

MINUTES OF THE 97th WESSA ANNUAL GENERAL MEETING
HELD ON 30th SEPTEMBER 2023 AT 9 AM VIA ZOOM

PRESENT: See the attendee register attached
PROXIES: Michael Bloom, with proxy to Margaret Burger

APOLOGIES:

Prof J and Louise van Staden
Lawson Howes
Wally Bishopsbird
Jenni Bell
Angelique Geeringh for: Friends of Groenkloof & Klapperkop Nature Reserves
Mart for: Pennington Conservancy
Elaine Kool
John Fincham
Chris Jennings
Pieter Burger
Roger Graham: for Friends of Meadowridge Common
Mike McAra
Diana Reekie
Crispin Hemson
Andrew Barker
Lynne Clarke
Trish Schroeder
Rosanne Clark
Jenny Gonn
Lawson Howes
Audrey Marshall
Cati Vawda
Rose Von Wildeman

GUESTS: Mark Anderson and several previous Board members

AGENDA

The format of the meeting was noted as follows:

1. Formalities: Welcome and Apologies WM
2. Approval of Minutes of the 2022 Annual General Meeting (Annexure A) WM
3. Matters arising from the previous Annual General Meeting HA
4. Chairman's Report (Annexure B) WM
5. CEO's Report (Annexure C) HA

WILDLIFE AND ENVIRONMENT SOCIETY OF SOUTH AFRICA

Reg No. 1933/004658/08 (Non-Profit Company)

Registration Number in terms of the Non-Profit Organisations Act 1997: 000-716NPO Tax Exemption Number: 18/11/13/1903

DIRECTORS: JP Davies (Chairperson), A Morkel (Vice chairperson), H Atkinson, Prof TL Field, M Immerman, Dr G Koekemoer, B Luthuli, Dr DT Magome, D Millar, K Ntlha (Chief Financial Officer), Prof L Pichegru, P Pillay, Dr LR Taylor, JR Wesson

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6. Approval of resolutions WM
7. Any other matters WM
8. Closing of AGM WM

MINUTES OF THE 97th ANNUAL GENERAL MEETING

1. FORMALITIES: WELCOME AND APOLOGIES

The Chairman, Mr Wandisile Mandlana, welcomed and thanked all in attendance at the 97th Annual General Meeting. Chairman noted that there are about 27 voting members of WESSA in attendance so there is a quorum. Approval of the Agenda. All in approval.

2. APPROVAL OF THE MINUTES OF THE 96th ANNUAL GENERAL MEETING

The minutes of the 96th Annual General Meeting held on the 29th of October 2022 have been distributed. All in approval.

3. MATTERS ARISING FROM THE PREVIOUS ANNUAL GENERAL MEETING

No matters were noted.

4. CHAIRMAN'S REPORT

The Chairman's remarks were distributed by Mr Wandisile Mandlana, and the Chairman made some further comments on the previous year.

The Chairman acknowledged the significant milestone of 97 years and noted that this is thanks to the founders of WESSA and their foresight in addressing environmental issues as well as members who give up their time in favour of WESSA.

The Chairman noted that the organisation has achieved some of its goals since last year, one of these being the operationalisation of the recalibrated strategy. One of the key things was the socialisation of the strategy with membership and this has resulted in educate, advocate and act becoming our unanimous call and guiding principles.

The Chairman added that he is stepping down as Chairperson but noted that we have a full complement of Board members and an executive team, and a stable leadership team will take this organisation to the next level. We have One WESSA and a shared strategy. He thanked everyone for the opportunity to continue and lead this organisation's important work and he will continue to be a WESSA volunteer and continue to Care for the Earth for as long as he can.

The Chairman commented that once the new Board members have been elected in this meeting then that Board will elect a new Chairperson and maintain momentum. The Chairman added that 3 other Board members are stepping down and thanked them for their time and service – Andre Steyn, Eric Apelgren, and Andrew Baxter.

5. CEO'S REPORT

The CEO, Helena Atkinson, presented her report which is available on the platform along with the unit reports that follow.

The CEO highlighted that WESSA has gone through significant growth and transformation in the past year despite challenges and is proud of its collective endeavours to propel WESSA into our current standing. The strategic



plan is operational, and the overarching mission remains rooted in advocating, educating and catalysing action for environmental and social justice, climate action, biodiversity conversation and pollution reduction.

