

CONSTITUTION OF THE BOTANICAL SOCIETY OF SOUTH AFRICA

MISSION

Mindful of the role of the people of South Africa as custodians of the world's richest floral heritage, it is our mission 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 southern Africa.

I. (1) NAME AND HEAD OFFICE

The name of the Society shall be "The Botanical Society of South Africa" and its Head Office shall be at Kirstenbosch, Newlands, Western Cape Province. It is hereinafter referred to as "the Society".

(2) REGISTRATION

(2) (a) Society is a non-governmental organisation and a registered non-profit organisation (NPO registration number 003-394) as well as a registered Public Benefit Organisation (PBO registration number 930 000 739).

(2) (b) The Society shall be entitled to raise contributions for the attainment of its objects.

II. OBJECTS

The Objects of the Society are:

(1) To promote a caring attitude towards the indigenous flora and vegetation of southern Africa amongst all people and to provide a forum for positive collective action by offering its membership to all individuals and organisations sharing its mission.

(2) To promote and actively be involved in the conservation, cultivation and wise use of the indigenous flora and vegetation of southern Africa and encourage public interest in the attainment of this object.

(3) To increase knowledge and understanding of the indigenous flora and vegetation of southern Africa through educational programmes and general enlightenment, aimed primarily at the people of South Africa and to support appropriate study and research projects.

(4) To liaise, co-operate and work in partnership when considered appropriate, with organisations such as the South African National Biodiversity Institute (SANBI) and its successor and others with similar objects in the attainment of the above.

(5) To interest the people of South Africa and other countries in the progress and development of all the National Botanical Gardens that have been and may be established by the Board of the South African National Biodiversity Institute and its successor and to encourage active support of local National Botanical Gardens by the Branches of the Society.

III. MEMBERSHIP AND AFFILIATION

(1) Membership of and affiliation to the Society shall be open to all individuals and organisations who subscribe to its mission. The following classes of membership and affiliation may be granted, refused, awarded or cancelled by the Council of the Society (hereinafter referred to as "the Council"):

- (a) Honorary Vice Presidents duly elected at an Annual General Meeting of the Society on the nomination of Council.
- (b) Honorary Life Members duly elected at any General Meeting of the Society on the nomination of Council.
- (c) Benefactors who subscribe an amount determined in terms of Paragraph IV(2)(g) below within a period of two years or donate property or services of not less than such value to the Society.
- (d) Patrons who subscribe not less than one-quarter of the amount determined for category III(1)(c) above in one payment or donate property or services of not less than such value to the Society.
- (e) Life Members who subscribe not less than a tenth of the amount determined for category III(1)(c) above in one payment.
- (f) Corporate Members referred to in III (5) below who pay an annual subscription.
- (g) Family Members (two (2) adults and two (2) of their school-going children) who pay an annual subscription. Any additional school going children may be included for a small additional amount determined from time to time by Council.
- (h) Ordinary Members who pay an annual subscription.
- (i) Senior Citizen Members, this category being open only to persons over the age of sixty-five (65) years who pay an annual subscription. Provision is also made for a senior citizen couple's membership.
- (j) Student Members, full time students up to the age of twenty-five (25) years, who pay an annual subscription.

(2) The Council shall have the power to create a further class or classes of membership and to define the terms of such membership.

(3) The Society may upon application admit to affiliation other bodies having as their aim in whole or in part the conservation of the indigenous flora of southern Africa or elsewhere. Any body so admitted shall contribute towards the funds of the Society a sum which may be fixed by the Council in consideration of such affiliation.

(4) Subscriptions payable by the members in categories III(1)(c) to (j) above, and, if applicable, members who fall in a class of membership referred to in III(2) above shall be determined by the Council and be sanctioned at an Annual General Meeting or Special General Meeting of the Society.

(5) Local Authorities, Societies, Institutions, Corporations, Firms and other artificial or juristic persons are eligible for membership in categories III(1)(c), (d) and (f) only, and they may authorise a personal representative to attend and vote at all General Meetings of the Society.

(6) Members shall be admitted upon payment of their subscription - the subscription to be renewed annually. For members to remain in good standing their subscriptions shall be paid on or before due date.

