

CONSTITUTION



**SOUTH AFRICAN ASSOCIATION OF
BOTANISTS
(SAAB)**

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1. THE ASSOCIATION

1.1 Name

- 1.1.1 The name of the Association is 'The South African Association of Botanists' ('Die Suid-Afrikaanse Genootskap van Plantkundiges'), hereinafter referred to as 'the Association' or 'SAAB'.

1.2 Legal status

- 1.2.1 The Association is a body corporate with its own legal identity which is separate from its office bearers and members.
- 1.2.2 The Association will continue to exist even if the members change.
- 1.2.3 The Association shall be able to hold property and assets in its own name and sue and be sued in its own name.

1.3 Objectives

- 1.3.1 The Association is established for **the advancement of fundamental knowledge and innovation in the Botanical/Plant Sciences and related research disciplines for the benefit of people and the environment, and to perform such functions as may be desirable for the attainment of these objectives.**
- 1.3.2 This objective of the Association shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and the activities of the Association shall be for the benefit of the general public at large.

1.4 Powers of the Association

- 1.4.1 The Association shall have the same legal powers and capacity as an individual would, which are necessary to achieve its main and supplementary objects:
- 1.4.1.1 except to the extent necessarily implied by its stated objects;
- 1.4.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
- 1.4.1.3 subject to the restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 1.4.2 The powers of the Association may only be executed in accordance with the main object of the Association.



1.5 Activities of the Association

- 1.5.1 The Association is one of the most prestigious scientific societies in South Africa. We have a number of extremely important activities and initiatives, including:
- 1.5.1.1 An annual congress, which provides an opportunity to meet colleagues and initiate new collaborations, exchange new ideas, learn new approaches, and especially for postgraduate students to present papers and/or posters and be inducted into the academic community and mentored at conferences;
- 1.5.1.2 A highly regarded international botanical journal (the South African Journal of Botany) which is published at regular intervals each year by a reputable publishing company with no page charges or handling fees;
- 1.5.1.3 A communication list server (SAABNet) through which members are advised of bursaries, funding and other opportunities, as well as other relevant news, or can advertise vacancies for new researchers, staff or postgraduate students;
- 1.5.1.4 Recognition of excellent undergraduate performance through the awarding of three Honours bursaries and one Masters bursary per year;
- 1.5.1.5 Recognition of outstanding postgraduate performance through the awarding of prizes for excellence;
- 1.5.1.6 Recognition of scientific peers through the awarding of two senior and one junior medal, as well as certificates, annually;
- 1.5.1.7 Being an accredited voluntary associate of SACNASP, thus representing members who are registered with that body; and
- 1.5.1.8 Maintenance of a website with useful documents, announcements and an archive of the Association's history.
- 1.5.2 SAAB invests finances in promoting and supporting research in the botanical and allied sciences and in supporting students in the field by, *inter alia*:
- 1.5.2.1 Providing seed money for the annual congress organisation;
- 1.5.2.2 Supporting at least one international keynote speaker at each congress;
- 1.5.2.3 Providing cash prizes for student awards at conferences;
- 1.5.2.4 Supporting the Best Young Scientist from the annual congress to attend the following year's annual congress to present a 'plenary' lecture on their research;
- 1.5.2.5 Providing medals that are awarded annually;
- 1.5.2.6 Providing finances for three Honours bursaries and one Masters Bursary annually; and



1.5.2.7 Paying for necessary administrative and operational expenses.

1.6 Constitution

1.6.1 The Constitution of the Association comprises Rules (headings in bold) and By-laws (headings in italics). This Constitution was initially drafted close to the inception of the Association in 1974. There have been some changes since then and a major reorganisation was effected in 2017. This 2021 update is in order to ensure legal compliance.

1.6.2 For the adoption of any amendment to the Constitution, it shall be necessary that a minimum of two-thirds of the votes cast shall be in the affirmative, or, if deemed desirable by Council, be submitted to all Corporate Members in good standing for decision by an e-mail ballot. For the adoption of the proposed amendment, it shall be necessary that not less than twenty-five percent of the members entitled to vote cast their vote and that not less than two-thirds of the votes cast be in favour of the amendment.

1.6.3 Copies of the amendments to the Constitution shall, if the Association is exempted from payment of normal tax or authorised to issue receipts under s18A of the Income Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative.

1.6.4 Rules

1.6.4.1 Should Council consider it necessary to propose any change(s) to the Rules of the Constitution by way of addition, alteration or repeal, or should a minimum of twenty Corporate Members express in writing a desire for such change, these change(s) shall either be considered at the Annual General Meeting or a Special General Meeting convened for that purpose.

1.6.5 By-laws

1.6.5.1 The Council shall formulate By-laws, which must be consistent with the Rules of the Constitution, for the conduct of the business and the management of the affairs of the Association; such By-laws may at any time be added to, repealed or amended by Council. Any addition to, repeal or amendment of By-laws shall be subject to ratification by Corporate and Affiliate Members voting at an Annual General Meeting.

1.6.6 Interpretation

In the case of doubt as to the meaning and import of any Rules of the Constitution and By-laws, the interpretation of the Council shall be binding upon the members.



