

The Botanical Society of South Africa

Kirstenbosch Branch

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MINUTES OF THE ANNUAL GENERAL MEETING OF THE KIRSTENBOSCH BRANCH OF THE BOTANICAL SOCIETY OF SA HELD ON SATURDAY 7 JULY 2018 AT 10H30 IN THE OLD MUTUAL CONFERENCE HALL, KIRSTENBOSCH

PRESENT:

The Attendance Register was signed by 148 members.

APOLOGIES:

Apologies were received from Branch Committee member Keith Kirsten. In addition apologies were also received from a number Branch members.

1. INTRODUCTION

The Chair, Marinda Nel, opened the meeting and welcomed all. It was established that the required quorum was present.

2. CHAIRMAN'S REPORT – presented by Marinda Nel

I wish to preface my report by repeating what we have enshrined in the new draft constitution as the mission of the Botanical Society, in other words not just this Branch:

Mindful of the role of the people of South Africa as custodians of amongst 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, enjoyment and wise use of the indigenous flora and vegetation of southern Africa.

This mission is to be achieved by pursuing the objects of the Society, which I summarise as follows: –

- To promote a caring attitude towards the indigenous flora and vegetation of southern Africa amongst all people;
- To promote and actively be involved in the conservation, cultivation and wise, sustainable use of the indigenous flora and vegetation of southern Africa;
- To increase knowledge and understanding of the indigenous flora and vegetation of southern Africa;
- To liaise, co-operate and work in partnership when considered appropriate, with organisations such as SANBI and others with similar objects; and
- To interest the people of South Africa and other countries in the progress and development of all the national botanical gardens and to encourage active support of local botanical gardens.

Somehow in the past few years, sight of this vision has been lost. It is our intention in the coming year to bring it to the forefront once again. But now I wish to report on our challenges and activities of the past year. Most of this content has already been shared with members either at Branch meetings or via emails. However, it is important that this report should record the events of the year and I will be as brief as possible.

It has become quite clear over the past year that Council and the Executive Director have decided that the objectives of the Society are best achieved by centralising all powers and control at Head Office. This has

now been done and it is the current status quo. In a newsletter to members in December, the President announced that:

The Council also collectively took an in-principle decision that there is a common understanding that the BotSoc is the Legal Entity. No branch of the BotSoc has any autonomous status and all branches operate under the Council powers and guidelines...

This is a decision taken early in December 2017. However, many branches and members around the country believe that the Society's objectives will be best achieved by empowering members through their branches and harnessing their expertise, energy and enthusiasm under the overarching umbrella of the Society, with Council providing the policy directives and the necessary professional backup through Head Office.

We are well aware that the Society is facing a new set of challenges in our evolving social environment, the need for transformation and of the imperative to spread the message wider and bring those previously excluded into the BotSoc fold. Achieving this will require dedicated work on the ground and we are convinced that enthusiastic members through their Branches are best equipped to tackle this task in their respective areas. The BotSoc Council of a few years ago carried out a detailed study of how best to broaden the membership to include all members of society. Sadly, sight of this has been lost in the past year or so, and we shall do our best to revive and update it.

What has been the practical impact on Kirstenbosch Branch of Council's seemingly deliberate strategy?

- Head Office under direction of Council took over the Bookshop with some R500 000 worth of stock that had been managed by Kirstenbosch Branch. Not only was it a major source of revenue, it was also a place where plant and book enthusiasts would congregate.
- The retrenchment without consultation of the 3 staff members employed by the Branch became effective. The support for the volunteers by the Branch collapsed leading to them to register as SANBI volunteers – a major loss to BotSoc. We wish to thank SANBI for their support in our dilemma and the volunteers for their sterling contribution.
- The lack of skilled and experienced full time staff, resulted in the cancellation of the Plant Fair – not only a major fund raising event for the Branch, but an iconic event for all passionate fynbos gardeners.
- Resulting from HO instructions to Nedbank, it took the branch more than four months of intense effort before we could re-establish access to the Branch's bank accounts.
- Head Office has still not paid the membership levy of R39 per member due to the Branch.
- All the above has impacted adversely on the ability of this Branch to provide the services to members and fulfil the mission and objectives of the Society as spelt out earlier
- And two months ago branch chairpersons were instructed to no longer communicate directly with members. This one we ignored entirely. Quite obviously we can and must communicate with members.

