



**BOTANICAL SOCIETY
OF SOUTH AFRICA**

**BOTANICAL SOCIETY OF SOUTH AFRICA
Annual General Meeting to be held 15 August 2026**

Background to Council's Proposed Resolutions for Consideration

Dear BOT SOC Member,

Please use this background information to inform your understanding of the current state of BOT SOC affairs in preparation for the deliberations at the 2026 AGM, on the 15 August at 10:30am, and the voting process.

Note that the call to members for resolutions in terms of Paragraph 27.1.6.7 of the Constitution will further inform the agenda of the AGM if there are other matters submitted by members to the independent scrutineer for Council consideration to botsocagm20260815@gmail.com by 10:00 am on 31 July 2026.

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 botsocagm20260815@gmail.com by 07 August 2026, 10:00 am to ensure adequate response preparation for response at the AGM.

Council Resolutions tabled for consideration as per the [Constitution](#).

Resolution 1: Approval of Minutes from the AGM held on 30 August 2025

Standard as per Clause 27.1.6.1 of the Constitution of the Botanical Society of S A

Resolution 2: Approval of Annual Financial Statements for 2025/2026

Standard as per Clause 27.1.6.4 of the Constitution of the Botanical Society of S A

BOTANICAL SOCIETY OF SA

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BOT SOC AGM 2026 – Proposed Resolutions

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Resolution 3: Approval of the appointment of the Auditor 2026/27

Standard as per Clause 27.1.6.6 of the Constitution of the Botanical Society of S A

Motivation

Approval of the appointment of the Auditor 2026/27

Standard as per Clause 27.1.6.6 of the Constitution of the Botanical Society of S A

The Constitution does not refer to a mandatory requirement to change the auditor, and there is no legal obligation for voluntary associations or Trust NPOs to change their auditors after every five years. It would be prudent to secure continuity with the current auditor over this transition period from a Voluntary Association to a NPC, SGM dependant. Please see notice of [SGM 2026](#) resolution. While members have raised the rotation as good practice, BOT SOC over many decades have had long serving auditors that served much longer than the current term of the current auditor.

There are also further considerations strengthening the motivation to continue with the current auditor;

- Knowledge of and involvement in the history leading up to and the Constitutional changes adopted in 2018 and understanding of the SANBI Collaboration Agreement and the significant changes to the terms of this agreement since 2024.
- Experience in guiding BOT SOC over the past few years through improving governance by refining policies, standard operating procedures and budget structuring.
- Support and involvement at both branch level and in the National BOT SOC's financial systems development in response to the audit process.
- A quotation received from another independent short listed Auditing firm for the 2026/27 year has come in at a significantly higher cost to our current Auditor. The Society continues to maintain strict austerity measures in the current economic climate and there have been considerable savings made with reduced audit fees this year. The appointment of a new auditor would warrant additional orientation costs.
- A number of firms have been approached however only one of the shortlisted firms provided a quotation with expressed interest.

Resolution 4: Extension to current Council member service terms by 1 year

Approval to amend Clause 18.8 for the period 15 August 2026 until next AGM 2027 only, and

request the extension of current Council member Frank Webb's term by one (1) year only for continuity over this critical period.

Motivation:

Considering that Council has tried to co-opt members onto Council with no success the current Council members have the most insight and understanding of developments within BOT SOC. This is necessary to navigate the way forward over the short term, while new Council members join after the AGM. Only three of our current Council members (Frank Webb, Hedwig Slabig & Rob Soutter) are available to stand for nomination and re-election with only two being eligible. Frank Webb is willing to serve an additional year if members vote in favor of this one-year extension of Council members' term to enable continuity and to ensure thorough orientation of new Council members voted onto Council. However, Frank Webb's term on Council expires at the 2026 AGM, hence this amendment to Clause 18.8 is being requested. It should be noted that Frank Webb is a branch representative Council member, which is very important in ensuring member concerns are addressed at Council level.

The continuity of Council is also crucial to support the next steps in taking the organisation forward from a Voluntary Association (VA) to a Non-Profit Company (NPC) through the planned SGM to be held before the AGM 15 August 2026. Members at the 2025 AGM gave their Approval of (Resolution 6/2025) for BOT SOC to pursue transition to a Non-Profit Company structure, with members enhancing fundraising readiness. Council and Branch committees have engaged in a series of Regional Consultations on the NLC Transition process with all branch committee representatives participating since July 2025. This was done to ensure engagement on the legal implications and challenges posed by the current National and Branch legal structuring based on the constitution and the proposed Memorandum of Incorporation ([Mol](#)) as a Non- Profit Company and Terms of Reference ([ToRs](#)) for Internal Branches and Memorandum of Agreement ([MoA](#)) for External Branches.

Branches are also urged to nominate members from Branch committees to serve on Council who can contribute with the necessary skills in the following areas: Marketing and Communications, Fundraising and Networking, Governance and Good Ethics, Legal & of course Botanical Conservation.

Resolution 5. Election of the Chairperson, the Treasurer and ordinary Council Members

Standard as per Clause 27.1.6.5 of the Constitution of the Botanical Society of S A

Member Resolutions:

Member Resolutions tabled for consideration in terms of Paragraph 27.1.6.7 of the Constitution (Resolutions received will be placed on the Vote and Proxy Vote Forms).