2025 Annual General Meeting

Date: 30 August 2025

Held online via the Zoom platform.

BOTANICAL SOCIETY
OF SOUTH AFRICA

1. Welcome and opening of the meeting

The Chairperson welcomed all to the meeting, with appreciation for their presence and participation. She also thanked her fellow Council members, members of staff and service providers for their attendance, and the efforts to make the AGM 2025 a success. The purpose of the day's engagement is to meet with members and share some of the challenges and what BOT SOC has achieved through the year. We are in our 112th yea, and the Society has made incredible strides with a lot of opportunities to move forward. There will be various presentations throughout the meeting.

Ms. Lunderstedt then proceeded to run through the agenda and the proceedings. She noted the format of the meeting;

Part 1. Formalities

Part 2. Reports
Part 3. Question and Answer session
Part 4. Discussion on Resolutions with Council members. Prior correspondence had been circulated to members.
Part 5. Presentations from experts on the NPC Structure
Part 6. The house rules of the zoom platform

2. Present and Apologies

Council, BOT SOC National Staff and Members present:

Kyra Lunderstedt (Chairperson of BOT SOC), Hedwig Slabig (BOT SOC Council member), Frank Webb (BOT SOC Council member), Rob Soutter (BOT SOC Council member), Kathleen Smart (BOT SOC Council member), , Antonia de Barros (General Manager of BOT SOC), Annelie Esterhuyse (Independent Scrutineer), Simone van Rooyen (Secretariat), Bradley Bergh (BOT SOC Financial Consultant), Nazeer Rawoot (BOT SOC Financial Manager) BOT SOC national Staff members and verified BOT SOC members.

Apologies received:

Mrs. van Rooyen noted the apologies received to date and requested if any member had additional apologies on behalf of another to please note in the chat.

Grant Morrison (BOT SOC Treasurer)

Roland Vorwerk (BOT SOC Council member)
Charles Stirton (BOT SOC Council member)
Shaun Schiener
Christine Moir with no further apologies noted.

3. Matters Arising

3.1 Mrs. van Rooyen noted to the meeting that the 2024 minutes were recorded mostly verbatim to reflect a fair and accurate recording of the meeting, also considering that the paper minutes reflect the recording for those who might not be able to access the recording. She requested that any inaccuracies be voiced or recorded in the chat for inclusion in the corrected minutes if relevant.

3.2 No matters arising were noted from the meeting.

4. Confirmation of Quorum

According to clause 27.1 (sub-Clause 27.1.7) the quorum for an annual general meeting shall be not less than 50 members present and voting, which shall include those members represented by proxy.
The Chairperson introduced Mrs. Annelie Esterhuyse as the Independent Scrutineer. Mrs. Esterhuyse confirmed the meeting was quorate with members present and proxies received. The Chairperson declared the meeting open.

5. Chairperson's Report: Kyra Lunderstedt

The Chairperson presented her report, the same was also shared to the online zoom participants present. The Chairperson's report would cover the Key functional areas of Strategy, Governance, Resourcing, and Sustainability. She noted that Council was guided by BOT SOC's Strategic Framework. Knowing, Growing, Protecting and Enjoying our incredible natural heritage is an opportunity to go forward. She noted however the ongoing challenge to secure Council and Branch Committee members. A link was posted on the chat to call for BOT SOC professionals and volunteer with specialist skills sets.

The Chairperson noted a successful Fundraising outreach undertaken by the BOT SOC CEO and SANBI to the UK and USA to enable a continued partnership for Plant conservation going forward.

Funding has been secured from the National Lotteries Commission, Mapula Trust and D G Murray Trust.

BOT SOC Chairperson's Report 2025.pdf

The Chairperson thanked all members for their support and continuing support. It has been an honour to lead the organization, challenging at times, but an opportunity for her career growth. She thanked her fellow Council members, the CEO and the BOT SOC SA team. Kyra Lunderstedt will not be standing again for Council again and wished the Society well in their future.

6. Chief Executive Officer's Annual Report

The Chairperson handed over to the Chief Executive Officer to present her report and thanked her for her exceptional service and exemplary leadership during her tenure. AdB thanked the Chairperson for serving BOT SOC and for the caring way of leading the organization. She has brought a consciousness to where people find themselves, and how BOT SOC could find relevance to all South Africans, and to be inclusive in how we run the organisation.

