



South African Boerboel Breeders' Society

Registered as a breeders' society in terms of the Animal Improvement Act, No 62 of 1998

Registration Number 62/98/B-68

Head Office South Africa

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FINAL NOTICE AND AGENDA

**ANNUAL GENERAL MEETING
FRIDAY, 11 OCTOBER 2019, 10:00**

**Afridome Showgrounds Hall
8 Allenby Road, Parys, Free State**

1. The purpose of the meeting is to:

- 1.1 receive and consider the annual report of the Board, together with the duly audited financial statements of the Society as at the end of the previous financial year;
- 1.2 elect Board members, as set out in clause 10.6.5
- 1.3 appoint auditors, to fix their remuneration and to determine their conditions of appointment;
- 1.4 consider any other matter for which due notice has been given in terms of sub-clauses 10.6, and
- 1.5 conclude any other business which under the Constitution is required to be conducted at an Annual General Meeting.

Voting procedures and rights

Voting will be according to the existing SABBS Constitution Sub-clause 10.6 (*attached*).

Only members whose annual subscriptions and other dues have been fully paid up are eligible to vote (in person, or electronically *in absentia*), and who has been a member for at least (1 year), (Sub-clause 10.6.4.a)

Ms. Hilda Terblanche of the firm of auditors, ARC in Bloemfontein will officiate as independent Chief Polling Officer. Members eligible to vote will receive electronic ballot papers on Tuesday 1 October 2019, for them to be returned to her not later than Tuesday 8 October 2019 23:59 SA Standard Time.

AGENDA

1. OPENING AND WELCOME
2. NOTICE OF MEETING
3. CONSTITUTING OF MEETING
4. APOLOGIES
5. IN MEMORIAM
6. APPROVAL OF/ ADDITIONS TO AGENDA

FINALE KENNISGEWING EN SAKELYS

**ALGEMENE JAARVERGADERING
VRYDAG, 11 OKTOBER 2019, 10:00**

**Afridome Skouterreinsaal
Allenbyweg 8, Parys, Vrystaat**

1. Die doel van die vergadering is om:

- 1.1 die jaarverslag van die Raad tesame met die geouditeerde finansiële verslae van die Genootskap soos aan die einde van die vorige finansiële jaar, te ontvang en te oorweeg;
- 1.2 Raadslede te verkies soos in klousule 10.6.5 bepaal;
- 1.3 ouditeure aan te stel, hul vergoeding vas te stel en aanstellingsvoorwaardes te bepaal;
- 1.4 enige ander aangeleentheid waarvan behoorlik kennis gegee is ingevolge subklousules 10.6 en
- 1.5 enige ander besigheid wat ingevolge die Grondwet by 'n Algemene Jaarvergadering afgehandel moet word te doen.

Stemprosedures en –regte

Stemming sal plaasvind ingevolge die bestaande SABBS-Grondwet Subklousule 10.6 (*aangeheg*).

Slegs lede wie se jaarlikse ledegeld en ander gelde ten volle betaal is en wat ten minste (1 jaar) lid is (Subklousule 10.6.4a), sal geregtig wees om in persoon of elektronies *in absentia* te stem.

Me. Hilda Terblanche van die ouditeursfirma ARC van Bloemfontein sal as onafhanklike Hoofstembeampte optree. Stemgeregtigde lede sal elektroniese stembriewe op Dinsdag 1 Oktober 2019 ontvang vir terugsending aan haar nie later nie as Dinsdag 8 Oktober 2019 23:59 SA Standaard Tyd.

SAKELYS

1. OPENING EN VERWELKOMING
2. KENNISGEWING VAN VERGADERING
3. SAMESTELLING VAN VERGADERING
4. VERSKONINGS
5. IN MEMORIAM
6. GOEDKEURING VAN/TOEVOEGING TOT SAKELYS

