

CONSTITUTION

of the

BOTANICAL SOCIETY OF NAMIBIA

1. NAME

The name of the Society shall be 'The Botanical Society of Namibia', hereafter called the 'Society' or 'Botsoc'.

The Head office of the Society shall be in Windhoek, Namibia.

Jurisdiction will be in the country of Namibia, bounded by the political boundaries and including the territorial waters and off shore islands falling in the area of the Republic of Namibia.

2. MISSION

To promote the understanding and appreciation of Namibian flora.

3. OBJECTIVES

3.1 To advance community awareness and participation in conservation of the flora of Namibia through the promotion, organisation, implementation, guidance and encouragement of:

Study and research of flora related issues

Environmental education

Watchdog services

Environmental policy

Conservation and protection of flora in Namibia

3.2 To hold regular meetings, public talks and/or excursions, which shall be open to both members and non-members of the Society

3.3 To publish information on the flora in Namibia (by means of) regular newsletters. This information may also be published as newspaper articles or in journals.

3.3 To assist and / or co-operate with other individuals or non-profit organisations with similar aims.

3.4 To liaise and co-operate closely with the National Botanical Research Institute and support the ongoing activities of the Institute, particularly as pertains to the National Botanic Garden of Namibia.

4. MEMBERSHIP

4.1 Membership of the Society shall be open to all individuals and organisations who subscribe to the Mission of the Society and pay the prescribed membership fees.

The Executive Committee of the Society shall, at its sole discretion, have the power to grant, refuse, award or cancel membership of the Society

4.2 Membership shall be made up of the following:

Ordinary members who pay an annual subscription

Family members (couples and minor children) who pay an annual subscription

Student members (who are bona fide students) who pay an annual subscription

Honorary membership granted for special services to the Society

The committee may determine special classes on merit

4.3 Applications for membership shall be in writing or on an official application form, accompanied by the appropriate payment.

4.4 All provisions of the Constitution shall apply equally to all members.

4.5 Subscriptions shall become due by the end of January of each year. Membership fees shall be determined at the Annual General Meeting and become effective in the following year. The Society shall send out timeous reminders for subscription renewal each year.

- 4.6 Subscriptions of members joining the Society after the first of July of the year shall be half the annual subscription for that year.
- 4.7 The Committee shall be responsible for compiling and maintaining the membership list. Members' addresses and particulars shall be treated as confidential information.

5. COMMITTEE

- 5.1 The affairs of the Society shall be managed by the Committee, also known as CAPP (Core of Active Plant People)

The Committee shall consist of

- The Chairperson
- The Vice-Chairperson
- The Secretary
- The Treasurer
- The Head of the NBRI

Not more than four (4) ordinary members.

- 5.2 The Committee shall have the power to co-opt members for particular projects, who shall have voting rights and serve only until the following Annual General Meeting.
- 5.3 Committee members shall be elected at the Annual General Meeting and hold office for a period of two (2) years. Outgoing members may make themselves available for re-election at the end of their period of office.
- 5.4 Nominations for the Committee should be in writing, duly seconded and having the written assent of the nominees, shall be given to the secretary of the Society before the Annual General Meeting.

6. RESPONSIBILITIES OF THE COMMITTEE

- 6.1 The Chairperson of the Committee shall preside at Committee meetings. In his or her absence the Vice-chairperson or another designated person shall preside.
- 6.2 The quorum at any meeting of the Committee shall four (4) of the elected Committee members.
- 6.2 The Committee shall:
- i) direct and manage all routine affairs and related matters of the Society which are relevant to the interest, good management and promotion of the objectives of the Society.
 - ii) Convene regular meetings to attend to the affairs of the Society
 - iii) arrange regular meetings to promote the interests of the Society by way of public talks, slide shows or outings
 - iv) appoint sub-committees for specific projects at any time, with prescribed terms of reference. At least one member of the Committee shall be appointed to each sub-committee.
- 6.3 If a member of the Committee is absent from three (3) consecutive meetings without having tendered his/her apology to the Chairperson of the Committee, he/she shall forfeit his/her seat on the Committee. The vacancy shall be filled by a co-opted member.

7. FINANCES

- 7.1 The financial year of the Society shall run from the first of January to the thirty first of December, both dates inclusive.
- 7.2 The Committee shall have the power to:
- i) acquire, dispose of, hold and have custody and control of funds and other moveable property of the Society
 - ii) open banking and savings accounts in the name of the Society
 - iii) to invest the funds of the Society in recognised investments and to change, cancel add to or vary such investments at its discretion

- 7.3 Signatories to the accounts of the Society shall be any two of the following: Chairperson, Vice-Chairperson, Secretary and Treasurer.
- 7.4 The annual subscriptions shall be presented to the Annual General Meeting by the Committee for ratification.
- 7.5 An audited Financial Statement shall be presented to the Annual General Meeting each year.