The presentation, with input from the BOT SOC SA team, showcased key highlights and impact points covered in the CEO's report and Annual Report.

BOT SOC Annual report 2025 .pdf

Noted in addition;
BOT SOC had applied to the National Lotteries Commission (NLC) for national funding across the branches, but the NLC approved half of the funding for the Western Cape only. The NLC are very happy with our implementation of the project and have indicated that they would like us to apply for further funding with possible expansion across other branches early in 2026. The NLC has given a project extension which will also allow employment contract extensions.

The Annual Report was shared in the meeting chat for members. The Annual Report tells the story of what BOT SOC is becoming. BOT SOC appreciates the support from the members that have stayed with BOT SOC beyond the loss of free garden access. The CEO thanked Council and the national staff for their support during the challenges faced over the last few years. She requested that focus remains on BOT SOC's core mandate. The Chairperson also thanked the national staff for their dedication and hard work.

7. Treasurer's Report and presentation of Annual Financial Statements for the 2024/25 financial year

With noted apologies from Grant Morrison, the report was presented by Bradley Bergh. GM conveyed his thanks to his Council colleagues, the CEO, the BOT SOC SA team and Bradley Bergh. The report covers the year up to March 2025 and is a consolidation including the separately registered Kirstenbosch Branch finances.

BOT SOC Treasurers_Report_2025.pdf

8 Fundraising Status report

Input from the Chairperson of the Fundraising Committee Rob Soutter:

- BotSoc's new Mission prioritizes the conservation and sustainable management of South Africa's highly threatened indigenous flora with six priority conservation areas identified in BotSoc's Conservation Strategy, in partnership with SANBI and other organisations.
- Council formed a Fundraising Committee in 2022, and tasked it with raising sufficient funding to restore financial viability by FY25/26
- The Challenge was to build a new funding structure to provide the income required for priority conservation focus areas.
- Rebuilding BotSoc's financial strength will not be achieved overnight, but an effective BotSoc which leads to the conservation of South Africa's flora at local and national levels is essential.

Green Shoots… there are positive signs of success:

- R800,000 has been committed by the Mapula Trust for BotSoc's conservation work

- The DG Murray Trust has committed R600,000 after funding a small pilot project last year
- BotSoc has relaunched the Heritage Circle to encourage members to help with donations and bequests
- BotSoc has recently recruited a Fundraising and Events Coordinator
- To date, more than 50% of the project funding income target in FY24/25 has been achieved

The Chairperson then introduced Melanie Jackson from WordsthatCount and thanked her for her support to Council, the BOT SOC SA team and the Fundraising Committee in advising on the fundraising environment. Ms. Jackson noted:

- BOT SOC has had to pivot in an extreme way with the loss of the free entry benefit
- There is a critical need to diversify income streams to build resilience. Diversification is a risk mitigation strategy.
- There has been an international aid freeze.
- Several sectors in the NPO environment are competing for Government funding.
- The approach taken with the NLC and DG Murray funding is a credit to BOT SOC, and has built credibility for BOT SOC.
- We still require unrestricted funding and individual giving
- The bequest programme was relaunched and there was a positive response.
- The Fundraising Strategy has been refined and needs finalisation.
- There is a lot of scope to get funding from Corporates, Trusts and Foundations.
- Peer to Peer fundraising is a powerful source of income.
- The six BOT SOC conservation focus areas require funding.

The Chairperson thanked Ms. Jackson for her presentation and felt that despite the challenges faced we have made progress. She also thanked the CEO and BOT SOC team for their incredible work in the funding space.

Q&A Session

Any questions submitted to the Independent Auditor by members will be noted below, unedited nor corrected with spelling or grammatical corrections, as received via email and as recorded in the chat which is available as a link in the minutes).

The Independent Scrutineer, Mrs. Annelie Esterhuyse, confirmed that no member questions were received. The Chairperson opened the floor to the members present in the meeting.