<p>7. APPROVAL OF MINUTES OF 28 SEPT. 2018</p> <p>8. MATTERS ARISING FROM THE MINUTES OF 28 SEPT. 2018 (<i>Attachment 1</i>)</p> <p>8.1 Temperament testing 8.2 Breeding values (BLUP)</p> <p>9. ADDITIONAL DISCUSSION POINTS</p> <p>9.1 Court case – Johann Kruger 9.2 Europe 9.3 Exporting</p> <p>10. REPORTS</p> <p>10.1 Annual Chairman’s report (JK) 10.2 Finance and administration (<i>Attachment 2</i>)</p> <p>10.2.1 2018 Financial report (KvdM) 10.2.2 Approval of report 10.2.3 Appointment of auditors and determination of their remuneration</p> <p>11. Voting process (<i>Appendix A</i>) Sub-clause 10.6</p> <p>12. RECOMMENDATIONS TO BE VOTED ON THE CONSTITUTION (<i>Appendix B</i>) 12.1 Recommendations submitted by the SABBS Board</p> <p>12.1.1 Functional Board:</p> <ul style="list-style-type: none"> • Accept necessary changes to the Constitution to provide for the composition of the Board • Accept changes to the Constitution to provide for the establishment of subcommittees • Pass and enabling motion to implement effectively from the next Annual General Meeting. <p>15. BOARD ELECTION</p> <p>15.3 Regional Board members</p> <p>15.3.1 Vice-Chairman: Dr. Albert van der Linde</p> <p>Proposed: Chris Els Seconded: Heide Breyl</p> <p>Nico Killian</p> <p>Proposed: Rene Botha Seconded: Jan Hattingh</p> <p>Conrad du Plessis</p> <p>Proposed: Angie Giessing Seconded: De Villiers Nieuwoudt</p>	<p>7. GOEDKEURING VAN NOTULE VAN 28 SEPT. 2018</p> <p>8. SAKE VOORUITSPRUITEND UIT NOTULE VAN 28 SEPT. 2018 (<i>Aangeheg 1</i>)</p> <p>8.1 Temperamenttoetsing 8.2 Aanteelwaardes (BLUP)</p> <p>9. ADDISIONELE BESPREKINGSPUNTE</p> <p>9.1 Hofsaak – Johann Kruger 9.2 Europa 9.3 Uitvoere</p> <p>10. VERSLAE</p> <p>10.1 Jaarverslag Voorsitter (JK) 10.2 Finansies en administrasie (<i>Aangeheg 2</i>)</p> <p>10.2.1 2018 Finansiële verslag (KvdM) 10.2.2 Goedkeuring van verslag 10.2.3 Aanstelling van ouditeure en vasstelling van hul vergoeding</p> <p>11. Stemproses (<i>Bylaag A</i>) Subklosule 10.6</p> <p>12. VOORSTELLE TER STEMMING OOR DIE GRONDWET (<i>Bylaag B</i>) 12.1 Voorstelle ingedien deur die SABBS Raad</p> <p>12.1.1 Funksionele Raad:</p> <ul style="list-style-type: none"> • Aanvaar die nodige veranderinge aan die Grondwet om voorsiening te maak vir die samestelling van die Raad • Aanvaar veranderinge aan die Grondwet om voorsiening te maak vir die instelling van subkomitees • Gee 'n bemagtigende mosie om dit effektief vanaf die volgende Algemene Jaarvergadering in werking te stel. <p>15. RAADSVERKIESING</p> <p>15.3 Raadsverkiesing: Raadslede</p> <p>15.3.1 Visevoorsitter: Dr. Albert van der Linde</p> <p>Voorgestel: Chris Els Sekondant: Heide Breyl</p> <p>Nico Killian</p> <p>Voorgestel: Rene Botha Sekondant: Jan Hattingh</p> <p>Conrad du Plessis</p> <p>Voorgestel: Angie Giessing Sekondant: De Villiers Nieuwoudt</p>
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<p>15.3.2 Northern Cape: Chris Els</p> <p>Proposed: Heide Breyl Seconded: Elmare Albertyn</p> <p>15.3.3 Mpumalanga: Lititia Kruger</p> <p>Proposed: Cornelius De Beer Seconded: Louis Smith</p> <p>15.3.4 North-West: Conrad du Plessis</p> <p>Proposed: Angie Giessing Seconded: De Villiers Nieuwoudt</p> <p>15.3.5 Western Cape: Adre Steenkamp</p> <p>Proposed: Thys von Solms Seconded: Beverli Steenkamp</p> <p>15.3.6 KwaZulu-Natal: No nominations 15.3.7 Limpopo: No nominations</p> <p>16. GENERAL</p> <p>17. NEXT MEETING</p> <p>18. CLOSURE</p>	<p>15.3.2 Noord-Kaap: Chris Els</p> <p>Voorgestel: Heide Breyl Sekondant: Elmare Albertyn</p> <p>15.3.3 Mpumalanga: Lititia Kruger</p> <p>Voorgestel: Cornelius De Beer Sekondant: Louis Smith</p> <p>15.3.4 Noordwes: Conrad du Plessis</p> <p>Voorgestel: Angie Giessing Sekondant: De Villiers Nieuwoudt</p> <p>15.3.5 Wes-Kaap: Adre Steenkamp</p> <p>Voorgestel: Thys von Solms Sekondant: Beverli Steenkamp</p> <p>15.3.6 KwaZulu-Natal: Geen nominasies 15.3.7 Limpopo: Geen nominasies</p> <p>16. ALGEMEEN</p> <p>17. VOLGENDE VERGADERING</p> <p>18. AFSLUITING</p>
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APPENDICES / BYLAES