2. MEMBERSHIP

2.1 Grades of Membership

- 2.1.1 The Association shall consist of Honorary Members, Ordinary Members, [Life Members to be phased out], Emeritus Members, Affiliate Members and Student Members, duly approved by Council.
- 2.1.2 The election or transfer of candidates to any grade of membership of the Association shall be regulated and controlled by Council and under normal circumstances is effected by the Executive Secretary.
- 2.1.3 Membership shall not be transferable.

2.2 Corporate Membership

- 2.2.1 Honorary Members, Ordinary Members, [Life Members – to be phased out] and Emeritus Members shall be entitled to the rights and privileges of Corporate Membership. Affiliate and Student Members are not Corporate Members.

2.3 Ordinary Membership

- 2.3.1 An Ordinary Member at the time of his/her application shall fulfil the following conditions:
- 2.3.1.1 He/she will hold a minimum of an Honours degree in Botany, Plant Sciences or related disciplines or an equivalent qualification (including honorary degrees) from a recognised tertiary institution;
- 2.3.1.2 He/she shall normally be engaged in the practice of Botany; Plant Sciences or related disciplines;
- 2.3.1.3 He/she shall be such a person that his/her election as a member would, in the opinion of Council, be in the interests of the Association; and
- 2.3.1.4 The Council shall have the authority, in exceptional circumstances, to elect as member any person who, by virtue of his/her position and his/her experience in Botany, Plant Sciences or related disciplines, is worthy of election.
- 2.3.2 Candidates for election to Ordinary Membership or transfer from Affiliate to Ordinary Membership shall complete the prescribed application form and shall provide the names of a proposer and two seconders, all of whom shall be Corporate Members.



2.4 Honorary Membership

- 2.4.1 Honorary Members shall be persons whom the Association specially desires to honour in consideration of exceptional service rendered by them to the Association or to Botany, Plant Sciences or related disciplines.
- 2.4.2 Election of Honorary Members
- 2.4.2.1 The Association may honour botanists in recognition of exceptional service rendered by them to the Association or to Botany, Plant Sciences or related disciplines by awarding them Honorary Membership. In addition, recipients of the SAAB Gold Medal will automatically receive Honorary Membership. Recipients of the SAAB Silver Medal for Botany and the SAAB Certificate of Merit, as well as others proposed by Corporate Members, will be considered for Honorary Membership.
- 2.4.2.2 All matters concerning the proposal of Honorary Membership will be confidential at all times (in other words, the candidate should not be aware of their nomination) in order to avoid raising expectations that may not be realised.
- 2.4.2.3 Honorary Membership shall be proposed by a member and seconded by ten or more members. All proposers and seconders shall be Corporate Members in good standing. The proposal shall be accompanied by a full Curriculum Vitae as well as a motivation and documentation that address the guidelines in 2.4.2.4.
- 2.4.2.4 The proposal shall be considered by Council, who shall use the following guidelines during their consideration: recipients of the SAAB Silver Medal for Botany; recipients of the SAAB Certificate of Merit; eminence in the particular field of Botany, Plant Sciences or related disciplines; service to Botany, Plant Sciences or related disciplines in southern Africa; and honour to the candidate. Recipients may not necessarily still be active in research or teaching, but Honorary Membership is not awarded posthumously. Professional qualifications need not be an overriding factor.
- 2.4.2.5 Should Council prefer, they may seek guidance from a committee comprising three experts in the same field as the candidate. The Committee will be nominated by Council. The Committee shall, in confidence, submit to Council a report including their recommendation.
- 2.4.2.6 The Council shall make a final decision and then instruct the Executive Secretary either to write to the candidate asking whether the proffered Honorary Membership is acceptable and to inform the proposer of the outcome, or to inform the proposer in writing that the



matter is closed with no action being taken, but that the matter is still confidential.

2.5 [Life Membership - to be phased out]

2.5.1 Ordinary Members who are currently Life Members may remain so. No new Life Membership is available.

2.6 Emeritus Membership

2.6.1 Ordinary and previous Family members who have been corporate members in good standing for the last five years, may upon retirement from salaried employment apply to become Emeritus Members and will be exempt from payment of any further subscriptions. Benefits will be the equivalent of current Ordinary membership, not necessarily those that pertained at the time that Emeritus Membership was attained.

2.7 Affiliate Membership

2.7.1 Qualifications for Affiliate Membership

2.7.1.1 An Affiliate Member shall be any person whose work is connected with Botany, Plant Sciences or related disciplines or who has an interest in Botany, Plant Sciences or related disciplines, but who does not have the necessary qualifications and/or experience to qualify for Corporate Membership, and shall be such a person that his/her election as an Affiliate Member would, in the opinion of Council, be in the interests of Botany, Plant Sciences or related disciplines.

2.7.1.2 Affiliate members may only comprise a maximum of 10% of the membership of the Association.

2.7.2 Election to Affiliate Membership

2.7.2.1 Candidates for election to Affiliate Membership shall complete the prescribed application form and shall provide the names of a proposer and two seconders, all of whom shall be Corporate or Affiliate Members.

