



CERTIFICATION

**THE CONSITUTION
OF THE
ASSOCIATION OF LADIES CIRCLE SOUTH AFRICA**

**AS AT THE NATIONAL ANNUAL GENERAL MEETING
26 MAY 2023**

**THIS IS TO CERTIFY THAT THIS IS A TRUE AND
CORRECT COPY OF THE CONSTITUTION OF THE
ASSOCIATION OF LADIES CIRCLE SOUTH AFRICA AS
AT 26 MAY 2023**



BRONWENN ODENDAAL
National President
2022 – 2023



SUSAN DE KOCK
National Secretary
2022 - 2023

AIMS & OBJECTIVES

The Aims and Objectives of the association shall be:

- a) Friendship and Social Service for knowledge and progress.
- b) To be of service to the community.
- c) To be non-political and non-sectarian.
- d) To promote and extend friendship to Circlers locally, nationally and internationally.
- e) To provide relaxation and interest by way of talks and discussions on various subjects.
- f) To enjoy to the full all Ladies Circle functions throughout the year.
- g) To assist Round Table and other Service Organizations where possible.

DEFINITIONS

"Circle Year"	01 April to 31 March (next following)
"National Association Year"	01 April to 31 March (next following)
"National Executive Council"	The Council of the National Association of Ladies Circle South Africa, comprising the President, Immediate Past President, Vice President, Secretary, Treasurer and Webmaster
"Circle Executive Council"	The Council of a Circle Club, comprising the Chairman, Immediate Past Chairman, Vice Chairman, Secretary and Treasurer
"Affiliate Membership"	The form of membership of a proposed Circle up to the date of Charter as a Circle Club
"Circle Members"	Members of the Association / Circle who fulfils the requirements as set out in the "Circle Rules"
"Circle Council"	The Council members of a Circle
"Club"	A Chartered Circle Club
"Association"	The National Association of Ladies Circle South Africa
"NALCSA"	The National Association of Ladies Circle South Africa
"LCI"	Ladies Circle International
"Round Table"	A Service Organisation for men between the ages of 18 and 40
"AGM"	Annual General Meeting
"Honorary Member"	A member so defined in terms of Rule 1.6 of the "Circle Rules"

CONSTITUTION

1. The organization shall be called THE ASSOCIATION OF LADIES CIRCLE SOUTH AFRICA.
2. The Association shall have a badge.
3. The motto of the Association shall be "FRIENDSHIP AND SERVICE".
4. Membership of LADIES' CIRCLE shall be restricted to women between the ages of 18 and 45 years. Any eligible lady may be invited as a guest to club meetings and given the opportunity to stand for membership. Membership shall be in accordance with the conditions set out under CIRCLE RULES Membership Rule 1.
5. The affairs of the Association shall be administered by a NATIONAL EXECUTIVE COUNCIL consisting of a PRESIDENT, IMMEDIATE PAST PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and WEBMASTER. Unless contravening any other rule, all powers and duties vested in the Association may be performed by the NATIONAL EXECUTIVE COUNCIL.
6. An Annual General Meeting of the ASSOCIATION shall be held no later than the 31st day of May each year.

A Circle Club as delegated by the National Executive Council shall convene the National Association AGM. The Circle Club responsible for the running of the AGM and associated functions, shall, within thirty (30) days from the date of the National Association AGM, submit a detailed Financial Report to the National Treasurer, for ratification by the National Executive Council at the second National Council Meeting of the Association. If a deficit or a profit arises, the responsibility shall be a matter between the Conference Committee and the National Executive Council. (Refer to National Rules 5.11)

6.1 At each National Annual General Meeting of the Association the following business shall be transacted:

- Notice convening the meeting
- Confirmation and Adoption of Standing Orders
- Reading of National Aims and Objects
- Approval of the Agenda
- Confirmation and adoption of the Minutes of the last AGM
- Matters arising there from
- President's Report
- Vice President's Report
- National Secretary's Report
- National Treasurer's Report
- National Webmaster's Report
- Circle Reports
- Proposals submitted by the National Executive Council
- Proposals submitted by Circles
- Election of Officers
- Announcement of newly elected National Executive Council and Executive Councillors
- Incoming Presidential Address
- Any other business