10.6 VOTING RIGHTS AND PROCEDURES (Appendix A)

- 10.6.1 All matters submitted to any meeting shall be decided by a two-third majority of members who voted (be it in person or electronically *in absentia*).
- 10.6.2 Voting at all general meetings shall be by ballot paper (electronic or printed).
- 10.6.3 Except as herein elsewhere otherwise provided, members shall have the right to vote at general meetings, provided the voting procedure is executed as may be determined by the Board. The Board shall be responsible for maintaining the integrity of the voting process, subject to the provisions of relevant Clauses and Subclauses in this Constitution.
- 10.6.4 Subject to Clauses 5, 6 and 7, and excluding the general meetings for approval of the 1st comprehensive revision of the Constitution and the election of the first Board, any member anywhere in the world
- a) who has been a member for at least 1 (one) year; and
 - b) whose annual subscriptions and other dues have been fully paid up, as prescribed in this Constitution;
- shall have the right to vote via:
- i. electronic ballot paper *in absentia*; or
 - ii. printed ballot paper in person;
- provided that a member who does not fulfil the requirements of Sub-clause 10.6.4.a), may submit a motivation and application to the Board within 10 (ten) days after publication of the Final Notice and Agenda of the meeting, for the right to vote on any matter that has a direct impact on his breeding practices.
- 10.6.5 **Members shall have the right to vote on matters concerning:**
- a) Motions duly submitted by members and included by the Board in terms of Subclause 10.5.4. and other motions presented by the Board in the Final Notice and Agenda in terms of Subclause 10.5.7. A two-third majority vote shall be required for a motion to be carried.

- b) Amendments to the Constitution. A two-third majority vote shall be required for a motion to amend the Constitution to be carried.
- c) Election of Board representatives (a simple majority vote shall be required for a candidate to be elected to the Board. In the event of a tie of votes, members present at the relevant meeting shall be requested to vote again):
 - i Except for the first Board election, members who wish to submit and second nominations for Board members, must have been SABBS' members for at least 1 (one) year.
 - ii Chairman Vice-Chairman and Treasurer: The election shall be preceded by a call for nominations according to the vacancies in the Preliminary Notice of the Meeting. The names of the nominees with their *curriculum vitae* shall be communicated to members, and be published on the website. These Board members shall be elected in accordance with Subclauses 8.2.2. and 8.2.3, and voting – electronic or in person - shall be open to all members eligible to vote.

10.6.6 Regional

- a) South Africa: The election of regional Board representatives for South Africa shall be preceded by a call for nominations according to the vacancies in the Preliminary Notice of the Meeting. The names of the nominees with their *curriculum vitae* shall be communicated to members, and be published on the website. Representatives shall be elected in accordance with Subclause 8.3.1. Voting – electronic or in person - shall be restricted to members residing in South Africa. Members shall be eligible to vote for candidates in their own regions only.
- b) Countries/regions outside South Africa: Representation shall be determined by the Board from time to time. Voting for such representatives shall be restricted to the members in the relevant countries/regions, who shall determine their own election procedures. Representatives shall be elected in accordance with Subclause 8.3.2.

