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Minutes of the Special General Meeting 17<sup>th</sup> August 2018

UWC Campus GH1 Hall, Bellville at 17h00 for 17h30

1 Purpose of the meeting

The SGM was called at the request of 67 members in terms of Clause IX (3) of the Constitution.

Five motions were proposed being that;

1. That the current constitution of the Society adopted on 13 June 2013 be annulled;
2. That the document annexed to the notice as annexure "B" be adopted as the constitution of the Society;
3. That the document annexed to the notice as annexure "C" be adopted as the standard constitution of branches of the Society;
4. That the term of office of the current members of the Council of the Society end forthwith upon adoption of annexure "B" to the notice as the constitution of the Society;
5. That the following persons be nominated and appointed to comprise the Council of the Society, and that such persons hold office until the next Annual General Meeting of the Society, when a full and proper election of the Council of the Society, as provided for in annexure "B" hereto, shall be held:

Mr Bongani Mnisi  
Prof Eugene Moll  
Mr Sershen Naidoo  
Mrs Marinda Nel  
Mr Brian Christie  
Mr Dave Henry  
Dr Bruce McKenzie

2 Present

The meeting was attended by 350 plus members including members from Kogelberg and West Coast areas. Attendees included members that had cast postal votes, visitors and members that were eligible to vote in person at the meeting.

### 3 Apologies

Dr Khan tendered apologies on behalf of the rest of current Council, Dr Khan also tendered apologies from Ms Zaitoon Rabaney. Dr Khan explained that Ms Rabaney was away on BotSoc business. Post the decision to cancel the SGM Council members had made alternate arrangements, which could not be changed. One Council member was overseas.

Apologies announced from the floor were from Dr John Rourke, Mr Dave Henry, Dr and Mrs Nathie Finkelstein, Dr Dave McDonald, Dr Lewis Sparks, Ms T Latham and Mr Eric Levine.

### 4 Welcome

Dr Farieda Khan, President of the BotSoc Council, introduced herself and welcomed all. As BotSoc President she was the Chair of the meeting. Dr Khan also introduced Prof Harold Annegarn. Members were informed that the interim Chair would be handed to Prof Annegarn when Dr Khan would be tabling a point or comment.

A quorum was present.

### 5 Chairpersons address

Dr Khan addresses the meeting on behalf of the current Council by stating some serious concerns of Council including the following points;

- Post the 2017 AGM Council launched a national process to address the revision of the 2013 Constitution. The process was to be driven by branch Chairs with input from their members. A revised draft was then to be presented at the 2018 AGM, however this was pre-empted by the calling of the Aug 17 SGM.
- A further concern was that voting members of the Kirstenbosch branch had been told to deliver their completed forms to the Kirstenbosch branch offices instead of the Head Office. This introduced a third party element between the member and head office staff tasked with the collection of the votes.
- Head office staff also experienced unpleasant conduct of some members in the office, to the point of harassment and intimidation. As a result counselling was arranged for the staff by the Executive Director.
- As a result of the above concerns and others stated in a communication dated 15 August 2018 to members, Council decided to cancel the SGM.
- The Chair said that as Council they were duty bound to point out the ramifications of motions to be voted on and to warn of the inherent dangers of this course of action:
  - The constitutional changes had yet to be discussed with our primary stakeholder and strategic partner, SANBI (South African National Biodiversity Institution). SANBI as a national body prefers a MOU with a national entity with centralised authority.
  - It follows that should the motions pass the current MOU with SANBI would need to be re-negotiated.

The Chair invited open discussion from the floor, members were asked be concise in their comment and points raised.

Various points of order pertaining to meeting protocol were raised and duly noted by the Chair.

For minute purposes it is noted that the SGM had been cancelled by Council on Wednesday 15<sup>th</sup> September but in terms of the court order granted in the Western Cape High Court, it was ordered that the Society must proceed with the SGM as originally called.

Mr Brian Christie was called upon to introduce and propose the 5 resolutions to be voted on. He stated that It had become increasingly apparent in the last couple of years that both the present Council and the Society's management had lost touch with their membership, At the heart of the philosophical dispute is whether the objectives of the Society are best achieved by centralising all powers and control at Head Office, supported by a remote and unresponsive Council. Or should Members, groups of Members and Branches be enabled and empowered to pursue the Society's objectives within their own sub-organisations that will be subject always to the overriding objectives of the Society and to the powers granted under the main Constitution? The former was the status quo, the latter was what they wanted to achieve.