Despite these adversities and all the stumbling blocks that have and continue to be put in our way, your committee have succeeded in the following initiatives:

Firstly, making the Council and members aware of the poor service delivery and maladministration from Head Office. We know that resulting from this, Council have at last appointed a forensic investigator and we will cooperate fully once we know what the mandate is.

Secondly, we highlighted many questions around the 2016 and 2017 Financial Statements. To date these reports have not yet been approved by members, despite a very poorly conceived and executed attempt to get them approved at a Special General Meeting held in Durban.

Thirdly, by far the most significant delivery has been to comply with the present constitution to obtain the necessary supporting signatures to submit a requisition for Council to convene a Special General meeting in

order to propose and vote to replace the current constitution with a much more democratic one that among other things will recognise the autonomy of the branches.

To put the new dispensation in place, we have asked for the replacement of the existing Council with an interim one that will hold office until a Council will be elected by members at the next national Annual General Meeting.

This SGM has been called for 17 August at University of Western Cape, registration at 17h00.

To achieve the above, the following was done:

1. A sub-committee was appointed and we assembled a team of top attorneys who volunteered their services free of charge. We consulted as widely as possible in the timeframe available. The constitution carries many checks and balances against the abuse of power and returns the focus to a member-driven Society.
2. A group of respected individuals with exceptional skills has been proposed to stand as interim council to oversee the implementation of the new constitution, commission a review of the financial statements and report back to members. This includes Messrs Brian Christie, Dave Henry, Bongani Mnisi, Prof Eugene Moll, Drs Bruce Mckenzie and Sershen Naidoo, and myself. This interim Council will only hold office until the next AGM is called and members can nominate persons for election in the normal manner provided for in the new constitution. This also includes the current Council members should they wish to stand for re-election.

The proposed constitution has now been circulated to all Branches and is available to all members. The Interim Council is likely to call widely for submissions for any amendments that members might consider necessary, to be put in front of a future AGM for approval.

The most important contribution that can now be made by members is to decide if they want to **SUPPORT** a member-driven organisation or to continue with the status quo. The feedback we have received to date from members, is that they wish for a return to a member-driven organisation. But to achieve this, members will have to vote at the coming SGM! This SGM and voting process will be covered in detail under point 7 on the Agenda.

To answer some questions:

Why have we taken such a drastic step?

Members have asked why we could not just sit down with Council and reach an amicable outcome. Since their appointment in November/December last year, this Council has stonewalled every attempt we have made at engaging with them. The Rebuttal to Setting the Record Straight has been sent to all our members, Council and branch chairperson. It clarifies this and many other questions that might arise.

What about the burden of increased regulatory and governance requirements frequently referred to in communication from Head Office?

Over the past number of months the rationale for centralisation has been attributed respectively to the PwC Report, the laws of the land that had change, etc. More recently to the King IV Report and the legislation pertaining to the Personal Protection of Information ACT – POPI for short. Society in general has become more regulated indeed. The governance uncertainty created by our current weak constitution is problematic, but all these issue have been addressed in the new proposed constitutions and if they're adopted would at the very least create certainty about some internal governance issues. But, there is no substance to any of this fear mongering. Certainly, the Society and the branches have to exercise good governance, but so they have done to date. Not a single Branch has ever had a law suit instituted against them. And if the need arises, we will take advice and consult experts, which to an extent is what we as a branch have been doing as law abiding citizens, we are aware of the imperative to obey the laws of the

country. We in any event all do this in the manner we conduct ourselves on a daily basis. Adhering to relevant governance principles is something every branch and member should embrace.

Have we consulted with other branches?

Kirstenbosch Branch members have expressed concern about the engagement with other Branches. We have kept the chairpersons informed of progress, but the situation was becoming urgent and seriously impacting the Society's progress. One of the first items for the interim Council will be to liaise with the other Branches and offer assistance and support with their own issues. Many branches suffer from a lack of support.