- Suvarna Parbhoo-Mohan – The Botanical Society KZN Coastal Branch has the Botanical Education Trust that has been going for over 15 years. The Trust funds projects across the country.
- Tim Attwell – The Financial Consultant, Bradley Bergh, mentioned Membership subscriptions will be paid directly to Branches, he wanted to know the status of the matter. He also asked if the process of membership recruitment and registration could be handed to branches instead of being done by the national office. His branch (Kogelberg) felt it would be easier to recruit members if they believed they were joining a “visible” branch consisting of warm bodies rather than a website. FW replied that should the Society move toward the NPC route the question could be up for discussion. AdB agreed that it was easier to sign up members at branch level, but where it becomes administration with less active benches is problematic. AdB added with regard to subscription fees to branches, that the new Council will take up the discussion, She felt strongly about branches receiving the subscription fees to resource their projects.
- Eugene Moll - Well done in the species space BotSoc, but remember that species depend on the whole plant community – Phytosociology - This is where we in South Africa are lagging. Plant community ecology is dying in our country, and ways need to be explored at how to energize this.

There being no further questions the Chairperson closed the floor to the members for the meeting to continue.

A moment of silence was held for Dr Ted Oliver and Dr. Donovan Kirkwood from the University of Stellenbosch, who were remembered for their contribution to the plant community.

Giving tribute to the many lives lost in the plant community, the CEO encouraged the new Council to look at the Honours & Awards of the Society as the world has changed and there was a need to acknowledge achievements and contributions in a different way.

9. Resolutions: - Orientation for online voting process

The voting is hosted on a secure platform, and the results will be shown onscreen. Each resolution will be introduced. All results recorded in these minutes are the Consolidated Audited results, with membership status verified.

Members were informed that if they had submitted an email, physical vote or proxy vote form, they must not vote online as their vote will be included by the Scrutineer in the results. Any duplicate votes will be discarded.

Members were advised that the second member of a couple membership could send a direct vote to Annelie Esterhuyse via the chat or send directly to her at the AGM 2025 email address to have their vote included.

Resolutions as per the national Constitution
Resolution 1.

The Minutes of the Annual General Meeting held via Zoom on 6 July 2024 were accepted and approved.

The Audited results are recorded as: Yes = 83% No = 0% Abstain = 17%

Without abstainees Yes = 100% No = 0%

Resolution 2. Approval of Annual Financial Statements for 2025

The Chairperson invited questions related to Resolution 2. With no questions tabled the Annual Financial Statements for 2024/2025 were accepted and approved.

The Audited results are recorded as: Yes = 83% No = 0% Abstain = 17%
Without abstainees Yes = 100% No = 0%

Resolution 3. Appointment of the Independent Auditor 2025/26

The Audited results are recorded as: Yes = 95% No = 0% Abstain = 5%
Without abstainees Yes = 100% No = 0%

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

The Audited results are recorded as: Yes = 88% No = 5% Abstain = 7%
Without abstainees Yes = 94% No = 6%

Resolution 5. Election of Council members for 2025/26

The poll result showed approval for the election of all nominated Council members

Elected Chairperson:
Frank Webb
Elected Treasurer:
Grant Morrison
Elected Council members:
Hedwig Slabig
Rob Soutter

The BOT SOC Council had been encouraging branches to nominate to Council as well as for co-option. The Chairperson noted that no further nominations to date had been received, but Council remains open to receive co-options to commit to Council in line with the Council Code of Conduct and values and commitments as an organisation. The Chairperson thanked members for their support of the elected Council members and wished them all the best for the next Council term.

Resolutions proposed by Council

The Chairperson lead into the Resolution by noting that to date there had been a number of regional consultations with branches with legal opinion from Richard Cheeseman of Fairbridges Wertheim Becker Attorney and Nicole Copley and Chelsea Swanepoel of ngoLAW. Melanie Jackson of WordsthatCount had also advised on the benefits of being an NPC from a Fundraising perspective.

Resolution 6: Support transitioning BOT SOC's legal structure from a Voluntary Association (VA) to a Non-Profit Company (NPC) through an SGM in early 2026 - Approval to pursue transition to a Non-Profit Company structure, with members, which will enable Branches to elect to register as separate legal entities or not, enhancing fundraising readiness.