He extended thanks to 3 Kirstenbosch members that are affiliated with Cliffe Dekker Hofmeyr, and who had offered their services pro bono to advise on the process to change the Constitution. Mr Christie said he wished to focus on the way forward for the Society. He gave a brief overview of the qualifications and credentials of the interim Council members up for election, those interim Council members present introduced themselves. Mr Christie gave the floor a brief background into the events leading to calling of the SGM, namely

- the centralisation of powers under Head Office and Council
- Branches not been allowed to operate autonomously. It was noted that the Kirstenbosch branch had their fundraising sources cut off as a result of the Head Office taking over the Bookshops, the Plant Fair being cancelled and staff dismissed. Access to branch bank accounts was arbitrarily denied.
- Branch to member communication was prevented under the guise of corporate governance.

In closing Mr Christie stated that should an interim Council be voted in they would attend to the Society's management issues, the finalisation and presentation of the 2016, 2017 and 2018 accounts, and engage with branches on the way forward. The Interim Council will also be tasked with calling the 2018 AGM along with a call for nominations to Council.

Prof Annegarn took up the position of Interim Chair to allow Dr Khan to participate. He said only points of order will be taken and asked for indulgence and to give respect to all speakers.

- A question: Were all postal votes included?, it was noted that there was a sealed box of votes that had been delivered at close of vote (20/7/18) by Mr Philip Howes to the BotSoc head office. This box and the contents were still sealed at the SGM. It was agreed that the box would be opened at the SGM and would be counted, then included in the overall Postal Vote tally.

- Another question: Were all members asked for input into the Constitutional changes that are to be proposed by the current BotSoc council?. Dr Khan responded that at the Branch Convention of Sep 2017 all branch chairs were asked to invite input from their members. She added that Council member, Prof Johnson, had made presentations on the Constitution to several branches as part of Council's inclusive process of consultation of members.
- Mr Keith Kirsten stated that nowhere in the current constitution were branches precluded from communicating with their members.
- Advocate Abri Meiring said that any views or opinions of Dr Joe Sebola (current Chair of Council) expressed in his position as Chair of BotSoc Council should not necessarily reflect the official policy of SANBI. Dr Khan responded that when she had read out the communication from Dr Sebola, she had made it clear that he had made it in his capacity as of Chair of Council. Dr Khan added that she had merely noted that, as a senior official of SANBI, he would know what he was talking about when he pointed out the dangers inherent in the proposed changes to the BotSoc Constitution

Dr Khan resumed her position of Chair at this point

- Mr Bruce Eitzen asked if voting for interim councillors was as a group or individually. Dr Khan explained the voting process.
- Mr Helgo Kahle enquired as to how the votes were counted. The process was explained.
- Mr Michael Lawrence proposed a vote of no confidence in Council but had confidence in the existing Constitution. He asked that the process be more inclusive and that the time frame allowed for input was not sufficient.
- Some members present stated that Head Office staff had endeavoured to get members to change their votes.
- In introducing herself to the floor a member (who had made a comment about UWC) found the reaction from a group of members present to be aggressive. In light of this, the Chair asked members to be tolerant and to allow the speaker to make her points without interruption. Dr Khan instructed those shouting negative comments from the floor, to keep their opinions to themselves and allow a democratic process, as she had earlier asked all members to be courteous and to observe meeting procedure. The member who had been speaking asked how the proposed new Interim council would give back to the people and how interim Council members were nominated. She concluded by saying that she hoped that the BotSoc would focus on representivity among the membership.
- Mr Tim Attwell thanked the BotSoc head office staff for their work during the postal voting process.

Dr Khan closed discussion from the floor. She was thanked for her gracious conduct of the meeting by Mr Christie. Mr Christie proposed and read out the 5 nominations, the proposals were seconded by Mrs Marinda Nel. The voting process then got underway.

## 7 Voting Results

The table below reflects the total of all votes cast via postal votes, at the SGM meeting and from the sealed box (refer to in point 5, second bullet above)

	Motion 1	Motion 2	Motion 3	Motion 4	Motion 5
Abstain	7	7	4	7	6
Against	98	98	97	92	84
Support	1140	1139	1135	1132	1141
Blank	0	3	3	4	4
<b>Total</b>	<b>1245</b>	<b>1247</b>	<b>1239</b>	<b>1235</b>	<b>1235</b>

Therefore each of the resolutions proposed was supported and passed by a majority in excess of 91%. Dr Khan then invited the new Council to take the floor.

Mrs Nel addressed those present and thanked all for their support of and hard work in the process. She assured members that Council shall be meeting with branches across the country, and that the interim Council had 6 months in which to call the Annual General meeting of the Society. Mrs Nel invited current Council members to stand for nomination.

There being no further business the meeting adjourned at 20h15