7. Neither this Constitution nor the Rules hereunder shall be amended, added to, altered or rescinded save and except upon a resolution passed by two-thirds of those entitled to vote and present at the time of voting at an Annual General Meeting of the Association.
8. A copy of this Constitution and the Rules, certified as such by the President and the Secretary of the Association may be accepted as true.
9. In the event of a conflict in interpretation or otherwise between this Constitution and the Rules adopted hereunder, the Constitution shall prevail; and this provision shall apply also in the event of a conflict between this Constitution and that of a Circle.

10. CORPORATE STATUS

10.1 Body Corporate

- 10.1.1 The Association shall be a body corporate, as referred to by the SA National Department of Social Development, not for gain, with perpetual succession, and capacity to acquire rights and incur obligations independently of its Members.
- 10.1.2 All assets, funds or property of The Association shall be held or registered in the name of The National Association of Ladies Circle as a corporation at law.
- 10.1.3 All the income and property of The Association shall be applied solely towards the promotion of its objectives, and no portion thereof shall be paid or transferred directly or indirectly to any Member or Members, provided that nothing herein contained shall prohibit the payment of bona fide remuneration to any servant of The Association, or to any Member in consideration of any services actually rendered to The Association.

10.2 Legal Proceedings

- 10.2.1 Neither The Association nor any Member on behalf of The Association shall institute legal proceedings without leave of the National Executive Council, whose discretion shall be absolute.
- 10.2.2 If legal proceedings are instituted against The Association or a Member, in her capacity as a Member of The Association, the National Secretary of The Association shall at once inform the International Secretary of the International Association and thereafter The Association shall be guided by the National Executive Council in its conduct during the proceedings.
- 10.2.3 Subject to the foregoing The Association shall have the power to sue or be sued in its own name and the authority to institute legal proceedings shall vest in the National Executive Council, who shall designate a Member to represent The Association in all such proceedings and issue such a Member with a written power of attorney.

10.3 Liability of Members

- 10.3.1 The liability of every Member of The Association for the debts of The Association shall be limited to the amount of unpaid capitation due by such Member in terms of this Constitution.
- 10.3.2 This provision shall however not detract from any right of The Association to institute against a Member or ex-member any civil or criminal action and/or to recover damages it may have suffered by reason of any grossly negligent, wilful or fraudulent act or omission of such a person either affecting The Association directly or through a third person.

10.4 Rights of Member(s)

Any Member(s) ceasing, from any cause, to be a Member(s) of The Association, shall have no interest in any of the assets of The Association.

10.5 Continued Existence

The Association shall continue its existence notwithstanding changes in composition of its Membership or office bearers.

10.6 Rights to Assets and Property of The Association

The Members of The Association shall have no rights to assets or property of The Association solely by virtue of their being Members or office bearers.

10.7 The Association Logo and Name

To ensure that The Association Logo and name may not be used by any person or body other than The Association. The said Logo and pantone colours have been approved by The Association. The Association and all The Clubs are entitled to reproduce the Logo provided that such reproduction and use is in accordance with the National Rules (Point 7.6.1). No other entity is entitled to reproduce the Logo without the prior approval and consent of The National Executive Council.

10.8 Public Liability

The Association provides Public Liability insurance for The Association, Clubs and Members. Organizers of events involving motorized vehicle (Motor Vehicles, Boats and Airplanes) must arrange special Liability Insurance for these projects as The Association's insurance on the standard will exclude cover for motorized events.

In the event that a claim is made against The Association, Clubs and Members, be it in the form of a letter of demand, a summons or even a telephonic or verbal threat (the "Claim"), the National Treasurer is to be notified immediately and a copy of the Claim is to be sent to her. The insurance policy stipulates that a claim must lodge within 30 days of you being made aware of a possible claim. It is recommended that any incident be reported to the National Treasurer no matter how unlikely a claim appears.