10.6.7 Voting for general meetings shall not apply to:

- a) Administrative and financial management matters, as may be reported on and discussed in the course of such meetings, and which shall remain the responsibility of the Board.

10.6.8 Election management

For general meetings (Annual General and Special General Meetings) the Board shall:

- a) Designate two independent Polling Officers, one of whom shall act as Chief Polling Officer. The Polling Officers may be representatives of the Society's Auditors, an election management company, or any other institution or person deemed competent to perform this service.
- b) Announce the names of the Polling Officers to the members in the Preliminary Notice at least 60 (sixty) days prior to the meeting.
- c) Provide the Polling Officers with a list of the members eligible to vote.
- d) Provide for the return of all ballots (cast electronically in absentia and by members present at the meeting) to the Polling Officers in a manner acceptable to them.
- e) The Polling Officers shall exercise strict control to ensure that members who voted electronically do not again receive ballot papers should they be present at the general meeting.
- f) The Polling Officers shall audit the votes to ensure there is no duplication, and count the votes. They shall announce the outcome of the matters voted on at the meeting.

10.6.9 Voting schedule:

- a) Members shall be notified of the matters to be voted on via the Final Notice with the Agenda at least 30 (thirty) days prior to the general meeting.
- b) Electronic voting shall commence 10 (ten) days prior to the general meeting, and be open for 7 (seven days). No electronic vote returned to the Polling Officers less than 3 (three) days prior to the meeting shall be valid.

PROPOSED MOTION: CHANGE THE BOARD STRUCTURE FROM REGIONAL REPRESENTATION TO FUNCTIONAL PORTFOLIOS

Background

At the first Special Annual General Meeting of the South African Boerboel Breeders' Society on 6 December 2014, members were presented with a choice between a Board structured on a regional representation model and a Board based on functional portfolios.

The members present voted in favour of a Board based on regional representation.

Current composition of the Board

Clause 8 of the SABBS Constitution defines the composition of the board. The provisions are summarised as follows:

The Board is composed of a chairman, vice-chairman, treasurer, and one representative for each of South Africa's nine provinces. The regional representatives may only be proposed and voted for by members from their respective provinces.

In addition to the regional representatives on the board, there is provision for one representative from Africa, Europe and North America on the board. These representatives are to be chosen in accordance with rules established in each region.

There is provision for a representative from the Department of Agriculture, Forestry and Fisheries.

Lastly, the board may co-opt persons to perform specific functions and for a specific period.

If all the positions on the board were filled (including the representative from the Department, but excluding any co-opted persons), the Board would thus consist of at least 16 (sixteen) members.

Executive committee

An executive committee, comprising the chairman, vice-chairman, treasurer, and two additional members, form an executive committee, which is tasked with the day-to-day running of the Society and any tasks the board may delegate to the committee.

Motivation for this structure - Regional

Two predominant considerations underpin the current Board structure:

- The regional representatives are viewed as link between each region's members and the Board, providing bidirectional inputs and feedback.
- The representatives take responsibility for the arrangement and organisation of events (workshops, appraisals, and shows) in their respective regions.

How representatives are chosen

Clauses 8.2 and 8.3 of the Constitution read with subclause 10.6.6 make provision for the election of members of the Board.

Members of the Society nominate members to be voted into office at a general meeting by members of the Society. Nominees for the nine provinces (regions) in South Africa must reside in the regions for which they are nominated, by members in the same province, and may be voted into

office only by members from the same region. Some regions have only a few members, while the majority of members are concentrated in only two provinces.

The nominations are predominantly based on members' perception of how well their nominees will be able to represent them and their point of view in the board. A concise nomination form provides a brief overview of a nominee's potential contribution to the board, if voted into office. Nominees are then voted into office based on the same considerations.

