

Minutes of the national Annual General Meeting of The Botanical Society of South Africa held Tuesday 12 February 2019 in the Old Mutual Conference Centre, Kirstenbosch Gardens, Cape Town.

Present from Interim Council:

Ms Marinda Nel, Mr Brian Christie, Mr Bongani Mnisi, Mr Tony Storey, Prof Eugene Moll, Dr Bruce McKenzie, Dr Sershen Naidoo.

Apologies: Mr Dave Henry

Mrs Simone van Rooyen (Minutes Secretary)

1. Opening of the meeting

The Chair welcomed all present at the AGM. An independent scrutineer, Mrs Annelie Lucas had been appointed for the voting process of the resolutions tabled.

2. Apologies

Alderman Owen Kinahan, Sue Cozien, Anthony Rawbone –Viljoen, Vivian Ford, S & A Wynchanck, Helen le Roux, Amy Grant, Guy Preston, Amanda Ackerman, Nathan and Cornell (last name unknown), Maïke Duk, Dennis Nick, J D Murray, Shirley Atkinson, Richard Cock, Dr Raymond Berard, Deon Potgieter (Free State Branch) Stephan Veldsman (Pretoria Branch), Stephen Smuts (Southern Overberg branch), Frank Webb (Lowveld Branch), Suvarna Parboo(KZN Coastal), Gerrit Nieuwoudt, James Gribble, Mrs Boniface and Mr Pendelbury.

3. Confirmation of Quorum

With some 250 members in attendance, the meeting was declared quorate. The Chairman noted that Ms Annelie Lucas had been appointed as Independent Scrutineer.

A member pointed out that the Scrutineer was also the auditor whose appointment was being voted on. This concern was noted. However, the meeting concluded that the risk of conflict was low and other checks and balances were in place to assure sound governance.

4. Confirmation of the minutes of the 2017 AGM held on 20 September 2017, Milkplum Meeting Venue, Pretoria.

The minutes were available to members on the website. With no corrections to the minutes they were proposed by Mr Hennie Nel and seconded by Mrs Jill Gribble.

5. Chairman's report, with an addendum Report of Key Projects by Dr Bruce McKenzie.

- The Chairman thanked Dr Bruce McKenzie for his Advisory roles over the past few months.
- An agreement was reached with the Executive Director, Ms Rabaney, in terms of which her employment with BotSoc was terminated with immediate effect.
- Mrs Simone van Rooyen was congratulated on her appointment to Office Manager
- All staff at Head Office, bookshops and branches were thanked for their service.
- BotSoc members were thanked for their loyal support during the period of turmoil.

- Service provider contracts had been reviewed and several contracts were terminated .
- An annual Branch Convention was hosted in November 2018. The unique needs of all branches were recognised and would be supported by Council.
- Membership categories would be reviewed.
- A practical Transformation plan would be put in place to address membership growth across all demographics.
- There was an urgent need for an integrated communication and promotion strategy.

BotSoc aspires to be an umbrella platform for all agencies that support our mission. A place from which any such person or entity will find authoritative direction: recognised internationally as the custodian of our exceptionally rich South African botanical heritage. A place where we all find a role to play.

See Annexure A for full Report.

Addendum report on Key BotSoc Projects

Dr Bruce McKenzie in his capacity as consultant to BotSoc presented on ongoing projects undertaken within the Global Strategy for Plant Conservation.

- CREW - Custodians of Rare and Endangered Wildflowers
- Cycad Project – Education Resources
- Stewardship Project - identifies conservation worthy sites on private land
- CPUT Student Support project

See Annexure B for a copy of his report.

Mr Tim Attwell, Chairman of Kogelberg branch, requested that Council engages with branches and establish mechanism to encourage closer branch involvement with CREW. He highlighted the importance and value of long term project planning.

Dr McKenzie and the Chairman agreed that this would be brought to the attention of the Standing Committee for Conservation to be established.

6. Treasurer's Report and presentation of the Annual Financial Statements for 2016, 2017 and 2018

The Chairman thanked Mr Brian Christie for his hard work and dedication over the few months. Mr Christie then presented a report and a detailed power point presentation on the AFS.