Chelsea Swanepoel of ngoLAW was on hand for any question from members for understanding. ngoLAW legal input AGM 2025

The Audited results are recorded as: Yes = 89% No = 0% Abstain = 11%
Without abstainees Yes = 100% No = 0%

Resolutions proposed by members proposed in terms of Paragraph 27.1.6.7 of the Constitution.

No resolutions were received by members for this AGM.

Questions from the floor

- Michael Potts : Will the branches become shareholders of the NPO
  ngoLAW: There are no shareholders in a Nonprofit company. The proposed structure of an NPC with members take on the "role" shareholders but don't own anything or receive and dividends.
- Robin Burnett: How long does the process take usually.
  ngoLAW: The set up process of a new NPC and depending on the level of engagement can anywhere from four weeks to eight months. Once the documents are finalised and lodged with the CIPC it takes about a week. Once you have a registration number you can open bank accounts and set up agreements. The Tax Exemption certificate takes the longest at six to eight months. In total, there is a nine to eighteen-month process.
- from the floor: what are the benefits for branches.

ngoLAW: if branches are internal the NPO company model, procedures are a lot more regulated.

- From the floor: what are the costs involved
  ngoLAW: a standard estimate in amending the Constitution and updating SARS, documentation is around R 40 000.00. A transition to an NPC is around R 60 000.00.
  Antonia de Barros: Irrespective of accepting the NPC model there is a cost to the regional consultations that have been held with branches. There was a need following the adopting of the new Constitution as there have been no MoU's drawn up between branches like Kirstenbosch that have taken separate legal personality. There is a need for agreement between the national BOT SOC SA and the Kirstenbosch branch. The relationship between the two requires a MoU to govern how the two entities interact. The current constitution is silent on guiding on the obligations. Terms of Reference would also need to be drawn up to help guide those branches that have not taken up separate legal entity status to help us interact more efficiently.
- Tim Attwell: He understands from AdB that we are simply initiating a process today and not making a final decision. He is concerned about the ambiguity. This AGM is asking for members to endorse the transition to an NPC, but we need to leave room open for the endorsement to be withdrawn. AdB In response the door open is an SGM.
  Chairperson: Yes, we are initiating a process in support of a Non-profit Company structure for further branch engagement to establish ToRs', MoA's with a SGM to be held to determine what the final decision is on the future model.
  Council has taken legal advice on what is the best approach going forward to mitigate any risk and are ready for the fundraising environment and pursuing good governance.
- Hedwig Slabig: As it stands there are loopholes with branches, so permission is being sought to look into all aspects of the branch's status.
- Suvarna Parbhoo: Is the Fundraising Strategy completed
  AdB: Yes it is and BOT SOC has been waiting for the Fundraising Committee to convene to sign off on the final.
- AdB to Margaret Burger: Thank you for acknowledging the efforts that have been made. We have faced undue criticism despite working hard on creating transparency.

The Chairperson and AdB thanked Chelsea Swanepoel for her attendance and support, which was greatly appreciated.

10. Appreciation, Acknowledgements, and vote of thanks to all present, outgoing Council members, and welcome to incoming Council members

The Chairperson thanked her fellow Council members for their support. She has been exposed to exceptional array of people with wisdom and experience, insight and passion that have helped shape the person that she is today. She also gave sincere thanks to BOT SOC's branches, partners, donors, sponsors and service providers that the organization has relationships with. She thanked each member of the BOT SOC team for all their hard work and professionalism. The Chairperson thanked AdB and said it had been an honour to serve with her. She wished all well for the future.

The CEO extended thanks to the staff for their dedicated support through all. She also thanked Martina Treurnight for her management of the NLC project. She gave special thanks to the Chairperson and appreciation for the amazing journey shared with KL noting it was such a privilege to work with the leadership and that she brought to the team, and to all Council for their phenomenal support.
In closing she gave sincere thanks and appreciation to members, branches, branch Committees, partners, donors and sponsors and service providers.

11. Thanks & Closure

The meeting closed at the recorded time duration of 2 hours, 53 minutes

12. Other

Link to Chat History [AGM 2025 Chat history]

Minutes of the meeting held 30 August 2025 contained herein accepted:

______________________________ signed on this _______ day of __________________ 2026

Frank Webb

Chairperson: Botanical Society of South Africa