2.8 Student Membership

2.8.1 Qualifications for Student Membership

2.8.1.1 A Student Member shall hold an Honours degree and be a full time bona fide postgraduate student, training with the object of qualifying for the practice of Botany, Plant Sciences or related disciplines. Masters and Honours SAAB bursary recipients automatically become student members while registered for their respective degrees.

2.8.1.2 Student Membership is valid only for the year in which the membership application is made and must be renewed annually. Membership fees should accompany every application. It is necessary to complete an updated membership form in the case of reapplication. Membership fees are not required from current bursary recipients.

2.8.1.3 Full-time bona fide Post-doctoral Researchers may apply for student membership for up to two years, after which time they may apply for ordinary membership.

2.8.2 Election of Student Members

2.8.2.1 A candidate for election to the grade of Student Member shall complete the prescribed application form and shall be proposed by a Corporate Member who shall testify from personal knowledge as to the candidate's suitability.

2.9 Liability

2.9.1 The liability of members for the debts and engagements of the Association is limited to the amount of any unpaid subscriptions.

2.10 Fees and Subscriptions

2.10.1 Subscriptions

2.10.1.1 Annual subscription fees for Ordinary and Affiliate Members are the same and are to be set by Council. When variations of less than inflation or one and a half times more than inflation are proposed, these must be approved by simple majority at the AGM. The subscription fees will be circulated by the Executive Secretary with renewal notices.

2.10.1.2 Honorary and Emeritus Members do not pay subscription fees.

2.10.1.3 Subscription fees for students are 50% of the current annual subscription for Ordinary Members.

2.10.2 Annual subscriptions due

2.10.2.1 Annual subscriptions shall become due on 1 December each year and are payable in advance.

2.10.3 Defaulters

2.10.3.1 A member whose annual subscription is unpaid after 28 February in any year shall cease to be in good standing and shall not be entitled to receive the notices or publications of the Association, or to exercise any of the rights and privileges of membership.



- 2.10.4 Remission of subscriptions
- 2.10.4.1 Council may, under exceptional circumstances, reduce or remit the subscriptions due by any member.
- 2.10.5 Termination of Membership
- 2.10.5.1 Any member who has not paid subscriptions for two years and does not respond to two reminders will automatically cease to be a member of the Association. Should they seek to become a member of the Association again in the future, they will be required to pay a double membership fee for the first year of renewed membership.
- 2.10.5.2 Membership of any member may be terminated by Council if it is convinced that such membership is not to the advancement of Botany, Plant Sciences or related disciplines or the Association. A two-thirds majority is necessary for membership termination and at least eight Council Members should take part in the voting.

3. COUNCIL

3.1 Management

- 3.1.1 Subject to the Rules of the Constitution and in conformity with the By-laws, the management of the affairs of the Association shall be vested in the Council.
- 3.1.2 The Council shall meet from time to time to conduct the affairs of the Association, but at least once a year and preferably twice. Such meetings may be held virtually, by means of Skype or Conference calls or similar. Council members may also attend physical meetings by means of virtual technology, if they cannot be physically present.
- 3.1.3 At meetings of Council, the quorum shall be six members.
- 3.1.4 Travelling Expenses
- 3.1.4.1 The travelling expenses of Council Members and the Executive Secretary attending Council and/or Executive Committee meetings that do not coincide with the Annual General Meeting may be paid (if required) at the most economical air fare, provided that the Association has funds to do so.

3.2 Composition of the Council

- 3.2.1 The Council
- 3.2.1.1 The Council consists of 10 members, of whom eight are elected from amongst the SAAB members, one member is nominated as representative of the South African National Biodiversity Institute



(SANBI) and the Honorary Treasurer is appointed by Council. The Executive Secretary shall be in attendance. The Editor in Chief of the South African Journal of Botany shall report annually to Council. Persons nominated for election onto Council should have been members of SAAB for at least one full year and have attended at least one SAAB conference.

3.2.1.2 At least three of the Council shall not be 'connected persons' in relation to each other (as defined in the Income Tax Act, 58 of 1962, as amended ('the Income Tax Act')), and no single person shall directly or indirectly control the decision-making powers of the Association.

3.2.2 The President and Vice-President

3.2.2.1 The Vice-president is appointed from any council member (excluding the Honorary Treasurer and President) and serves as Vice-president for one year, after which he/she automatically becomes President for two years. The President then serves on Council as immediate Past-president (Vice-President) for the next consecutive year. Under exceptional circumstances, the AGM can extend the term of the President for a maximum of one year.

3.2.3 Office Bearers

3.2.3.1 The Executive Committee

3.2.3.1.1 The Office Bearers of the Council, who comprise the Executive Committee, shall be the President, Vice-President, Honorary Treasurer and one other member of Council. The Executive Secretary shall be in attendance.

3.2.3.2 Secretariat

3.2.3.2.1 The Council shall have the authority to appoint a secretary and other officers and employees, and to remunerate them. Such secretary, officers and employees shall hold office during the pleasure of Council and they shall perform such duties as Council shall require.

3.2.3.2.2 The Executive Secretary - When finances allow, the Association may appoint an Executive Secretary, whose function it will be to assist Council in the administration of the Association. A job description will be provided by Council and will be regularly evaluated and may be amended where necessary.