11. DISCIPLINARY ACTION (Refer to LCSA Constitution Appendix 1 – Code of Conduct)

11.1 Misappropriation, fraud or theft of Funds

- 11.1.1 On the knowledge or suspicion that there is or may be any misappropriation, fraud or theft of The Association Funds shall immediately be reported to the National President.
- 11.1.2 Whereupon the National Executive Council shall appoint an investigating committee to investigate the matter and report back to the National Executive Council within 30 days.
- 11.1.3 The National Executive Council shall then decide on the appropriate course of action, subject to the report and recommendation of the investigating committee.
- 11.1.4 Any such Member shall have the right to make representation to the National Executive Council prior to The Association final vote on the issue.

11.2 Conduct that is detrimental to the interest of The Association

- 11.2.1 If any knowledge or suspicion exist that any Member of The Association may have been involved in conduct that is detrimental to the interest of The Association or their Club, or of a failure to observe the Constitutional Rules and Guidelines of The Association the matter shall immediately be reported to the National President. A tribunal disciplinary committee shall immediately be established by the National Executive Council. A written report and recommendation shall be sent to the National Executive Council within 30 days.
- 11.2.2 If the Member being charged wants to appeal the disciplinary committee's finding, she may inform the National Executive Council immediately who has 10 days to give reply. The Association's National Executive Council's decision will be final and binding.

NATIONAL RULES

1. RULES CONNECTED WITH THE NOMINATION AND ELECTION OF THE NATIONAL EXECUTIVE COUNCIL

- 1.1 No member of Ladies Circle shall be eligible to serve or be nominated for National Vice President unless she has served as a Circle Chairman for a full term.

Nominations for this office shall be received two months prior to the National AGM accompanied by her CV and article as requested by the National Council.

- 1.2 The National Vice President of the preceding year shall be voted in as National President for the current year.

- 1.3 In the event of a National President moving away or being unable to fulfil all the duties of National President, she must relinquish the Chair, either to her Immediate Past President for the remainder of the year or to a newly elected President.
- 1.4 The National President shall be given one extra year of active membership if she is due to retire at the end of her year of Office.
- 1.5 Nominations for the offices of National Vice President, National Secretary, National Treasurer and National Webmaster and (National PRO) shall be received 60 days prior to the National AGM.
- 1.6 No member of Ladies Circle shall be nominated for the office of National Secretary or National Treasurer unless she has served as a Circle Council Member in that position for a full term.
- 1.7 No member of Ladies Circle shall be eligible to serve or be nominated for the office of National Webmaster and (National PRO) unless she has served as a Circle Council Member for a full term.
- 1.8 The National Secretary, National Treasurer, National Webmaster and (National PRO) shall hold office for a minimum of one year and a maximum of three years, with a decision re the length of term of office to be made after completion of the first year in office.
- 1.9 All elections shall be by secret ballot. The chairman has only a casting vote.
- 1.10 Nominations will be distributed to all Circles 30 days before the date of the National AGM.
- 1.11 All duties, responsibilities and information will be handed over by the previous Executive National Council elected National Executive Council members no later than 30 days after the National AGM.

2. RULES DEFINING THE POWER AND DUTIES OF THE NATIONAL EXECUTIVE COUNCIL

- 2.1 In an emergency the National Executive Council shall be empowered to co-opt any member, with the exception of the National Vice-President, needed to fill a vacancy of the National Executive Council.
- 2.2 The National Executive Council shall meet at the discretion of the President subject to rule 4.1 of the National Rules.
- 2.3 The National Executive Council shall be empowered to recommend proposals with which the majority agrees and to advise on those that they consider will not be in the best interest of the Association.
- 2.4 In extreme circumstances, when a member has acted in a way which brings the Association or her Circle Club into disrepute, the National Executive Council shall be empowered to apply an expulsion rule according to the procedures as laid out under Circle Rule 1.7.
- 2.5 In the event of a Circle Club closing, the National Executive Council is empowered to retrieve all Circle regalia, including but not limited to the Circle Jewel, and thereafter to be held at the Cory Library in Grahamstown for safekeeping. The National Executive Council shall further be empowered to immediately close any and all banking accounts in the name of the Circle Club. All monies held in the account allocated to Service Funds shall be donated to a charity nominated by the Circle Club within thirty (30) days of closure or failing which to a charity nominated by the National Executive Council. All monies held in the account allocated to Club Funds will be donated to the National Board to be used for the furtherment of the National Association.
- 2.6 National Executive Council Members must attend or participate in all four (4) National Council meetings, unless a written apology, with satisfactory reason, is accepted by the remaining members of the National Executive Council.
- 2.7.1 The National Executive Council shall use a cloud based storage facility to store and safeguard all Ladies Circle information and documents. All members of the National Executive Council must have access to the facility.
- 2.7.2 The information and documents referred to in 2.7.1 includes, but is not limited to:
 - a) Circle monthly Minutes, Notices and Resolutions;
 - b) Circle Chairman quarterly reports;
 - c) Circle Constitutions;
 - d) Council Meetings and AGM: Notice, Agenda, Addendums, Minutes, Resolutions;