Functional requirements of a Breeders' Society

A breeders' society requires the performance of a number of specific functions:

- Finance
- Administration
- Day management
- Constitution and policy
- Breed standard
- Appraisals
- Genetics
- Health
- Breed promotion
- Communication (Media liaison, social media, website, publications)
- Relationship management (members, clubs, international structures and other organisations, government, corporate)
- Marketing
- Shows
- Ethics
- Logix (recording, reporting, BLUP, programming)
- Compliance management (legislative, e.g. permits; constitutional, including bylaws; administrative, including Logix)
- Legal matters
- Education and training (workshops)
- Sponsorships
- Asset management
- Representation on governance structures (SA Stud Book, Stemma Animalia, others)

The SABBS Board has divided these functions among its members in the following subcommittees:

- Executive Committee
- Finance & Administration
- Constitutional Matters, Updates, and Policy
- Breed Standard and Appraisals
- Genetics, Linear & BLUP
- Administrative support for these functions is provided by two permanent salaried staff members.
- Stud Book Representatives
- Communication & Media
- Overseas Matters
- Marketing
- Ethics Committee
- International Show Committee

Consequences of pairing regional representatives with functional needs

Having been voted onto the Board by the Society's members in their respective regions, the regional representatives' first and foremost responsibility may be perceived to be to provide for the needs of their regions' membership.

Given the specialised requirements of the society's diverse functions, board members may find themselves ill equipped to perform all of them. Eventually the majority of functions are handled by a handful of board members and some functions may suffer as a consequence. This is evidenced by the distribution of Board members among the Board's committees:

- 1 Board member appears in 8 committees
- 1 Board member appears in 5 committees

- 1 Board member appears in 4 committees
- 2 Board members appear in 3 committees
- 3 Board members appear in 2 committees
- 3 Board members appear in 1 committee

(The Chairman and Vice-Chairman are automatically members of each committee, but they are also listed specifically as committee members and counted in this list where they are listed.)

This burden is for the most part not shared with members of the Society. This may at times lead to frustration, burnout, poor decision making, poor communication, dissatisfaction and ultimately, poor performance of the Society and declining support.

Proposal for functional Board

It is proposed that the SABBS Board structure is rearranged into a smaller Board based on logically grouped functional portfolios.

These portfolios should be supported by an efficient administration and advisory and/or volunteer committees (consisting of member representatives and subject matter experts irrespective of their location) and where required, contracted service providers. These committees will promote participative governance and transparency in the Society.

The Board and each Board member derive their mandate from the SABBS Constitution and the Annual General Meeting acting in accordance with the Constitution, to which reports must be provided annually and from where a new mandate for future activities is obtained.

Proposed revised the Board consisting of the following portfolios:

- Chairman
 - Provides leadership and is the formal and public representative of the society
- Vice-Chairman
 - Chairman's second, and international relations
- Treasurer
 - Responsible for the budget; financial, administrative, and asset management oversight
- Breed Improvement
 - Responsible for breed improvement (maintenance and development of the breed standard, genetics, research, health, recording and reporting)
- Breed Promotion
 - Responsible for education and training, events (appraisals & shows), sponsorships, corporate relationships and clubs
- Communication
 - Responsible for all formal outward communication, publications and social media
- Legal
 - Responsible for constitutional development, ethics, litigation and other legal matters
- 3 (three) International representatives
- Departmental representative from the Department of Agriculture, Forestry and Fisheries

Election of board members

The proposed structure will shift governance focus from regional representation to functional performance.

Having defined the functions of individual portfolios, it is possible to define the required competencies and experience required to perform the functions. Members will thus be empowered to identify and nominate suitably qualified and experienced candidates for election to the SABBS board.

The motion to facilitate the transition to a Board based on functional portfolios, should the Annual General Meeting on 11 October 2019 vote in favour of the proposal:

Motion Accept necessary changes to the Constitution to provide for the composition of the Board.

Accept changes to the Constitution to provide for the establishment of subcommittees.

Pass and enabling motion to implement the effectively from the next Annual General Meeting.

Motion

Amend the SABBS Constitution to do away with the Board structure based on **regional representation**, and to replace it with a structure of **functional portfolios**.

Yes / No

To effect the proposed change, a number of amendments to the SABBS Constitution are required. These are detailed below:

1. Delete Subclause 8.1.9 of the constitution by deleting the **[bold text in square brackets]**:

8.1.9 Candidates for Regional Board members shall reside in their regions of representation, and voting shall be restricted to members residing in those regions.]

