and BotSoc. SANBI falls under the Department of Forestry, Fisheries and the Environment. All government departments are experiencing extreme financial pressures and are exploring all avenues to increase revenue. National Botanical Gardens have been especially hard hit by the COVID-19 pandemic and have not recovered from the effects of reduced tourism.

Every few years SANBI and BotSoc undergo a review of the agreement and the terms of the collaboration between the two parties. It was signed in 2019 and was due for review again in December 2021. Access to gardens by BotSoc members has been a benefit granted by SANBI, and as part of the existing signed Collaboration Agreement, this benefit along with all other terms can and is currently being reviewed.

Please refer to the **[press release distributed to all members](#)** informing of the negotiation process.

SANBI has expressed their intention to explore their own loyalty benefit programme and intend to phase out any garden access benefit for BotSoc members over the next few years. This decision was made after a lengthy and detailed analysis of the contribution of BotSoc and its members to SANBI, its programmes and National Botanical Gardens and the potential accumulated loss on gate entries. The BotSoc Council and a delegated core negotiation task team have consulted with BotSoc Branch Chairs and Treasurers and SANBI to conclude the review process soonest. Key elements informing the negotiation process have been as follows:

- BotSoc's recorded financial contribution to SANBI over time;
- Volunteer support to SANBI;
- Goodwill amongst BotSoc members as a result of the collaboration and garden access benefit;
- SANBI assumptions on BotSoc members' garden visit frequency without free garden access or discounted access;
- BotSoc's Webticket data on actual member entry at National Botanical Gardens over the last two years;
- SANBI's need to generate direct revenue at gate entry from BotSoc members;
- Secondary spending at gardens by BotSoc members and the impact on other retail outlets and restaurants at gardens;

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocagm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

- Government organisations being required to have standardised agreements with partners which are objective and defensible;
- And many other considerations.

The SANBI/BotSoc Collaboration Agreement Review process is indicating that SANBI will be withdrawing the free access benefit to BotSoc members and replacing this with a 10% discount on each garden entry per BotSoc card holding member as of 1 April 2023. This would require that BotSoc membership categories would need to be revised in order to apply a simplified discount benefit on gate entry.

Any BotSoc membership purchased up until March 2023 will be honoured with free garden access until March 2024. Hence the period between April 2023 and March 2024 will be the year when the two benefit arrangements will overlap in order to transition to a new arrangement.

This means that BotSoc members will pay garden entry fees on each entry to any of the National Botanical Gardens at the respective garden ticket prices. Upon presentation of the physical or electronic BotSoc membership card members will receive a 10% discount on the ticket purchased.

The following clauses should be noted to apply to the revision of membership categories by Council and will be dependent on the outcome of the review negotiations with SANBI:

Clause 14.1 Classes and qualification of Members

The Society shall have the following classes of membership which may be granted, refused, awarded or cancelled by the Council subject to such processes as the Council may reasonably from time to time determine, and;

Clause 14.8 The Council may from time to time determine conditions and criteria for membership, which shall be subject to the approval of the Members in a general meeting and refuse applications from persons who do not comply with such conditions and criteria.

Clauses 14.1.1 up to and including Clause 14.1.10 detailing the membership categories be removed and replaced by the following:

Clause 14.1.1 Adult membership shall be open to all individuals over the age of 18 years and adults older than 60 years, i.e., senior citizens, who pay annual subscription fees shall receive a 10% discount on the BotSoc adult membership subscription fee. Each adult shall be entitled to 1 vote.

Clause 14.1.2 Student membership shall be open to students 18 to 35 years with current student cards who pay annual subscription fees. Each shall be entitled to 1 vote.

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocagm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

Clause 14.1.3 Scholar membership shall be open to all scholars between the ages of 6 and 17 years who pay annual subscription fees.

Clause 14.1.4 Corporate membership shall be open to local authorities, societies, institutions, companies, corporations, firms and other artificial or juristic persons. One delegated person shall be entitled to 1 vote.

Clause 14.5 be revised to include only the revised and relevant membership category, i.e., corporate members.

Current version:

Clause 14.5 - Local authorities, societies, institutions, companies, corporations, firms and other artificial or juristic persons are eligible for membership as Benefactors, Patrons or Corporate Members only, and they may authorise a representative to attend and vote at all meetings of the Society.

Proposed version:

Clause 14.5 - Local authorities, societies, institutions, companies, corporations, firms and other artificial or juristic persons are eligible for membership as Corporate Members only, and they may authorise a representative to attend and vote at all meetings of the Society.

RESOLUTION 4: *Cease the purchases of guest cards associated with all membership category benefits as of 1 October 2022.*

Due to the SANBI Collaboration Agreement Review process, considering the financial return to SANBI on guest card purchases and the usage by BotSoc members, this benefit is being withdrawn as a priority.