3.3 Eligibility of Council Members

3.3.1 Members of Council shall be Corporate Members of the Association in good standing.



3.4 Election of Council Members

- 3.4.1 Council Members are elected on merit. Elected members of Council shall be nominated by Corporate and Affiliate Members of the Association who are in good standing and who shall each be entitled to nominate not more than two candidates.
- 3.4.2 The Council shall cause nomination forms to be issued to all Corporate and Affiliate Members not later than 31 July.
- 3.4.3 All nominations duly signed by a proposer, together with certification that the nominees accept nomination, shall be lodged with the Executive Secretary of the Association not later than 15 August.
- 3.4.4 Should the number of nominations exceed the number of vacancies, a ballot list, giving the full names of candidates and a brief Curriculum Vitae, shall be posted to all Corporate and Affiliate Members by not later than 30 August.
- 3.4.5 Voting shall take place electronically. Votes must be cast by not later than noon on 15 September.
- 3.4.6 The votes will be counted by the Executive Secretary and verified by members of the Executive.
- 3.4.7 In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, the Executive Committee shall ballot to decide which candidate(s) shall be elected. The President shall have a casting vote in the event of an equal number of votes being recorded for two or more candidates.
- 3.4.8 Should the nomination list not include the names of as many members as required to fill the vacancies, the Executive Committee shall nominate eligible members to complete the list.
- 3.4.9 The outcome will be announced by 30 September.

3.5 Council Meetings and Duties of Council Members

- 3.5.1 Chairman
- 3.5.1.1 The President, or in his/her absence the Vice-President, or in the absence of both, a member of Council elected by the Meeting, shall take the Chair at meetings of Council.



3.5.2 Voting procedure and declarations of interest

3.5.2.1 At meetings of Council, all matters shall be decided by vote of the majority, provided that where matters are discussed of which due notice was not given at a previous meeting or on the agenda, then at the request of a member present supported by a seconder, voting shall be postponed until the next succeeding meeting when a notice of the matter thus postponed shall appear on the agenda or voting shall take place electronically, by a full Council.

3.5.2.2 The Chairman shall have an ordinary vote, and in the event of an equality of votes, a casting vote.

3.5.2.3 Any actual, potential or perceived conflict of interest on the part of any member of the Council, on a matter pertaining to the Association, shall be disclosed in writing to the Council, which shall record the conflict of interest in the minutes of the Council meeting. The Council member may be requested by the Council to state their position in the matter or to respond to pertinent questions, but shall not vote or use their influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

3.5.3 Appointment of Committees and representatives

3.5.3.1 The Council shall appoint Committees and representatives with their alternates as required.

3.5.3.2 The President shall be an ex officio member of all Committees.

3.6 Vacancies among Council Members

3.6.1 Any vacancy among elected members of Council shall at the discretion of Council be filled by the candidate who obtained the greatest number of votes among the unsuccessful candidates at the previous election or through a by-election. Should there be no such unsuccessful candidate, the vacancy shall be filled by means of a by-election, unless the vacancy arose after 31 July of the second year of the Council Member's term of office, in which case Council shall have the authority to fill the vacancy.

3.6.2 If an appointed Office Bearer of Council resigns his/her office, he/she shall automatically cease to be a Council Member. The Council shall have the authority to fill the vacancy. The person appointed by Council shall be so domiciled as to permit the rest of the Executive Committee to function effectively.



- 3.6.3 Any vacancy filled by Council, or by means of a by-election, shall be occupied by the new member only until the completion of the term of office of the retired member.

3.7 Non-quorate Council Meetings

- 3.7.1 Should Council meet when it is non-quorate, its decisions become recommendations that are put to the full Council by electronic circulation within one week. A majority electronic vote within 21 days of the non-quorate meeting will then elevate the recommendations to decisions of the Council.

3.8 Terms of office of Council Members

- 3.8.1 With the exception of the President, members of Council shall hold office for 25 months, from 1 January immediately after their election to 31 January 25 months later. Ideally, three or four members shall retire in rotation, but shall be eligible for re-election. The maximum period any member may serve on Council shall be two consecutive periods of terms, giving a total of four years and one month, after which time a member may not stand for re-election until two years have elapsed.

3.9 Executive Committee

- 3.9.1 The Executive Committee of Council shall consist of the Office Bearers.
- 3.9.2 The quorum at meetings of the Executive Committee shall be three members.
- 3.9.3 The Executive Committee shall act on behalf of Council in cases of emergency.
- 3.9.4 Any action taken by the Executive Committee shall be reported to the next Council meeting for approval.

3.10 Minutes

- 3.10.1 The Council shall cause minutes to be kept of the proceedings of all meetings of Council, the Association and the various Committees.

3.11 Financial Year

- 3.11.1 The Financial Year of the Association runs from 1 December to 30 November of the following year.

