

INTERNAL BRANCH TERMS OF REFERENCE

for



BOTANICAL SOCIETY OF SOUTH AFRICA

(the “**BOT SOC**”)

Internal Branch Name:	
Province:	
Internal Branch Representative or Internal Branch Chairperson	
Date of signature	

“Internal Branch”

Signature:

**Internal Branch Chairperson /Representative
for the Internal Branch**

Interpretation of terms of reference

Each Internal Branch shall abide by BOT SOC's MOI, and this terms of reference. In an event of conflict between BOT SOC's MOI and this terms of reference, the BOT SOC MOI shall prevail.

1. ESTABLISHMENT OF AN INTERNAL BRANCH

- 1.1 BOT SOC is a non-profit organisation that has been in existence since 1913. It is governed by a Council which is elected to office by the members of BOT SOC in accordance with its Memorandum of Incorporation (“MOI”).
- 1.2 As a part of fulfilling and furthering its object, BOT SOC supports its members and empowers them to engage in the implementation of the BOT SOC objects in their local communities. It does so through establishing “Internal Branches”. Some of these Internal Branches have historically established independent legal entities to govern themselves and are, by agreement, recognized by BOT SOC as “External Branches” with independent legal

personhood. All Internal Branches formally recognised by BOT SOC will not have separate legal personhood or personality beyond BOT SOC.

- 1.3 Members are organized into Internal Branches for local administration of events and projects of BOT SOC. Members of all Internal Branches, are the natural persons who participate in those Internal Branches' activities, but are first admitted as members by BOT SOC, according to the membership criteria of BOT SOC decided from time to time.
- 1.4 BOT SOC wishes to build up and strengthen its membership and to ensure a consistent and supportive experience for BOT SOC members across all Internal Branches, in terms of this centralised document that is applicable to all BOT SOC Internal Branches.
- 1.5 Internal Branches form part of BOT SOC and will operate under the delegated authority from BOT SOC's Council. All Internal Branches commit to operate according to BOT SOC's operating model, protocols and ethical codes adopted by BOT SOC from time to time, and incorporated into this Internal Branch Terms of Reference ("TOR").
- 1.6 The TOR shall apply to all Internal Branches and may be updated in accordance with 9.1.
- 1.7 Matters specific to a particular Internal Branch and not dealt with in this TOR may be included as Annexure "A" to this document. If there is any conflict between the provisions of this TOR and those in any Annexure, the provisions of the TOR shall prevail. Annexures to the TOR, or any changes to Annexure A, shall be submitted to the BOT SOC Council and CEO for review. If any of the contents of Annexure A are not aligned with the policies and processes of BOT SOC or are not in pursuit of the objects of BOT SOC, BOT SOC Council shall be empowered to amend any Annexure to ensure alignment and compliance.
- 1.8 Strict adherence to this TOR is required to protect the beneficiaries and work of BOT SOC, and to ensure the credibility, good name and continued positive impact of BOT SOC and the Internal Branches.
- 1.9 The Internal Branch Chairperson or Representative, by signing this TOR, undertakes and warrants that the Internal Branch that they represent will be administered in accordance with this TOR and under instruction of the BOT SOC Council.

2. PURPOSE

- 2.1 The purpose of the TOR is to ensure:
 - 2.1.1 the alignment of all Internal Branches with the object and objectives of BOT SOC as contained in its MOI, and
 - 2.1.2 consistent administrative practices across all Internal Branches.

3. INTERNAL BRANCH MEMBERSHIP

- 3.1 BOT SOC recognises and deals with members in accordance with its MOI. Voting members of BOT SOC apply and are accepted to be voting members in terms of the policies and processes of BOT SOC in place at the time. Volunteers or other participants in Branch activities who do not wish to be voting members of BOT SOC may be admitted as non-voting members of BOT SOC.
- 3.2 Members of the Internal Branch are, first, members of BOT SOC and are required to adhere to all rules applicable to BOT SOC's members generally. For administrative

purposes, each BOT SOC member shall be included in an Internal or External Branch, depending on that member's domicile.