- e) Executive Council quarterly reports;
- f) Completed Membership form(s) and Notice(s) of Resignation from the Circle Chairman;
- g) Member Directory;
- h) LCSA Guidelines;
- i) LCSA Constitution.
- j) Appendix 1 LCSA Code of Conduct
- k) Appendix 2 LCSA Nominations 2.1 National Executive Council
- l) Appendix 3 LCSA Applications 3.1 National Service Project
3.2 National Travel Grant
- m) Appendix 4 LCSA Forms 4.1 Membership
4.2 Resignation
- n) Appendix 5 Templates 5.1 Agenda and Minutes
5.2 Chairman Quarterly Report
5.3 Project Report
5.4 Fundraiser Report
5.5 Treasurer Quarterly Report
5.6 Press Release (*New*)
- o) Appendix 6 New Circle 6.1 Generic Constitution (*New*)
6.2 Inauguration Resolution (*New*)
6.3 Charter Certificate (*New*)
6.4 Charter Dinner Program (*New*)

2.7.3 National Webmaster (PRO)

2.7.3.1 Public Relations

The National Webmaster shall act as Public Relations Officer of The Association. She should ensure that the Aims and Objectives of The Association should be more generally known to the Public. Terms of reference:

- 2.7.3.1.1 To co-ordinate and arrange publicity for The Association by whatever means she sees fit;
- 2.7.3.1.2 To promote and publicise in every possible way the Association's National Service Project and to supply the media with any information suitable for publication;
- 2.7.3.1.3 To keep all Clubs of The Association informed by means of regular newsletters as to inform them of important issues relating to The Association;
- 2.7.3.1.4 To inform Club Webmasters (PRO's) of the various contacts at their disposal into the media;
- 2.7.3.1.5 To deal with any adverse publicity that The Association may receive;
- 2.7.3.1.6 The Association President shall be the only person making official statements to the press on policy matters.

2.7.3.2 The Association Website and Social Media Sites

- 2.7.3.2.1 It shall be the duty of the National Webmaster (PRO), in consultation with the National Executive Council to monitor, advise and regulate The Association's Website and any other Social Media sites set up for The Association.
- 2.7.3.2.2 Control of The Association Website and Social Media sites shall vest in the National Webmaster (PRO) who may, with the approval of the National Executive Council, appoint an Administrator.
- 2.7.3.2.3 All Club Websites and Social Media sites shall be monitored by the National Webmaster (PRO).

- 2.7.3.2.4 The National Webmaster (PRO) shall present a budget which shall cover all costs involved in administration of The Associations website which shall be represented at each AGM in conjunction with the proposed budget of The Association.
- 2.7.3.2.5 Non-exclusive list of actions and content that are prohibited by The Association
 - 2.7.3.2.5.1 Materials that exploits the images of children under 18 years of age, or that discloses personal identifying information belonging to children under 18 years of age without prior permission from the parents or guardians;
 - 2.7.3.2.5.2 Material that is, in the opinion of the National Executive Council, grossly offensive to The Association community and public at large, including, but not limited to clear expressions of bigotry, racism, or other hate speech, or threats of violence;
 - 2.7.3.2.5.3 Pages that promote illegal activity and any promotion of or provision of instructions for illegal activity;
 - 2.7.3.2.5.4 Material that is invasive of privacy or proprietary rights, including posting another person's private information;
 - 2.7.3.2.5.5 Material that depicts sexual content or nudity;
 - 2.7.3.2.5.6 Materials that is contrary to customary standards for material suitable for public display; and lacks serious literary, artistic, political, educational, or scientific value.