3.12 Assets and Accounts

- 3.12.1 All assets, property and funds of the Association shall be held and registered in the name of the Association. The Council shall have the authority to buy, sell, improve, manage, lease, mortgage or dispose of all payment of money, and to accept donations in furtherance of the Association's objectives provided that:
- 3.12.1.1 the Association may only accept revocable donations where the reason for the revocation is:
- 3.12.1.1.1 a material failure to conform to the designated purposes and conditions of the donation; or
- 3.12.1.1.2 any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act;
- 3.12.1.2 a donor (other than a donor which is an approved public benefit organisation or an institution or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable the donor or any connected person in relation to the donor to derive some direct or indirect benefit from the application of the donation.
- 3.12.2 True accounts shall be kept of all funds received and expended by the Association and of the assets and liabilities of the Association. The Council shall have the authority to open such banking accounts, as it deems necessary for the purposes of the Association. The Executive Secretary or Honorary Treasurer shall administer the funds of the Association in accordance with the directions of Council, to whom he/she shall be responsible.
- 3.12.3 The funds of the Association shall be applied solely for the promotion of the objectives of the Association, or for investment for furtherance of these objectives, no funds will be distributed to any person other than in the course of undertaking any 'public benefit activity' (as defined in the Act) and no portion of the income or property of the Association shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Association in return for services actually rendered to the Association.
- 3.12.4 The Association will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not



economically benefit any person in a manner which is not consistent with its objectives.

3.12.5 No activity of the Association will directly or indirectly promote the economic self-interest of any office-bearer or member of the Association, otherwise than by reasonable remuneration.

3.12.6 The Association will not knowingly be a party to, or will not knowingly permit itself to be used as part of, any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for the transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for SARS.

3.12.7 The Association shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.

3.13 Auditing of Accounts

3.13.1 The accounts of the Association shall be audited at least once a year by an auditor who shall be appointed at each Annual General Meeting for the ensuing year. No member or officer of the Association shall be eligible for the position of auditor. If any casual vacancy occurs in the office of auditor, it shall be filled by Council and ratified at the subsequent Annual General Meeting.

3.13.2 The Association shall comply with the reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Income Tax Act, as amended.

3.14 Signatories

3.14.1 All documents and instruments required to be signed on behalf of the Association shall be signed by persons duly authorised by a resolution of Council.

3.15 Annual Report and Accounts

3.15.1 At each Annual General Meeting, Council shall submit an Annual Report on the affairs of the Association, together with an audited Statement of Revenue and Expenditure and a Balance Sheet including all transactions made up to the end of November immediately prior to the AGM.

3.16 Indemnity

- 3.16.1 Each member of Council shall be accountable only in respect of his/her own actions and not for the actions to which he/she has not expressly assented, and no member of Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorised or suffered by him, being done in good faith for the benefit of the Association, although in excess of his/her legal power.

3.17 Incorporation of Kindred Institutions

- 3.17.1 The Council may, upon receipt of a request to that effect from any organisation with objectives kindred to those of the Association, arrange for its affiliation to or incorporation into the Association on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of the Association convened for the purpose or at the Annual General Meeting.

4. MEETINGS OF THE ASSOCIATION

4.1 Annual Congress

- 4.1.1 The Association shall endeavour to hold annual scientific congresses to be hosted by a pre-determined South African tertiary institution or research organisation.
- 4.1.2 The Council should keep a record of where conferences have been held and by whom they have been organised. Besides receiving offers to host congresses by Institutions, Council should proactively approach Institutions to host congresses and if possible, give hosts at least two years lead time. It is desirable to rotate between as many potential hosting institutions as possible and to alternate between coastal and inland venues. Choice of host should also be influenced by special occasions hosts may wish to celebrate and by the organisational capacity of the Association members at the Institutions.

4.2 Annual General Meeting

- 4.2.1 The Annual General Meeting of the Association shall be held during the Annual Congress of the Association, to receive and consider the Annual Report of Council, the audited Revenue and Expenditure Account and Balance Sheet, an announcement of the Council Members for the ensuing year, and to conduct such other business as Council may decide. Items for the Annual General Meeting may be submitted, in accordance with the By-laws, by any Corporate Member. All motions, signed by the proposer and seconded, should be handed to the Executive Secretary at least 24 hours before the Annual General Meeting in order to be displayed on a notice



board at the Annual Congress prior to the meeting. Copies of such motions will be circulated to members of the Association via SAABNet (or equivalent list server).

4.3 Special General Meetings

4.3.1 All meetings of the Association other than those detailed in Section 4.1 shall be designated Special General Meetings.

4.3.2 The Council may convene a Special General Meeting (See Section 4.3).

4.3.3 The Council shall convene a Special Meeting within 30 days of the receipt of a written application from not less than 20 Corporate Members in good standing, provided such application specifies the objectives for which the meeting is required.

4.4 Notice of Annual General and Special General Meeting

4.4.1 Notice convening the Annual General Meeting and Special General Meetings shall be posted on the official SAAB website and via SAABNet. Notice of Special Meetings will be dispatched to members via the most recently recorded email address and via SAABNet (or equivalent list server) not less than 14 days prior to the date of such meetings.

4.5 Omission of Notice of Meeting

4.5.1 The accidental omission to give notice of any meeting of the Association to any Corporate Member shall not invalidate any resolution passed at such a meeting.

4.6 Voting

4.6.1 Only Corporate and Affiliate Members in good standing shall be entitled to vote.

4.7 Voting by Proxy

4.7.1 A Corporate or Affiliate Member unable to be present at a Special General Meeting may vote by proxy; the person appointed as proxy shall be a Corporate or Affiliate Member of the Association in good standing and such appointment shall be made in writing to either the Executive Secretary 48 hours prior to the meeting.