BUT, there were other ominous developments. At the Branch Convention last year, we were told that SEESA had been appointed to propose changes to the Constitution. Here are two of the proposed amendments, and I quote:

(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.)

In other words, all the funds raised by Branches, bequeathed to Branches and existing assets that may reside at Branches, will be for the control of Council – not the Branch members.

Secondly, (Please bear in mind the Society has in excess of 13000 members)

In respect of Annual General Meetings, the proposed amendment reads:

The quorum at 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 chairperson of the meeting **may determine when those present shall form a quorum.**

That means, if a meeting is called in George and attended by seven members, the President can decide that a quorum is present and business can be concluded. Is this defensible? I must emphasise that these are proposed amendments. However, the fact that Council appointed SEESA and these were the amendments presented to branch chairpersons, left us with great concern for the future of BotSoc.

In conclusion, the single most positive thing that emerged from the past financial year, is that there is now absolute clarity. The current constitution has allowed control and power to be centralised in the hands of the Council and Head Office. If members wish to be part of a member-driven Society members must **support** the adoption of the new constitution in its entirety. And also encourage members not here present to vote: the future of the Botanical Society of South Africa now lies in the hands of our members.

Thank you for your attention.

A member from the floor, while not specifically referring to the present difficulties within the Botanical Society and the Branch as such, highlighted the necessity for change. Discussion around this followed and Committee and members all agreed that meaningful transformation was essential.

A member from the floor raised the issue of transformation in all aspects of the Botanical Society. The Committee and membership endorsed this pressing need. Professor Moll went to some lengths in elaborating the efforts the Branch is making in this regard. The Committee reaffirmed its commitment to inclusivity in every aspect of the South African Society.

3. TREASURER'S REPORT – presented by Margaret Kahle

As Treasurer of the Kirstenbosch Branch of the Botanical Society, it is my responsibility to report on the financial position of the Branch. The Branch's main activities involve:

- co-ordination and communication with our approximately 9 500 members

- the co-ordination of volunteers
- the active support of the Kirstenbosch Botanical Garden, the Karoo Botanical Garden, other SANBI gardens and reserves and deserving projects within the Cape of a botanical nature.

It is towards all of these activities that our funds are allocated. However, other than the first mentioned, all others have been severely hobbled.

Until the 31st March last year, the Branch's activities also involved the running of the two bookshops within the Garden, the annual Plant Fair, the letting of the Middle Stone Cottage for functions and the letting of the surrounding grounds for the monthly summer Craft Market – the latter two were I believe taken from the Branch somewhat earlier than end March 2017.

These latter activities all generated large funds for the Branch which were used in the support of Kirstenbosch, the various other SANBI gardens and other projects just mentioned. As an example, in the financial year 2017, the Branch funded the establishment of the cremnophyte wall in the conservatory to the tune of R500 000 i.e. half a million rand.

Financially, this has been a very difficult year which unfortunately is to be attributed to the on-going tension and dispute between Head Office and the Branch.

From August 2017 until the end of December 2017 (5 months) we had no access to our Branch Bank accounts. Similarly, we were cut off from any access to the bookkeeping computer programme on which our accounts had been managed until end-March 2017. Thus making sense of the financial position of the Branch has been almost an impossibility.

Furthermore, as from the end of March 2017, the Branch no longer had a bookkeeper and from the end of July the two remaining staff members were retrenched (by Head Office). Thus leaving the burden of keeping the Branch afloat entirely to your committee who are all volunteers.

Under these strained circumstances I have put together our financial statements. However, it must be emphasised that over the next few months, adjustments will be made as hopefully Head Office and ourselves can reconcile our two accounts. So, now to a brief summary:

Investments:

The Branch holds two Fixed Deposit Accounts and one Call Deposit Account with Nedbank, the closing balances of which on 31 March 2018 totalled **R1 004 095**

We also have a substantial investment with Investec, the closing balance of which was **R1 065 096**

The closing balance of our Nedbank current account was **R73 468**

These taken together give us a cushion of **R2 142 659**

Income:

The Branch has enjoyed no income for the entire year other than Interest Received on Investments totalling **R153 075**. All interest is capitalised, and donations of some **R17 000**.