3. THE FOLLOWING MATTERS SHALL BE DELEGATED TO THE NATIONAL EXECUTIVE COUNCIL

- 3.1 The Administration of the Association's Funds.
- 3.2 The payment out of Association Funds of all reasonable expenses incurred by any member of the National Executive Council, the purchase of office equipment and all expenses of National Council Meetings.
- 3.3 The preparing of Standing Orders for approval by the delegates present at the National AGM.
- 3.4 The arrangement for the AGM and National Executive Council Meetings.
- 3.5 The interpretation of Rules and Standing Orders.
- 3.6 Such other matters as may be delegated to them by Circle Clubs.

4. RULES GOVERNING NATIONAL EXECUTIVE COUNCIL MEETINGS

- 4.1 The National Executive Council shall meet at least four times a year. The council meeting in preparation for the Annual General Meeting, which is usually the 4th Council Meeting, will be a Closed National Executive Council Meeting.
- 4.2 All proposals can be submitted to the National Council for discussion throughout the year, no later than thirty (30) days prior. These proposals will be discussed at the National Council Meetings.
- 4.3 Any proposals that arise after Council Meeting 3, must be submitted no later than 60 days prior to the National AGM. All proposals will then be discussed by the National Executive Council at the Closed Council Meeting.
- 4.4 The National secretary shall send out reminders, proposals and Agendas for the above meetings to all National Executive Council Members and Circle Club Chairmen thirty (30) days before the AGM and not less than two weeks before each National Executive Council Meeting.

- 4.5 The National Executive Council shall have the power to make its own Standing Orders for regulating procedure at its meetings.
- 4.6 At any meeting of the National Executive Council, a Proposal may be discussed and changed before submitting it to the Closed National Executive Council Meeting.
- 4.7 At any meeting of the National Executive Council a Proposal put to the vote shall be decided on a show of hands, except at the discretion of the Chairman. Any Proposal that has been submitted for National AGM Agenda, which is rejected by a 75% majority of the National Executive Council present, shall be deleted from the National AGM Agenda and will only eligible to be resubmitted at the next AGM cycle.

5. RULES CONNECTED WITH FINANCE

- 5.1 The financial year of the Association shall end on the 31st March.
- 5.2 New members joining Ladies Circle during the financial year shall pay National Capitation fees, which capitation fees shall be calculated on a pro-rata basis, i.e. $\frac{1}{12}$ of annual capitation fees per month for the remaining months of the financial year. These monies shall be paid over to the National Council within two months of the circle joining.
- 5.3 All other Circles shall pay the National Capitation Fees to the Association by 31st July. These fees are due for all members who are in Circle at 1st April of the current circle financial year. If Capitation fees are not paid by 31st July, the Circle will forfeit their rights to vote at the following National AGM, and their Members rights to apply to the National Travel Fund.
- 5.4 A current financial balance statement of Ladies Circle South Africa shall be circulated with the Agenda for all National Council Meetings.
- 5.5 A Set of Reviewed Financial Statements shall be circulated with the Agenda for the National AGM.
- 5.6 Providing Identification Documents and Domicile Documents:
 - 5.6.1 All National Board members shall be required to provide certified copies of their Identification Documents and Domicile Documents.
 - 5.6.2 All Circle Council members shall be required to provide certified copies of their Identification Documents and Domicile Documents.
 - 5.6.3 All Identification Documents and Domicile Documents must be submitted to the National Secretary within thirty (30) days from the date of election of National Board and Circle Council position.
- 5.7 Powers of the Finance Committee:
 - 5.7.1 To open and maintain a banking account and other accounts. The President, Vice President and Treasurer constitute the Finance Committee. All cheques and negotiable documents shall be co-signed by the Treasurer and any one of the remaining members of the Finance Committee. Any one of the remaining members of the Finance Committee has the proxy to sign in the absence of the Treasurer; the persons, who accept fiduciary responsibility for the Association account, shall not be connected persons as defined in the Income Tax Act.
 - 5.7.2 To draw, make, accept, endorse, negotiate, discount, execute and issue banking transactions, promissory notes or Bills of exchange and other negotiable or transferable instruments;
 - 5.7.3 To invest or employ in such manner as National Executive Council shall deem fit, such funds which are not immediately required by the National Executive Council. Any interest earned on the investment of funds as indicated, shall be added to the National travel fund;
 - 5.7.4 To accept donations, gifts, legacies, bequests, and benefits of what nature or kind whatsoever;
 - 5.7.5 To appoint sub-committees to investigate, report on and promote matters referred to them and to revoke any such appointments;