NOTE: The deletion of this clause does not affect Board members of regions abroad, which are addressed specifically in subclauses 8.3.2 and 10.6.6.b of the Constitution.

2. Edit the provisions Subclause 8.2.1 of the Constitution by deleting the **[bold text in square brackets]** and inserting the underlined text:

8.2 BOARD STRUCTURE

8.2.1 In addition to the Chairman, Vice-Chairman and Treasurer, [9 (nine) regional Board Members for each of the 9 (nine) provinces in South Africa] 4 (four) board members shall be elected into the functional portfolios:

a) Breed Improvement,

b) Breed Promotion,

c) Communication, and

d) Legal,

by virtue of their expertise, by ballot (electronic or printed) by members residing in South Africa and entitled to vote at the Annual General Meeting, or at a Special

General Meeting called for this purpose. [Members shall be eligible to vote for candidates in their regions only.]

8.2.1.1 Board members specified in Subclause 8.2.1 shall reside in South Africa and have full voting rights.

8.2.1.2 The provisions of Subclauses 8.1.3 to 8.1.5, and 8.1.8 shall mutatis mutandis apply to Subclause 8.2.1.

3. Edit the provisions of Subclause 10.6.5.c of the constitution by inserting the underlined text after Subclause 10.6.5.ii:

10.6.5 Members shall have the right to vote on matters concerning:

- c) Election of Board representatives (a simple majority vote shall be required for a candidate to be elected to the Board. In the event of a tie of votes, members present at the relevant meeting shall be requested to vote again):*

i ...

ii ...

iii Portfolios defined in Subclause 8.2.1: The election shall be preceded by a call for nominations according to the vacancies in the Preliminary Notice of the Meeting. The names of the nominees with their curriculum vitae shall be communicated to members, and be published on the website. These Board members shall be elected in accordance with Subclauses 8.2.1.

4. Edit the provisions of clause 10.6.6 of the constitution by deleting the **[bold text in square brackets]**:

10.6.6 Regional

- a) [South Africa: The election of regional Board representatives for South Africa shall be preceded by a call for nominations according to the vacancies in the Preliminary Notice of the Meeting. The names of the nominees with their curriculum vitae shall be communicated to members, and be published on the website. Representatives shall be elected in accordance with Subclause 8.2.1. Voting – electronic or in person - shall be restricted to members residing in South Africa. Members shall be eligible to vote for candidates in their own regions only.]*

[b)] *Countries/regions outside South Africa: Representation shall be determined by the Board from time to time. Voting for such representatives shall be restricted to the members in the relevant countries/regions, who shall determine their own election procedures. Representatives shall be elected in accordance with Subclause 8.2.2.*

Provide for the establishment of subcommittees (consisting of member representatives and subject matter experts) and where required, contracted service providers.

1. Edit Clause 9 of the SABBS Constitution by inserting the underlined text after Subclause 9.2:

9. POWERS AND DUTIES OF THE BOARD

9.3 The Board shall, in accordance with Subclause 9.1.v, appoint one or more subcommittees to each of the portfolios set out in Subclause 8.2.1 on advice of the incumbent. Each subcommittee shall, within the constraints of this Constitution:-

9.3.1 be constituted by members of the Society on a voluntary basis, on request or by nomination, subject matter experts, and where required, contracted service providers;

9.3.2 assist the incumbent Board member in the performance of the functions assigned to him in terms of his portfolio, and as may be determined by a General Meeting or the Board from time to time, either in a consultative role, or by rendering services in support of such function;

9.3.3 be accessible to members of the Society by means and procedure determined by the Board, Subcommittee, or Board member, as may be appropriate;

9.3.4 be supported by officials appointed by the Board in accordance with Subclause 9.3.1.;

9.3.5 unless it is inappropriate for a specific function, conduct its business via electronic media in the most cost-effective manner; and

9.3.6 provide a report on its activities to the Board, Annual General Meeting, or Special General Meeting, as the case may be, through the responsible Board member.

Implement changes to the Constitution brought about by a successful Motion, in consultation with the Society with effect from the 2020 Annual General Meeting, or an earlier Special General Meeting, should such a meeting be called.