(7) The Council's power to refuse or cancel membership shall not be arbitrarily exercised. Council may impose sanctions against members bringing the Society into disrepute.

IV. COUNCIL AND MANAGEMENT

(1) The Council of the Society shall consist of:

(a) Elected members, being:

- (i) The President of the Society
- (ii) The Treasurer
- (iii) 6 members

(b) Additional non-voting members, being:

- (i) The Chief Executive Officer of the South African National Biodiversity Institute or its successor or his/her representative;
- (ii) The Director of the Botanical Society.

(2) The Council shall be vested with the following powers:

- (a) To administer, manage and control all the affairs of the Society including its presently acquired and its future assets and to invest and re-invest the same as it deems necessary.

- (b) To frame such by-laws as it may think fit for the good management of the Society, which by-laws shall be subject to confirmation at the Annual General Meeting.
 - (c) To engage and remunerate a Director of the Society and such other staff members as it may deem necessary.
 - (d) To administer, manage and control the immovable property of the Society, and, if duly authorised by Resolution of a Special or General Meeting of the Society, to lease, sell, mortgage, exchange, donate, acquire or grant servitude rights or obligations or otherwise to alienate the same.
 - (e) To open and operate accounts with banks, building societies or other financial institutions and to draw, make, accept, endorse, discount, issue and negotiate cheques, promissory notes, or other negotiable and transferable instruments for the purpose of the Society.
 - (f) To borrow, raise or secure payment of money upon pledge or mortgage of the Society's property, movable or immovable, or in such other manner as the Council shall deem fit.
 - (g) To increase the subscriptions from time to time within 5% of the consumer price index, as published in the Government Gazette, in the period between one Annual General Meeting and another.
 - (h) Generally, within the framework and with the powers expressed and implied in all paragraphs of the Constitution, to do all things necessary to fulfil the Objects of the Society.
 - (i) To ensure that the Society's income and property are not distributable to its members and office bearers, except as reasonable compensation for services rendered and to ensure that its members or office bearers have no rights to property or other assets of the Society.
 - (j) To co-opt additional non-voting persons to Council as it sees fit.
 - (k) To conduct the Society's affairs in terms of its registration under the Non-Profit Act (Act 71 of 1997) as as amended and its registration as a Public Benefit Organisation under section 30(4) of the Income Tax Act (Act 58 of 1962) as amended.
- (3) Election of Members of Council shall be as follows:
- (a) Subject to the provisions of this sub-paragraph, members of the Council elected at the Annual General Meeting shall be elected for a period of three years and may not serve more than six consecutive years.
 - (b) The President, Treasurer and three members of Council shall be elected at the Annual General

Meeting by members in classes (b) to (j) of sub-paragraph III(1), provided that any member who is not able to attend an Annual General Meeting of the Society may apply to cast a postal vote. Corporate members shall be restricted to one vote and, in the case of dual memberships (family and senior citizen couples), the two adults shall each have one vote. Three Council members shall be elected by the National Branch Convention.

- (c) At every Annual General Meeting one of the three members of Council elected at an Annual General Meeting shall retire from office.
 - (d) The Council members required to retire each year shall be those who have been longest in office, provided that between those who were elected on the same date, those to retire shall, unless otherwise agreed among themselves, be determined by lot, provided further members co-opted in terms of IV (3)(h) or IV (5)(b) shall be included in those members retiring.
 - (e) A retiring member shall be eligible for re-election subject to the conditions outlined in IV (3)(a) above.
 - (f) The President shall not be eligible for more than two consecutive terms of three years in office. The Treasurer shall be eligible for re-election after each term of three years served.
 - (g) The names of all members of Council and their compulsory retiring dates shall be sent to members with the notice of the Annual General Meeting.
 - (h) Nominations for the election of all Council members, who must be members in good standing, due for election at an Annual General Meeting must reach the Director not less than 30 days before the date set down for the Annual General Meeting. Nominations must be signed by the proposer and seconder both being members in good standing and by the person nominated, to signify his/her acceptance of the nomination. In the absence of sufficient nominations to fill the vacancies, Council shall have the power to fill it/them by co-option.
- (4) At its first meeting after an Annual General Meeting (AGM) Council shall:
- (a) Elect from among its members a Chairperson and a Vice-Chairperson provided that no person shall hold either of these offices for more than two terms of three consecutive years at a time.
 - (b) Appoint from members of the Society Chairpersons or conveners of such standing committees and sub-committees for special purposes as it may deem necessary and delegate to the said committees such of the Council's powers and functions as may be considered desirable and related to their terms of reference.

