



Clarifying the proposed new Constitution with respect to Branches

A brief summary of the proposed new Constitution with respect to Branches

1. The new National Constitution **does not stipulate** that the Branches must be autonomous. Instead the new constitution clarifies the relationship between BotSoc and the Branches, and puts in place the appropriate legal structure for a democratic membership-driven organisation and creates the correct legal structure within which the Branches have always operated.
2. The mission and objectives of BotSoc remain the same under the new National Constitution.
3. The legal relationship between BotSoc and the Branches is regulated by the following principles in the new National Constitution
 - 3.1. Only individuals who are members of BotSoc, may be members of Branches and not the other way round;
 - 3.2. Individuals will continue to pay their annual subscription fees to BotSoc, and BotSoc will in turn pay a portion of such subscription fee to the Branches (as is the case at present) and no additional fee will be paid by the member to a Branch;
 - 3.3. Should Members wish to form a branch, as provided in the proposed new national Constitution, it and existing Branches shall be obliged to adopt the Branch Model Constitution substantially in the form of the Branch Model Constitution prescribed by BotSoc from time to time and the Branch Constitution must provide that -
 - 3.3.1. the primary object of the Branches must be to fully support BotSoc and the carrying out the functions of BotSoc, and the objects of the Branches are therefore completely aligned with the objectives of BotSoc.
 - 3.3.2. a Branch constitution may not be amended without prior written approval of the BotSoc Council;
 - 3.3.3. a Branch shall have the right to open and operate bank accounts;
 - 3.3.4. a Branch shall have the sole right to appoint employees and pay reasonable salaries to those employees for services rendered to the Branch and shall have the sole right to discipline and/or terminate the employment of such persons;

- 3.3.5. if there is a conflict between the BotSoc Constitution and the Branch's constitution, the provisions of the BotSoc Constitution shall prevail;
 - 3.3.6. the Branch shall draw up financial statements within 90 days after its year end and such statements will be subject to an annual review by an independent firm of accountants or a review by an accounting officer; and
 - 3.3.7. the Branch shall be entitled to raise funds to advance the objects of BotSoc, via the Branch's activities.
4. The main reasons for constituting the Branches as separate legal entities, but with a clear legal relationship with BotSoc, is therefore to
 - 4.1. clarify the role of BotSoc and the roles of the individual Branches;
 - 4.2. promote good corporate governance at branch level and at BotSoc level;
 - 4.3. allow Branches to operate bank accounts, own assets and employ staff should they so wish;
 - 4.4. ringfence BotSoc and Branch financial operations and liabilities, thereby eliminating risk;
 - 4.5. record and put in place historical powers and rights which have always been exercised by the Branches.
5. BotSoc will remain a membership-based voluntary association and it will remain the appropriate entity to enter into a memorandum of understanding with SANBI on behalf of its members.

Kirstenbosch Branch Committee

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