- 5.7.6 To publish and distribute to members reports of proceedings and activities of the Association, and to publish and circulate literature for the enlightenment of members of the public;
 - 5.7.7 To register the name of the Association and/or this Constitution and the incorporated rules with any appropriate authority;
 - 5.7.8 To conduct any lawful business solely for the furtherance of the objectives of the Association;
 - 5.7.9 Generally to do all such acts and things as are incidental to the attainment of the Association's objectives.
- 5.8 National Travel Grant:
- 5.8.1 The National Travel Grant shall be open to all full members of Ladies Circle South Africa.
 - 5.8.2 Full members may apply to the National Board for funds to be used for traveling to various Ladies Circle South Africa related functions and events within South Africa only. Applications must be made in writing and submitted to the National Treasurer, National Secretary and National Immediate Past President 30 (thirty) days prior to events and functions as per 5.8.2.
 - 5.8.2.1 The candidate must have been an active member for at least one year prior to the date of application.
 - 5.8.2.2 The National President and Vice-President can apply to the National Travel Fund for travelling to MTM African Region.
 - 5.8.3 The National Executive Council will determine the amount to be paid if awarded.
 - 5.8.4 A Full travel report shall be sent to the National Treasurer, National Secretary and National Immediate Past President no later than 30 days after your travel. Should this deadline not be achieved, your travel grant may be retracted and not paid out.
 - 5.8.5 The granting of the travel grant will be dependent on funds in the National account.
 - 5.8.6 The travel grant will be granted at the discretion of the National Board.
 - 5.8.7 Funds collected from fines, raffles and any other fundraising events at National functions shall be allocated to the travel grant.
- 5.9.1 The President should receive an annual honorarium. This honorarium should increase by 10% annually subject to funds available. This should be discussed and voted in at the National AGM as part of the budget for the following year. A financial report, detailing expenditure (including proof of payments) of the full honorarium amount received should be presented to the Ladies Circle South Africa Treasurer by 31 March of the year in which the President completes her portfolio.
- 5.9.2 The Vice-President should receive a fund. This Vice-President fund will be limited to the value of funds raised by her during the year as Vice-President. The Vice-President must submit a fundraiser/project report for each project, showing the income, expenses, any donations and final profit made, and will be recorded by the National Treasurer. It is suggested that the funds raised as Vice-President be used to visit local circles and promote circle locally as the primary responsibility of the Vice-President is membership.
- 5.9.3 If the National President or Immediate Past President resigns from Ladies Circle during her year of office, she is obliged, at the discretion of the National Executive Council, to reimburse the National Association of Ladies Circle South Africa all monies utilized for fulfilling her duties during her term of office as National President.
- 5.10 Annual General Meeting:
- 5.10.1 Should a profit be made from the Annual General Meeting, 25% of the profit shall be allocated to the hosting Circle and 75% shall be allocated to Ladies Circle South Africa.
 - 5.10.2 Of the portion allocated to Ladies Circle South Africa, 50% shall be allocated to the travel fund and 50% shall be allocated to the administration fund.

- 5.10.3 The National Board reserves the right to further investigate when excessive profits are made following an Annual General Meeting.
- 5.10.4 The National Council will not be held liable for deficit incurred by the organizing committee at an Annual General Meeting.