Income outstanding:

The portion of Membership levies (a paltry R39 per member) which should have been paid over to the Branch at quarterly intervals by Head Office has been withheld! In fact the Levies for the first quarter of 2017 (i.e. outside this financial year!) are also still outstanding. **By the end of March 2018 we should have received R453 882.**

Other credit which is due to us by Head Office:

As mentioned, the Bookshops were taken from the Branch at the end of March last year. The stock in the two bookshops as at the annual stock take on 31 March had all been purchased by the Branch. The cash floats in the tills and petty cash were also taken over. This totalled **R603 350**. We have requested Head Office to reimburse this amount. Head Office declines. The dispute has not yet been resolved.

In addition, various debit orders relating to the Bookshops and other HO expenses which still came across our bank account totalled **R30 890**. This amount is not in dispute and Head Office agrees to reimburse us, but only when the question of the stock and the retrenchment expenses of our two employees is resolved. The latter I shall get to in a moment. Total expected from HO is **R1 088 122**.

Expenses:

Expenses incurred during this financial year which amount to some R450 000. This seems a very large amount, but one must remember it includes:

- the part-payment of Bookshop revenue incorrectly credited to our bank account
- some R160 000
- as well as VAT repayment of R52 000
- and Plant Sale refunds of another R52 000
- Staff salaries were also paid until end July.

Outstanding expenses:

Even though our previous treasurer, Mike Martin, took all possible steps at the takeover of the bookshops by HO in March, to delink the Bookshop banking from the Branch bank account, this was not effected until June 2017. Thus all customer credit card purchases still went into our account for the months of April, May and 10 days in June.

Although against our will and to our great dismay, the fact is that the bookshops are now run by HO and we are thus in agreement to reimburse Head Office these credits, and indeed a large amount has already been transferred, as just mentioned, some R160 000. The amount still outstanding is **R356 745**.

Furthermore, HO paid various bills (approx R72 000) on our behalf whilst we awaited access to our bank account. These naturally we will reimburse HO. Last year's audit fee (R50 000) is also still outstanding. Taking these all together, it comes close to **R500 000** that we owe HO. We desist paying this amount until the dispute over the inventory is resolved and payment of our levies due is effected. I have therefore budgeted a contingency of **R500 000**.

Thus, to summarise, should we succeed in recovering the cost of stock and having the levies paid, we will have a **Surplus** for the year of **R815 558**. If the inventory is not repaid, then our surplus will be reduced to **R212 208**.

Finally, it was to our surprise that we recently learnt that the Head Office auditor does not audit our books. Thus I wish to propose a resolution that the membership approves that the committee should, in the coming months, research a suitable auditor and proceed to appoint one to oversee and verify our accounts.

Thank you.

A member from the floor expressed dissatisfaction at the presentation of incomplete financial reports and moved that the Treasurer's Report should not be approved until all accounts and financial statements are duly audited. Members approved the motion.

4. ADDRESS BY GUEST SPEAKER – Adv. Abri Meiring, Honorary Life Member

Abri spoke about the history of the Botanical Society as a whole and how it has evolved. He spoke of the Branch's contributions to Kirstenbosch, particularly the work done by Volunteers both within the Branch and on the Kirstenbosch estate.

The Chair thanked the Speaker and numerous members from the floor echoed her remarks.

5. ELECTION OF BRANCH COMMITTEE MEMBERS

The current Committee members were still within their terms of office. The floor was asked if there were any nominations. Cathy Jenkins was nominated by Natie Finkelstein and seconded by Tom Robbins. With no further nominations, the Committee was confirmed as follows:

- Natie Finkelstein
- Catherine Gribble
- Philip Howes
- Cathy Jenkins
- Margaret Kahle
- Keith Kirsten
- Eugene Moll
- Marinda Nel
- Tom Robbins
- Bob von Witt

6. CLOSURE

The meeting was closed and members were invited to enjoy the refreshments provided.