- 3.3 Once assigned to an Internal Branch, each member shall be responsible for informing their Internal Branch should their contact information change at any time, and each Internal Branch shall assist its members in complying with this membership requirement. Internal Branches shall, at least annually, keep BOT SOC Council informed of any changes to the members within their jurisdiction.
- 3.4 Membership of BOT SOC, as assigned to each Internal Branch may not be assumed or compelled and is not transferable to another person.
- 3.5 A member of BOT SOC may request to be allocated to another Internal Branch by BOT SOC for any reason.

4. FORMAL INTERNAL BRANCH MEETINGS

- 4.1 Internal Branches may meet as often as they wish, but shall meet formally not less often than once per year.
- 4.2 A formal meeting of the Internal Branch shall require at least four weeks' notice delivered to every voting member of the Internal Branch, accompanied by an Agenda of the Internal Branch meeting, and a copy of the minutes of the preceding Internal Branch meeting. If elections are to be held at the Internal Branch meeting, the notice of the Internal Branch meeting shall include the list of nominees for consideration.
- 4.3 All Internal Branches that consist of more than 10 voting members shall appoint a committee of at least three persons and shall host an election for **an Internal Branch Committee** every three years. An Internal Branch that has 10 or fewer voting members may (but is not compelled to) elect a committee.
- 4.4 The Agenda of any Formal Internal Branch meeting shall include specifically:
 - 4.4.1 A report of the year's activities for approval by those present (to be forwarded to BOT SOC);
 - 4.4.2 The proposed draft budget for the activities of the Internal Branch for the ensuing financial period;
 - 4.4.3 If applicable, the election of the Internal Branch Committee members;
 - 4.4.4 Immediately following the announcement of those elected, the allocation of representative roles; and
 - 4.4.5 A report on the names of members joining since the last Internal Branch meeting.
- 4.5 A quorum at the formal Internal Branch meeting shall be equal to double the number of the outgoing Committee plus one. Only voting members in good standing and proxies for members in good standing shall be included for the determination of quorum. If no quorum is achieved at the formal Internal Branch meeting, the meeting shall not continue, but shall be stood down and reconvened on a date no later than one month from the initial formal Internal Branch meeting date. At that reconvened formal Internal Branch meeting, those who are present shall constitute a quorum.
- 4.6 All decisions at formal Internal Branch meetings shall be taken on a simple majority of those voting. The Chairperson shall have a casting vote in addition to their ordinary vote and may decide whether a secret ballot is appropriate at any time.

- 4.7 Internal Branch meetings, including formal Internal Branch meetings, are intended to govern the affairs of the Internal Branch only and not BOT SOC generally. Only decisions made at a formal member meeting of the whole membership of BOT SOC shall be able to make changes to the MOI of BOT SOC or the Council of BOT SOC.

5. OTHER INTERNAL BRANCH MEMBER MEETINGS

- 5.1 Other meetings of the Internal Branch shall include regular operational meetings, community meetings and social functions.
- 5.2 Attendance at Internal Branch meetings that are not formal Internal Branch meetings may be open to anyone with an interest in the activities of BOT SOC, notwithstanding their membership of BOT SOC, provided that the attendees are supportive of the object of BOT SOC.
- 5.3 Non-formal Internal Branch meetings shall be branded and advertised as BOT SOC "[name of Internal Branch]" meetings. Meetings advertised and/or held under the name or brand of other facilities or organisations shall not be considered to be Internal Branch meetings, and shall not have the endorsement and support of BOT SOC.