WESSA launched the WESSA Pangolin Programme which is a 3-year initiative focused on pangolin-friendly farm fences project that is already in progress. Additionally, WESSA is aiding pangolin rehabilitation communities in securing reserves for long-term releases and facilitating the rehabilitation process. Helena co-chaired the IUCN Pangolin Specialist Group of the Southern Africa Working Group which is instrumental in formulating the regional conservation action plan for pangolins. WESSA is well recognised as a partner in these efforts in collaboration with DFFE and other pangolin conservation entities and there are clear opportunities for WESSA to lead conservation efforts in this area.

As WESSA approaches our centenary in 2026, we anticipate celebrating a century of history, transformation, and cherished memories. Project Umngeni Valley has been initiated which centres on establishing a support front and team for the Umngeni Valley home. The standout achievement for this past year is WESSA's role in the Foundation for Environmental Education (FEE) network. Since 2001, our pioneering efforts have successfully implemented the FEE Blue Flag programme followed by the Eco-schools programme in 2003 which was celebrated at the ESA conference last week.

The CEO extend her heartfelt gratitude to the WESSA Board, our dedicated staff and ExCo team and our valued membership for their consistence commitment to WESSA's mission. As well as the devoted team, steadfast shareholders, loyal customers, and diligent partners who have all played pivotal roles in our success. The CEO thanked WESSA's donors and partners for their generosity which has allowed WESSA's work to have a lasting impact and champion our cause.

The CEO thanked the Chairman, Wandisile, who has served on the Board for 5 years and 3 of those as Chairperson. Wandisile was a steadfast and calm leader during a time when WESSA needed it most and we came out of that internally very strong, healthy and committed organisation. He has made a significant and lasting contribution.

The CEO also thanked the 3 Board members, Andrew, Andre, and Eric for their contributions to WESSA and noted that the WESSA Board plays a big role in support, leadership and guidance so it is always a loss when a Board member wants to step down. The CEO added that all of their work and time is volunteered to WESSA, and we are grateful.

Cindy-Lee Cloete, Head of Programmes and Projects presented the work done by the WESSA staff during the past year.

Gail Samuels from Business Development and Marketing presented the business development plan, fundraising plan as well and the Project Umngeni Valley plan.

Gary Koekemoer as Membership Representative shared memberships work and how membership and staff are working towards building One WESSA.

6. APPROVAL OF RESOLUTIONS

- 6.1 **ORDINARY RESOLUTION 1: Adoption of the WESSA audited consolidated and company Annual Financial Statements ("AFS") for the year ended 31 March 2023 (refer to Annexure D)**

RESOLVED THAT the WESSA audited consolidated and company AFS for the year ended 31 March 2023, are hereby received, and adopted.

Chairman proposed and the resolution was unanimously adopted.

6.2 **ORDINARY RESOLUTION 2: Re-appointment of external auditors**

RESOLVED THAT Moore Midlands are hereby re-appointed as the company's independent auditors, in line with the recommendation of the company's Audit and Risk Committee, to hold office until the conclusion of the next AGM, with Mr. Russell Thomas as the lead audit partner.

Chairman proposed and the resolution was unanimously adopted.

6.3 **ORDINARY RESOLUTION 3.1 AND 3.2: Re-election of directors who have served their two-year office term in line with the company's Memorandum of Incorporation ("MOI") (refer Annexure E)**

RESOLVED THAT

3.1 **Ms. D Millar**, being eligible for re-election, be and is hereby re-elected as a director of the company.

3.2 **Mr. M Immerman**, being eligible for re-election, be and is hereby re-elected as a director of the company.

Chairman proposed and the resolution was unanimously adopted.

6.4 **ORDINARY RESOLUTION 4.1 TO 4.5: Election of directors who were appointed by the Board in line with the company's MOI after the previous AGM of the company (refer to Annexure E)**

RESOLVED THAT

4.1 **Mr. AT Morkel**, being eligible for election, be and is hereby elected as a director of the company.

4.2 **Mr. B Luthuli**, being eligible for election, be and is hereby elected as a director of the company.

4.3 **Ms. P Pillay**, being eligible for election, be and is hereby elected as a director of the company.

4.4 **Ms. T Field**, being eligible for election, be and is hereby elected as a director of the company.

4.5 **Ms. K Ntlha**, being eligible for election, be and is hereby elected as a director of the company.

The Chairman explained that they received many nominations, and the Nominations committee completed the review process which the Board unanimously approved. Each nominated individual has in writing accepted their nomination. The Chairman proposed the approval of the nominations, and these were unanimously approved.

7. ANY OTHER MATTERS

The Chairperson noted that the Annual report and other presentations are available for members to read and learn more about how members can get involved.

There were no items under Other Matters and opened it to Members to raise any concerns.

8. AGM closure

The Annual General Meeting was called to a close.

J. Davies

WESSA Chairperson