4.8 General Meetings

4.8.1 Chairman

4.8.1.1 The President, or, in his/her absence, the Vice-President or, in the absence of both, a member of Council or a member of SAAB elected by the meeting, shall take the chair at meetings of the Association.

4.8.2 Quorums

4.8.2.1 The quorum for Annual General Meetings shall be 25 members.

4.8.2.2 The quorum for Special General Meetings shall be 25 members.

4.8.2.3 If there is no quorum at a Special General Meeting, the meeting shall be postponed for a period of not less than 14 days or more than 30 days from the date of such Special General Meeting, and any number of Corporate members in good standing present at such postponed Special General Meeting shall constitute a quorum.

4.8.3 Voting

4.8.3.1 Every proposal submitted to an Annual or Special General Meeting shall be decided by vote of the majority, provided that a secret ballot may be demanded by any two Corporate and/or Affiliate Members.

4.8.3.2 The Chairman at an Annual or Special General Meeting shall have an ordinary vote and a casting vote.

5. MEDALS AND AWARDS

5.1 Three Medals for Botany and one Certificate of Merit are awarded by the Association. Call for these will be announced on the SAAB website and via SAABNet by 31 May of each year. Nominations must be sent to the Executive Secretary by e-mail by 31 August of each year. Under exceptional circumstances, and with appropriate motivation, the medals and certificate of merit may be awarded posthumously. These awards will be presented at the annual conference AGM dinner or at a time decided on by Council.

5.2 The South African Gold Medal for Botany (gold plated)

5.2.1 Qualifications for the award of the medal

5.2.1.1 The medal is the premier award for Botany in South Africa and will be awarded on the grounds of outstanding research in Botany, Plant Sciences or related disciplines and contributions to the advancement of Botany, Plant Sciences or related disciplines.



- 5.2.1.2 The medal will only be awarded to outstanding candidates.
- 5.2.1.3 The medal may be awarded to only one person in any given calendar year. In the event of two or more nominees qualifying for the award of the medal, the qualifying nominee will be decided by a simple majority. The other candidate(s) may be nominated in subsequent years.
- 5.2.2 Nominations for the medal
- 5.2.2.1 Nominations for the medal may be submitted by a Corporate Member of the Association to Council.
- 5.2.2.2 The Curriculum Vitae of the proposed candidate must be submitted, together with a complete list of publications and an evaluation of the candidate's scientific contribution to Botany, Plant Sciences or related disciplines.
- 5.2.2.3 In the event of a candidate being re-nominated, an updated Curriculum Vitae, list of publications, and evaluation of the candidate's scientific contributions to Botany, Plant Sciences or related disciplines must be resubmitted in full.
- 5.2.3 Adjudication
- 5.2.3.1 There will be no discussion concerning the nominated candidate at the Council Meeting. All documents and correspondence of candidates will be confidential. Candidates must not be advised that they have been nominated.
- 5.2.3.2 The election will be conducted at a meeting or by e-mail. The ballot will be counted by at least three members of the Executive Committee of Council. Members of Council will be informed of the result in writing. The Executive Secretary will inform the successful candidate that he/she has been awarded the medal, and also on what occasion the presentation will take place.
- 5.2.3.3 The Council will vote, but for the medal to be awarded, at least eight Council Members must record a favourable vote for the candidate.
- 5.2.3.4 Once the vote is recorded, there will be no further discussion.

5.3 The SAAB Silver Medal for Botany (silver plated)

5.3.1 Qualifications for the award of the medal

5.3.1.1 The medal will be awarded on the grounds of outstanding research and/or other contributions to the advancement of Botany, Plant Sciences or related disciplines in South Africa.

5.3.1.2 The medal may be awarded to any botanist.

5.3.1.3 In exceptional circumstance, the medal may be awarded to more than one person in a given calendar year, or may not be awarded at all despite there being nominations.

5.3.1.4 No award of the medal shall be made unless the candidate's work is judged by Council to be of the required standard of excellence.

5.3.1.5 Where the candidate's contributions are not only towards scientific research, such aspects should be elaborated.

5.3.2 Nominations for the medal

5.3.2.1 Nominations for the medal may be submitted by a Corporate Member of the Association to Council.

5.3.2.2 The Curriculum Vitae of the proposed candidate must be submitted, together with a complete list of publications and an evaluation of the candidate's scientific contribution to Botany, Plant Sciences or related disciplines.

5.3.2.3 In the event of a candidate being re-nominated, an updated Curriculum Vitae, list of publications, and evaluation of the candidate's scientific contributions to Botany, Plant Sciences or related disciplines must be resubmitted in full.

5.3.3 Adjudication

5.3.3.1 For the medal to be awarded, at least seven Council Members must record a favourable vote for the candidate.

5.4 The SAAB Bronze Medal for Botany (solid bronze)

5.4.1 Qualifications for the award of the medal

5.4.1.1 The medal will be awarded for an outstanding thesis in Botany, Plant Sciences or a related discipline which resulted in the conferring of a



doctorate at a South African university. Only theses written in English will be considered.