6. MEETINGS AND RESPONSIBILITIES OF THE BRANCH COMMITTEE

- 6.1 Any Internal Branch Committee representatives shall be under:
- 6.1.1 a fiduciary duty to uphold the name of BOT SOC, and represent the best interests of BOT SOC; and
- 6.1.2 an ethical duty to serve the activities and operations of BOT SOC members in that Internal Branch's region.
- 6.2 An Internal Branch Committee shall meet as often as is necessary to discharge its duties, but no less than twice per annum.
- 6.3 Membership of the Internal Branch Committee shall cease if a member fails to attend two (2) consecutive meetings of the Internal Branch Committee without leave of absence from the Chairperson of that Internal Branch Committee.
- 6.4 A quorum for a meeting of an Internal Branch Committee shall be three Internal Branch Committee members or half plus one the total number of representatives on the Internal Branch Committee, whichever is greater.

7. FINANCES

- 7.1 All member fees or dues are payable directly to BOT SOC, which manages members fees and other income from members in Internal Branch-specific ring-fenced funds.
- 7.2 Branches may exercise delegated authority over BOT SOC funds allocated to that Internal Branch's region. Internal Branches shall do so according to a delegated authority framework determined by BOT SOC Council from time to time.
- 7.3 All Internal Branches and Internal Branch Committees commit to being judicious custodians of funds under their control, and shall apply them efficiently and effectively solely towards BOT SOC's purpose.

- 7.4 Internal Branches shall be responsible for recording any funds received or generated by that Internal Branch and report such funds to BOT SOC Council for the purposes of maintaining a holistic financial picture of BOT SOC.

8. COMMUNICATION WITH BOT SOC COUNCIL AND THE PUBLIC

- 8.1 Representatives of the Internal Branch and Internal Branch Committee shall communicate regularly with the CEO of BOT SOC or other Council representatives in order to establish and maintain proper communication between the Internal Branch and BOT SOC's Council.
- 8.2 Internal Branches are expected to share copies of any communication with their members under the Internal Branch's banner to the extent that it relates to BOT SOC affairs with the BOT SOC Council or their nominee. Though members are encouraged to present their views and insight and participate in BOT SOC affairs, a representative of an Internal Branch or member of a Branch may not purport to represent the views of BOT SOC or Council generally in any official capacity unless the authority to do so has been delegated to them by the Council of BOT SOC.

9. AMENDMENTS TO THE TERMS OF REFERENCE

- 9.1 This TOR is applicable to all Internal Branches and will be reviewed annually and if necessary, updated and amended by a majority vote of BOT SOC Council.

10. INFORMATION AND CONFIDENTIALITY

- 10.1 Information gained and collected in the operation of an Internal Branch shall be safeguarded with full respect for confidentiality.
- 10.2 Internal Branches and members of Internal Branches may not, directly or indirectly, make any use, for their own benefit or that of any other person, employee or agent of the Internal Branch, confidential information of BOT SOC, except in terms of or for the purpose of this agreement.
- 10.3 Each Internal Branch undertakes to protect and keep private all information, data, images and other recordables which they gather or generate in the course of their activities and not to retain, use or publicise any data, information or images, except in the course of carrying out Internal Branch activities. Internal Branch members will not be in breach of this clause when they disclose confidential information to those who need this information properly to perform their duties.
- 10.4 Each Internal Branch shall establish and will maintain appropriate and reasonable technical and organisational measures to protect the integrity and confidentiality of personal information processed.
- 10.5 Internal Branches should at all times comply with the Protection of Personal Information Act, 4 of 2013 ("POPI Act"), which regulates the processing of personal information and must use any information obtained through its works as an Internal Branch only for the purpose for which the information is given and needed.

11. DISSOLUTION OF INTERNAL BRANCHES

- 11.1 The dissolution of an Internal Branch is within the entire discretion of the BOT SOC's Council if it determines that an Internal Branch is not:

- 11.1.1 viable;
 - 11.1.2 being governed or administered according to this TOR; or
 - 11.1.3 for any other reason operating in the way intended in the discretion of BOT SOC.
- 11.2 The dissolution of an Internal Branch shall not impact the membership of an Internal Branch member's membership with BOT SOC.

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Annexure “A”
Additional LAG roles and functions (if applicable)

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