- Mr Christie provided assurance that no evidence was found to substantiate any allegations of financial misappropriation or fraud within the Society.
- The Interim Council took over the management of the Society and its finances on 17 August 2018 after a duly constituted SGM.
- Mr Richard Browne of Browne & Associated was thanked for his generosity and service to the Society. He had given of his time to assist in finalising the AFS of 2016, 17 and 18. Mr Christie also apologised formally and unconditionally for the actions of the previous Council toward him and his accounting firm.
- The audit process of the AFS is that the Society completes the AFS, the Auditor then needs to approve them. Once approved the AFS are presented to members at the Annual General meetings of the Society.

- BotSoc's non-current assets and reserves are healthy. It was recommended that the Society invest some of this capital into projects and assets that drive the Society's objectives. Donations received were recorded at just under R4 million for 2018 and outgoing donations by the Society recorded at around R2.3 million. The main recipient of donations had been our strategic partner SANBI. They received 10% of the income derived from membership fees in terms of the M.O.A with the BotSoc. Under this agreement, Botanical Society members are granted free access to all national botanic gardens. CREW is also a major recipient of funding.
- Increase in membership subscriptions had been kept below the inflation rate.
- Members were assured that the Society was now in good hands.

See Annexure C for a copy of Mr Christie's report.

Questions and comments from the floor responded to by Brian Christie:

Mr Harold Annagarn pointed out that the Society is not deriving an optimal return from investments. The Treasurer acknowledged that this was an area that needed attention and that Council would be paying this close attention.

Adv Abri Meiring proposed that a turnaround strategy for the finances of the Society, consolidated projects and leadership is needed for the Society. There was a dire need to restore the ethos of the Society and congratulated the Interim Council on the changes already evident.

The chairman acknowledged the validity of the points raised by him, in particular the need to restore the ethos of BotSoc

Prof Eugene Moll advised that fundraising should be project specific.

Mr Tom Robbins thanked the Interim Council for their transparency in financial reporting in a clear and understandable format and advised that the Society needs to make optimal use of its investments.

7. Resolutions

- 7.1 The minutes from the AGM held 20 September 2017 were proposed by Mr Hennie Nel and seconded by Mrs Jill Gribble
- 7.2 Annual Financial Statements for 2016 was approved
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- 7.5 The following members of council were duly elected.
Chairman – Mrs Marinda Nel
Treasurer – Mr Toney Storey
Councillors – Me Hedwig Slabig, Antonia Xaba, Messrs Dave Henry, Kevin McCann, Bongani Mnsisi, Johann vd Berg, Dr Sershen Naidoo
- 7.6 The appointment of Ms Annelie Lucas as auditor was approved

8. Vote of thanks

Mr Tim Attwell paid tribute to all who had played a significant role in the restoring the good name of the Society. A special personal word of thanks to Ms Marinda Nel for her drive and dedication and to all members of the Interim Council for their time and commitment leading up to and post the SGM.

Mr Helgo Kahle gave thanks to the Interim Council for their efforts in turning the Society around, as well as special vote of thanks to the Kirstenbosch Branch for their support of the entire process, Mrs Margaret Kahle for being an invaluable asset during and leading up to the process. Her dedication and commitment was lauded, Mr Brian Christie who played a vital role in initiating the change by raising concerns with regard to the finances of the Society, the legal team of Cliffe Dekker Hofmeyr for their time given pro-bono for legal consultations, work on the new constitution, and the events leading up to the SGM. Their service was greatly appreciated.

A special thanks to all the members for their passion.

The Chairman gave a special vote of thanks to the Interim Council for their counsel and support to the Society during the past 6 months.

She also gave a vote of thanks to the Branch Chairpersons and their representatives present: Johann van den Berg from Bankenveld branch, Isabel Johnson from KZN Inland, Suvarna Parbhoo from KZN Coastal, Marietjie Jordaan from Free State, Jo-Anne King from Garden Route, Hedwig Slabig from West Coast, Tim Attwell from Kogelberg and Keith Kirsten from Kirstenbosch.

Mr Peter Gibbard - Requested attention be paid to repair of fire damage to the Harold Porter gardens. He was assured that this would be raised with Council.

Mr Con Meyer of the BotSoc West Coast branch summarised the sentiment at the meeting by expressing his joy to finally be part of the BotSoc family and to have a value to the Society.

A special vote of thanks went to Mr Dirk Muller for his ongoing support of the Society and offered apologies for the manner in which he had been treated by the previous management of the Society.

9. Closure

With there being no further business the meeting concluded.