- (c) Appoint an Executive Committee (Exco) of not less than five (5) and not more than seven (7) members, which shall include the Chairperson and Treasurer of Council.
 - (d) Appoint an Audit Committee and to supply such a committee with written terms of reference.
- (5) Proceedings of Council shall be in accordance with the following rules and practice:
- (a) If a member thereof fails to attend two consecutive meetings without leave, she/he will, at the discretion of the Chairperson, be considered to have vacated his/her seat and she/he shall be informed accordingly in writing by the Director. The Council may, however, grant leave of absence to any of its members of a period not exceeding one year.
 - (b) Should a vacancy occur in its membership or in the membership of any of its standing or sub-committees after having assumed office, the Council shall have the power to fill such a vacancy for the rest of the period remaining before the next Annual General Meeting.
 - (c) At least two (2) meetings a year shall be held at such times and places as the Chairperson may decide. Fourteen (14) days written notice of all meetings, containing the agenda to be discussed, shall be given to each member by the Director of the Society or deputy, who shall attend all Council meetings and ensure that proper minutes of all meetings are kept.
 - (d) Five (5) elected members shall form a quorum at any meeting, the majority vote shall count and the Chairperson shall have both a casting and a deliberative vote.
 - (e) Proper books and accounts of the business and affairs of the Society shall be kept and with the Chairperson's permission shall be available on request to members of the Council which shall cause same to be audited annually by a registered Public Accountant and Auditor, and the financial year shall be from 1st April to 31st March.
 - (f) The Executive Committee (Exco) shall have executive powers between meetings of Council and is accountable to Council.

V. ALLOCATION AND CONTROL OF FUNDS

- (1) If so stipulated by the testator/donor, 100% of each legacy, donation or inheritance received by the Society shall accrue to a special account designated as "The Partnership Fund for the South African National Biodiversity Institute. The Fund shall be administered by a Committee consisting of three persons appointed by the Council of the Society and three persons appointed by the Board of the South African National Biodiversity Institute. No decision of the Committee for the disbursement of any portion of the Fund shall be valid unless agreed to by not less than four members of the Committee. The Committee shall submit to Council and the Board an annual report of its transactions in the preceding year and its proposed

policy for the ensuing year. The tenure of office of the members of the Committee nominated by the Council of the Society and by the Board of the South African National Biodiversity Institute or its successor, shall be in discretion of the Council and the Board respectively, who may also appoint alternates to the members appointed by them.

- (2) All subscriptions received from members in classes (c), (d) and (e) of Sub-paragraph III (1) shall be invested and only the interest and dividends thereon shall form a part of the Society's income.

VI. LEGAL STATUS

- (1) The Society is a juristic person and shall have all the powers of a persona-in-law including the power in its name to acquire and dispose of property, both movable and immovable.
- (2) All legal proceedings by and against the Society may be brought and defended in the name of the Society whose Chairperson of Council and Director shall have the power to institute and defend any such proceedings on its behalf and in its name when authorised thereto by the Council.
- (3) The liability of its members is limited to the unpaid amount of their subscriptions.

VII. BRANCHES

- (1) Any member or members of the Society may make representation to Council to form a Branch or Interest Group to carry out the functions of the Society. The function could be restricted to a particular geographical area, site (e.g. a SANBI garden) or theme.
- (2) Council shall have the right to refuse or impose amendments to a representation as it deems desirable before sanctioning a particular Branch or Interest Group, ensuring that operational requirements fall within the bounds of the Society constitution.
- (3) All Branches and Interest Groups are accountable to Council and will be required to report to Council in a format as outlined in the Operational Handbook.
- (4) All Branches and Interest Groups are bound by the overarching Society Constitution and the by-laws as outlined in the Operational Handbook.
- (5) Any duly constituted Branch or Interest Group shall be eligible to receive from the Society such financial contributions to its legitimate expenses as Council shall annually determine, in addition to its right to raise funds locally for the fulfilment of the Society's Objects.