5.4.1.2 In exceptional circumstances, the medal may be awarded to more than one person in any given calendar year.

5.4.1.3 No award of the medal will be made unless the candidate's work is judged by Council to be of the required standard of excellence.

5.4.2 Nominations for the SAAB Bronze Medal for Botany

5.4.2.1 Candidates who have graduated with a doctoral degree between 1 July of the preceding year and 30 June of the current year, or candidates for whom written proof from their University can be provided that they have fulfilled all requirements for graduation for a doctoral degree by the end of June of the current year, are eligible for the SAAB Bronze Medal for Botany. Nominators must send electronic copies of appropriate documentation (Proposal by Supervisor(s), Letter of Support by Head of Department/School, Examiners' Reports, List of publications emanating from the degree and letter stating that all requirements for graduation have been fulfilled) and the best thesis at their institution to the Executive Secretary of the Association by 31 August. Only in exceptional cases may more than one thesis be submitted by any one School/Department/Centre/Institute/Unit within a university.

5.4.3 Adjudication of the theses submitted:

5.4.3.1 The President, on behalf of Council, shall approach an institution to undertake the adjudication. The selected institution will preferably be one that has not submitted a nomination in that year, is not organising the upcoming annual congress, has the appropriate experts who are willing to undertake the adjudication and will not have recently shouldered the responsibility of adjudication. This process should be complete by 30 September.

5.4.3.2 The adjudicating institution should appoint a panel of at least three adjudicators as soon as the theses which have been submitted have been made available to the institution.

5.4.3.3 The majority decision of the adjudicators will be final and there will be no subsequent discussion of or correspondence about the result.

5.4.3.4 The President and Executive Secretary shall be advised of the decision of the adjudication panel by not later than 15 November.

5.5 SAAB Certificate of Merit

5.5.1 Qualifications for the award of the certificate

5.5.1.1 The certificate will be awarded for outstanding contributions in the scientific, technical, artistic, educational or any other botanically allied field, made by persons not in possession of a university degree in Botany, Plant Sciences or related disciplines.

5.5.1.2 The certificate may be awarded to any person qualifying under 5.5.1.1 irrespective of his/her occupation.

5.5.1.3 A formal technical or other botanically allied training which has not resulted in a university degree in Botany, Plant Sciences or related disciplines will not disqualify a candidate.

5.5.1.4 The certificate may be awarded to only one person in any given calendar year.

5.5.1.5 No award of the certificate shall be made unless the candidate's work is judged by Council to be of the required standard of excellence.

5.5.2 Nominations for the Certificate

5.5.2.1 Nominations for the Certificate shall be made as laid down for the South African Gold Medal for Botany (5.3.2).

5.5.3 Adjudication

5.5.3.1 For the Certificate to be awarded, at least seven Council Members must record a favourable vote for the candidate.

5.6 The SAAB Certificate for Young Botanists (30 years of age and under)

5.6.1 Qualifications for the award of the certificate

5.6.1.1 The Certificate will be awarded to a member or Student Member on the basis of the best presentation of an oral paper at the annual congress.

5.6.1.2 Conditions for the award will be laid down by the Congress Organising Committee in association with Council.

5.6.1.3 The certificate may be awarded to more than one young botanist should the Organising Committee and judges feel that more than one award is justified.



6. SOUTH AFRICAN JOURNAL OF BOTANY

6.1 The South African Journal of Botany (SAJB; ISSN 0254-6299) is the Official Journal of the South African Association of Botanists (SAAB), and as such is 'owned' by the Association.

6.2 Election of the Editor-in-Chief (EiC)

6.2.1 The EiC is elected and appointed by the SAAB Council for a period of three years with possible extension of a further two years to a total of five years, whereafter renewal may be considered for another five years maximum with either party giving six months' notice of their intention to end the arrangement. In the event of either the SAAB Council or the EiC not fulfilling their obligations as set out in the appointment letter, a shorter notice period may be given. A new EiC should preferably be selected from the members of the Editorial Board and this should be taken into account when constituting the Editorial Board.

6.3 Functions of the Editor-in-Chief

6.3.1 The EiC must appoint appropriate and suitably qualified scientists onto the Editorial Board of the SAJB. The EiC must liaise with the publisher and provide appropriate feedback to the SAAB Council. The EiC must manage and co-ordinate the submission and reviewing processes of the journal, ensuring that they are as streamlined as possible. The EiC must oversee the general 'well-being' of the SAJB, inter alia ensuring that it maintains an impact factor appropriate for the nature of the journal. The EiC must provide an annual report on the state of the journal to the SAAB Council each year, in time for the report to be presented at the SAAB AGM.

6.4 Selection of the Publisher

6.4.1 The EiC is to advise on selection of a suitable publisher. SAAB Council is to confirm selection of the publisher and to enter into a contractual agreement with the selected publisher (i.e. the contract is between SAAB and the publisher).