8. ANNUAL GENERAL MEETINGS

- 8.1 The Annual General Meeting (AGM) of the Society shall be held after the close of the financial year but not later than the thirty first day of May in each year. Notice of the meeting and the Agenda shall be sent to all members of the Society at least three (3) weeks prior to the meeting.
- 8.2 A quorum for the Annual General Meeting shall be 20% of the paid-up and eligible to vote members of the Society.
- 8.3 If a quorum is not present, the AGM shall be adjourned and held not later than seven (7) days from the date of the original meeting.
- 8.4 The business of the meeting shall be:
- i) to consider and adopt the report of the Chairperson
 - ii) to consider and adopt the Report of the Chairperson
 - iii) to consider and adopt the annual Financial Statements of the Society as presented by the Treasurer
 - iv) to consider and vote upon amendments to the Constitution of which due notice has been given in terms of paragraph 10 (11)
 - v) to ratify the annual subscriptions payable by members.
 - vi) to consider and if necessary, vote upon any other business
 - vii) to record Votes of Thanks where applicable.
 - viii) to elect the Committee of the Society for the ensuing year
- 8.5 Nominations for the Committee shall be in writing, duly seconded and having the written assent of the Nominee, and shall be given to the Chairperson or the Secretary before the Annual General Meeting.
- 8.6 Proxy Votes: Members who are unable to attend the Annual General Meeting may vote as follows:
- i) by e-mail
 - ii) by written and signed notification
- These votes are to reach the Secretary or the Chairperson of the Society no later than one (1) day prior to the Annual General Meeting.

9. SPECIAL GENERAL MEETINGS

- 9.1 A Special General Meeting may be called by the Committee whenever it is deemed necessary or on receipt of a written request signed by not less than ten members.
- 9.2 Notice of such a meeting and the Agenda shall be given to members three (3) weeks in advance of the meeting except in matters of extreme urgency when notice of not less than seven (7) days will be sufficient.
- 9.3 A Special General Meeting shall be competent to deal only with the particular business of which due notice has been given.
- 9.4 A quorum for the Special General Meeting shall consist of not less than 20% of the members of the Society who are eligible to vote and are physically present.
- 9.5 Should any Special General Meeting stand adjourned due to the lack of a quorum, the adjourned meeting shall be held not more than twenty eight (28) days after the date of the original Special General Meeting. Notice of the date, time and place of such an adjourned meeting shall be sent to all members not later than seven (7) days after the date of the original meeting.

- 9.6 Except where otherwise specifically laid down by the Constitution, a majority vote of those paid-up members of the Society present, shall be decisive. Voting shall be by a show of hands, unless a ballot is requested by the majority of those present and entitled to vote.

10 AMENDMENTS TO THE CONSTITUTION

- 10.1 No amendment of, or additions to this Constitution shall be made except at either the Annual General Meeting or a Special General Meeting. Notice of such a meeting shall be sent to all members in terms of paragraph 9.2 prior to the date of such a meeting. Such notice shall state the proposed amendment(s) and/or addition(s).
- 10.2 Any proposal to amend this Constitution shall be in writing and shall be signed by both the proposer and the seconder who shall both be members of the Society and entitled to vote.
- 10.3 Any such amendment or addition shall only be passed if agreed to by a majority of two-thirds of those present and entitled to vote.

11. NOTICE TO MEMBERS

- 11.1 Any notice to a member shall be considered duly delivered when posted, sent by electronic mail or delivered by hand to the address of the member as furnished on his/her application for membership or as subsequently advised to the Committee of the Society in writing or on behalf of a member.

12. THE RIGHTS AND LIABILITES OF MEMBERS

- 12.1 Membership of the Society does not and shall not give any member any right, title, interest, claim or demand in or to any of the monies, property or assets of the Society. The income and properties of the Society shall be applied solely towards the promotion of the objectives of the Society as set out above, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by profit to any member of the Society.
- 12.2 In the event of the Society being wound up, there shall be no liability incurred by any member other than in respect of his / her unpaid subscriptions and any monies he / she may be owing to the Society.

13. INDEMNIFICATION

- 13.1 The committee and sub-committees shall be indemnified and secured harmless out of the assets of the Society from all action, costs, losses, damages and expenses which they or any of them may incur or sustain by reason of any act done, concurred or omitted in the execution of his / her respective duty or supposed duty, except such, if any, as they shall incur or sustain by or through their own neglect, default or dishonesty, and none of them shall be answerable for the others of them, nor for any loss, misfortune or damage which may happen in the execution of their respective offices, unless the same shall happen by or through their own neglect, default or dishonesty, respectively

14. STATUS

- 14.1 The Society shall be juristic person¹ with perpetual succession² capable of entering into contractual and other relations and of suing and being sued in its own name and capable of owing and dealing with immoveable property in its own name.

15. PUBLICATIONS AND PRODUCTIONS

- 15.1 The committee shall be empowered to publish any books, papers, pamphlets and newsletters, and produce any films and sound recordings on subjects related to the objectives of the Society as set out in Rule Three (3).
- 15.2 The committee shall have power to accept any donations or contributions from members and / or other persons or bodies or to approach members and / or other persons or bodies for subscriptions towards the cost of such publications and products

¹ recognized by law as an individual and having the rights and capabilities of a natural person

² the Society will continue to exist despite the addition of new members and loss of old members, ie its Existence is not dependent on its members.

- 15.3 Copies of books, pamphlets or papers published by the Society shall be available to all members on such terms as the committee shall decide.
- 15.4 Copies of films, sound recordings and productions of the Society not otherwise provided for shall be available to members at the discretion of the committee on such terms and conditions as it may deem fit.
- 15.5 The provision of Rule Fifteen (15) shall not apply to any member whose annual subscription has not been paid by the thirty-first (31st) day of March in any year. Such members, on payment of the annual subscription, shall be entitled to such publications and productions if they are available and at the discretion of the committee.

16. INTERPRETATION

- 16.1 In the case of doubt as to the meaning or interpretation of this Constitution, the committee shall be the final arbiter and its decision shall be binding upon members.

17. DISSOLUTION

- 17.1 On dissolution, the assets of the Society shall be taken into possession by a liquidator, appointed by a Special 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 objectives similar to those of the Society.