RESOLUTION 5: *Cease the purchase of Life Membership with immediate effect.*

Due to the SANBI Collaboration Agreement Review process, and considering the financial return to SANBI on Life Membership purchases this category is being withdrawn as a priority considering SANBI's plans for its own loyalty programme.

RESOLUTION 6: *Revise Branch legal Constitutional requirement in consultation with all Branches and in association with legal counsel.*

The **National** and **Branch Constitutions** were adopted at a Special General Meeting on 17 August 2018. Progress in adopting the Branch Model Constitution has proven to be difficult for many branches and they have felt that further consideration is needed on the implications of the adoption of the voluntary association status giving them further autonomy as the National and Branch Constitutions do not clarify the practicalities that would affect the branches' operations. An important consideration is the fact that most

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocagm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

branches are managed by committees comprised of BotSoc member volunteers with limited capacity to handle any additional administration.

All branches have been consulted and the overall feedback from them is that they would prefer to have a choice whether or not to adopt the voluntary association status and becoming an independent, non-profit organisation (NPO) through the adoption of the Branch Model Constitution. The current state of radical change within BotSoc, due to the SANBI Collaboration Agreement Review, has also emphasised the need for consolidation as a national organisation rather than exploring branch autonomy and financial independence, especially within the prevailing and uncertain economic climate.

Hence, this AGM resolution seeks to provide branches with a clear choice to either take the route that the Kirstenbosch Branch has taken or not, depending on their size, capability and capacity.

Clauses 17.4 be revised as follows:

Current version:

Clause 17.4 Each branch shall be constituted as a voluntary association, with separate legal personality, for conservation, cultivation, study, enjoyment and wise use of the indigenous flora and vegetation of Southern Africa and shall-

Proposed version:

Clause 17.4 Each branch may be constituted as a voluntary association, with separate legal personality, to improve plant knowledge, cultivation and sustainable use, protection and enjoyment of our natural ecosystems and shall-

This change will have bearing on other changes that will require consideration in terms of adoption of the Branch Model Constitution going forward. Approval of this resolution will mandate Council to engage with branches and the necessary legal counsel, with expertise from the non-profit sector to investigate and propose the necessary Constitutional changes for members to consider.

Resolution 7: *Revise references to Postal Votes and Postal Voting forms in the National Constitution.*

Clause 28 to be revised to refer to Votes and Voting Forms and all other references to be changed accordingly.

Voting forms are no longer posted via the postal services as was historically done, they are emailed or dropped in the voting boxes or electronic polling is used on the online Annual General Meeting platforms. The use of the term postal is therefore outdated.

Resolution 8: *Council to have discretion to decide on Annual General Meeting location.*

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocaqm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

Clause 27.1.5 be revised to provide Council with the discretion to decide on Annual General Meeting location.

Current version:

Clause 27.1.5 The place of the Annual General Meeting shall be held in the town or city where the Head Office may be situated from time to time, provided that every third annual general meeting shall be held in a town or city other than where the Head Office is located.

Proposed version:

Clause 27.1.5 The place of the Annual General Meeting shall be held in the town or city where the National BotSoc office may be situated from time to time, provided that every third annual general meeting may be held in a town or city other than where the National BotSoc office is located at Council's discretion depending on financial, logistical and strategic considerations.

Resolution 9: *All references in the National Constitution to Head Office to be amended to National Botanical Society.*

Clause 1.1.12 "Head Office" has the meaning contemplated in clause 3.2; and all references in Clause 3 and elsewhere to "Head Office" be revised to be referred to as "National Botanical Society".

8.5 Any other resolutions proposed in terms of Paragraph 27.1.6.7 of the Constitution (Resolutions received will be placed on the Postal and Proxy Vote Forms).

9.1 BotSoc's support of the Tree Atlas project (Eugene Moll) – feedback post AGM 3 July 2021:
The Conservation Committee agreed that iNaturalist is the primary citizen science platform for plant conservation in South Africa and that we need to be extremely focussed in this regard. The City Nature Challenge and Great Southern Bioblitz annual events serve as rallying points for branches to work toward. There is already an active Trees in Southern Africa Project on iNaturalist which could be the core of Tree Atlasing going forward.

Please refer to <https://www.inaturalist.org/projects/trees-of-southern-africa>

As SANBI draws information from iNaturalist for conservation planning, Vegetation Map of South Africa and red listing purposes, there is now an existing route of data from citizen scientists to capture, analyse and implement action using this information.

BOTANICAL SOCIETY NATIONAL

Kirstenbosch National Botanical Garden,
Rhodes Drive, Newlands, Cape Town
Landline: 021 797 2090
Email: botsocagm2022@gmail.com

BotSoc 2022 AGM Background to Resolutions

003-394 NPO
www.botanicalsociety.org.za
Facebook: Botanical Society of SA
Twitter: @BotSocSA
Instagram: botsocsa