6.5 Payments and Allowances to the Editor-in-Chief (EiC)

6.5.1 An annual payment shall be made to the EiC as a personal honorarium. A separate allowance will be provided for the EiC to secure or personally provide appropriate secretarial services for the efficient functioning of the SAJB EiC. The amounts payable are to be negotiated by the SAAB Council and stated in the letter of appointment. The amount should be ratified at the SAAB AGM and reviewed every second year. Payments and allowances are to be paid by the Executive Secretary under instruction from the Honorary Treasurer.



6.6 Editorial Fee from the Publisher

- 6.6.1 The editorial fee that is paid by the publisher of the South African Journal of Botany will be paid into the Association's bank account and administered by the Council.

7. STUDENT BURSARIES

- 7.1 Each year, the South African Association of Botanists awards bursaries for study in any botanically-related science. The awards are made on a competitive basis and Council reserves the right to not make any awards should the candidates not fulfil all criteria. The decision of Council is final. The value of the awards are to be determined by Council on an annual basis. All bursaries or awards granted by the Association will be *bona fide* and be granted to an individual on grounds of objective merit:

- 7.1.1 three "SAAB Scholarships" may be awarded for one year of study at Honours level (or 4th year level of study); and
- 7.1.2 up to three Masters Bursaries for a maximum of two years if more than one high quality bursary application is received and funds allow it. Funds allow for more than one Masters bursary to be awarded only if the income exceeds the expenses for the given year and such funds will be available for two years. .

7.2 Criteria

- 7.2.1 Applicants must be SADEC graduates with a 70% or above grade average.
- 7.2.2 Applicants should study at a South African institution.
- 7.2.3 The supervisor of the student must be member of SAAB in good standing.

7.3 Application Process

- 7.3.1 Applications must be sent electronically (in .pdf format) to the Executive Secretary and must include:
- 7.3.1.1 A Curriculum Vitae with names of two referees;
- 7.3.1.2 A letter of motivation from the Honours / 4th year project supervisor;
- 7.3.1.3 Certified academic transcripts; and
- 7.3.1.4 A one page motivation, including a description of the candidate's Honours / 4th year research interests and planned research.
- 7.3.2 Closing dates are 28 February for the Masters bursary/bursaries and 31 March for the Honours bursaries. No late applications will be considered.

- 7.3.3 All decisions regarding the granting of bursaries and awards will be made by Council or by a duly constituted committee of at least three Council members, none of whom shall be persons who are connected persons in relation to the donors and who shall not adjudicate applications if they are connected persons in relation to the person being considered for the scholarship, bursary or award.
- 7.3.4 Successful candidates will be notified by 21 March (MSc) and 21 April (Honours) of the year of the award.
- 7.3.5 No bursary or award granted will be:
- 7.3.5.1 revocable, otherwise than for reasons of a material failure to conform to the designated purposes and conditions of the bursary or award;
- 7.3.5.2 subject to conditions which would enable the donor of the funds of the bursary or award or any connected person in relation to the donor, to derive some direct benefit from the application of the bursary or award; or
- 7.3.5.3 granted to any person who is or will become an employee of the donor of the funds of the bursary or award or the Association (or any associated institution in relation to the donor or Association) or any relative of the person, unless circumstances indicate that the scholarship, bursary or award would have been granted to the person or his or her relative, even if that person had not been an employee of the donor, the Association or associated institution.

8. SAAB STUDENT COUNCIL

- 8.1 The Association recognises a SAAB Student Council when such a body is formed and is operational.

9. DISSOLUTION OF THE ASSOCIATION

- 9.1 The Association may be liquidated and its affairs wound up, or it may be amalgamated with any similar body, by a resolution submitted to and adopted at an Annual General Meeting or Special General Meeting, at which not less than 75% of the votes cast are in favour of such dissolution or amalgamation, subject to confirmation by an e-mail ballot, in which not less than 25% of the members entitled to vote cast their vote, and not less than 75% of the votes cast are in favour of dissolution or amalgamation.
- 9.2 In the event of dissolution, surplus funds and assets shall be disposed to an institution or institutions nominated by the members in the Republic of South Africa which:
- 9.2.1 are non-profit;
- 9.2.2 have objects similar to the association's main object; and



9.2.3 if the Association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country, are public benefit organisations which have been approved in terms of section 30 of the Income Tax Act, and are required to use those assets solely for purposes of carrying on one or more public benefit activities.

9.3 In submitting the resolution to members, it shall be necessary to also include the manner in which any surplus assets of the Association, after settlement of its debts, shall be applied, and the voting in this connection shall be as follows:

9.3.1 The Council shall cause resolution forms to be issued to all Corporate and Affiliate Members;

9.3.2 All resolutions shall be duly signed by a proposer and two seconders and lodged with the Executive Secretary of the Association;

9.3.3 Voting shall take place electronically and the closing date for voting must be clearly specified;

9.3.4 The votes will be counted by the Executive Secretary and verified by members of the Executive;

9.3.5 In the event of the required majorities not being recorded the resolutions will be considered to have been defeated; and

9.3.6 The outcome will be announced via SAABNet (or equivalent list server) within 14 days of voting.

This amended constitution certified as approved and adopted by the members at the Annual General Meeting of members on 19 January 2023.

.....
Dr Oladapo Aremu
Chairperson
(new incumbent 2023)

.....
Prof Glynis Goodman-Cron
Vice Chairperson
(past chairperson 2022)