- (6) Each Branch shall be entitled to send a representative to an annual meeting to be known as the National Branch Convention at which meeting three (3) members will be elected to serve on Council.
- (7) A Curator of a National Botanical Garden with which a Branch is associated shall be an ex officio member of such a Branch's Committee but may not be its Chairman.
- (8) All legal proceedings by and against the Society may be brought and defended in the name of the Society whose Chairperson of Council and Director shall have the power to institute and defend any such proceedings on its behalf and in its name when authorised thereto by the Council.
- (9) The liability of its members is limited to the unpaid amount of their subscriptions.

VIII. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of members of the Society shall be held not later than one hundred and eighty (180) days after the close of each financial year at such time and place as the Council may determine after giving members twenty-one (21) days written notice containing the agenda for the meeting the Council's Annual Report and Financial Report.
- (2) The business of the Annual General Meeting shall be:
 - (a) Adoption with or without modification of the Annual Report of Council and the Financial Statement with Audited Accounts.
 - (b) Consideration of notices of motion which have been submitted in writing to the Director not less than thirty (30) days prior to the date of the Annual General Meeting.
 - (c) Election of Auditors for the ensuing year: should a member wish to nominate alternative Auditors, written notice of intention to do so shall be submitted to the Director not less than thirty (30) days prior to the Annual General Meeting.
 - (d) Election of Council Members and Office Bearers as provided for in Paragraph IV (3). (e) Any other business with the permission of the Chairman.
- (3) The quorum of an Annual General Meeting shall be thirty (30) members with voting rights. If a quorum is not present the meeting shall stand adjourned until such time and place as the President or in his/her absence the Chairman of the meeting may determine when those

present shall form a quorum. No resolution shall be valid unless passed by a simple majority of members with voting rights who have voted in person or by postal vote.

- (4) The President for the time being, or in his/her absence the Chairman of Council, shall preside at an Annual General Meeting. In the event of both being absent, the meeting shall elect one of its members present to be Chairman.

IX. SPECIAL GENERAL MEETING

- (1) A Special General Meeting of the Members of the Society with voting rights:

- a) may be called by the Council, on twenty-one (21) days written notice, for such purpose and at such time and place as the Council may decide, and
- b) shall be called on twenty-one (21) days written notice after receipt of a requisition to the Director signed by at least thirty (30) members with voting rights.

Such requisition, if called in terms of sub-clause IX (1) (b), and subsequent notice of meeting shall state specifically the reason for which such meeting is desired and the motions to be submitted thereat. If the necessary quorum of fifty (50) members with voting rights not be present at the Special Meeting so called, the notice thereof and any requisition, if called in terms of sub-clause IX (1) (b), therefore shall lapse and the motions to be considered shall fall away.

- (2) Fifty (50) members with voting rights shall form a quorum at any Special General Meeting and the business of the meeting shall be confined to that for which it was specifically called.

- (3) A Special General Meeting to amend, add to, or annul this constitution shall be duly called by the Council not less than ninety (90) days after a requisition, if called in terms of sub-clause IX (1) (b), in due form to this effect is received by the Director. No Resolution on the motion submitted for discussion shall be valid unless passed by a two-thirds majority of the members with voting rights who have voted in person or by postal vote at such a meeting.

- (4) Special General Meetings shall be presided over as prescribed in Paragraph VIII(4) and the majority vote shall count for any Resolution to be carried.

X. DISSOLUTION OF THE SOCIETY

On Dissolution the assets of the Society shall be taken into possession by a liquidator, appointed by a General Meeting of the Society, who will discharge all liabilities incurred by the Society and shall transfer all assets remaining thereafter to a company, society or association with objects similar to those of the Society and registered in terms of the Non-profit Organizations

Act, No 71 of 1997, save that the Life Membership Fund and the Partnership fund for the South African National Biodiversity Institute shall be transferred to the South African National Biodiversity Institute or its successor.

The amendments were presented at the Special General Meeting held on Tuesday 21st September 2010 at the SANBI Walter Sisulu National Botanic Garden.

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