6. RULE FOR NATIONAL SERVICE PROJECT

- 6.1 The NSP to receive the support shall be voted on at the National AGM.
- 6.2 Funds donated are to be made into a dedicated account, to be handled by the Circle's Treasurer. Interest earned from funds in this account shall be added to the sum to be donated to the chosen NSP. Records shall be kept by the Circle's Treasurer of all donations.
- 6.3 The Circle has to have the administrative, legal and financial responsibility of the NSP. The Circle can only nominate one NSP each.
- 6.4 The nomination must first have the approval of the Circle Executive Council of the Circle applying for the NSP.
- 6.5 The completed application form shall be sent to the National Secretary 60 days prior to the National AGM.
- 6.6 A vote shall be taken at the National AGM between the suggestions received.
- 6.7 Following the NSP receiving the vote at the National AGM, all the funds paid to the NSP will go to the benefit of the NSP accepted. All the administrative costs of the NSP are to be taken care of by the Circle nominating the NSP.
- 6.8 A quarterly (at every National Board Meeting) progress report (written) shall be given to the National Executive Council concerning the progress and finances of the NSP. This report should be distributed to all the Circle Executive Councils.
- 6.9 The Executive Council of the Circle proposing the NSP shall be responsible for overseeing the NSP and for ensuring that the funds are used for the intending charity during the NSP.
- 6.10 The National Executive Council has the right to intervene in the NSP if the requirements mentioned above are not fulfilled.
- 6.11 The time limit for donations towards the NSP is the **31th March** every year of the NSP Funds received later will automatically go to the next NSP elected at the National AGM.
- 6.12 A representative or the Circle receiving the funds /goods shall give a brief report on the proceedings of the NSP at the National AGM after the completion of the NSP. Enquiries concerning the NSP should be answered by the responsible Circle at the National AGM or within 30 days thereafter.
- 6.13 If for any reason it proves impossible to use the funds, it shall be returned to the National Executive Council and the amount added to the Fund for distribution by the next NSP.
- 6.14 Every NSP should last for no more than two years.
- 6.15 All funds raised and paid to the NSP will be recorded by the National Treasurer.

7. GENERAL

- 7.1 Proposals brought to an Annual General Meeting, whether adopted or rejected, shall not be brought forward for reconsideration until the second Annual General Meeting after that at which they were moved unless directed by the National Executive Council (i.e. when two full Circle years will have elapsed).
- 7.2 Full Minutes of the AGM shall be sent to each Circle club within two months of the AGM.
- 7.3 An electronic National Directory shall be distributed to all Circles by the National Secretary. The National Directory shall be updated quarterly.

7.4 The bestowal of Honorary Life Membership of The National Association of Ladies Circle South Africa shall be the prerogative of the National Executive Council.

7.5 Circlers shall address the member in the chair as Madam Chairman.

7.6 REGALIA

7.6.1 The Logo

The Logo of The Association consists of an outer circle with yellow (Pantone 7406c) and green (Pantone 362c) and the wording "Ladies Circle South Africa" in yellow (Pantone 7406c). The inner circle has the South African coastline with the King Protea (Protea Cynaroides). The ocean is blue (Pantone 638c) and the Protea flower is pink (Pantone 1555c, 223c, 250c and 218c) and the leaves are green (Pantone 362c). The approved Logo with the relevant Pantone colours is available in The Association's cloud based storage facility.

7.6.2 Jewels

7.6.2.1 The Association President's Jewel

This is in the keeping of The Association President for her year of office. The Association President's jewel shall be suspended from a collaret and is The Association's Logo in gold colour. The size is 60 mm in diameter. Metal plates, gold in colour, bearing the name of the previous incumbents of the Office of The Association President and the year of holding such office shall be fitted to the collaret. The collaret is beaded in various colours and may not be used for the jewel of any other Officers.

7.6.2.2 The Associate Vice President, Treasurer, Secretary and Webmaster Jewels

These are in the keeping of The Association Officers for her year of office. The jewels shall be suspended from a collaret and is The Association's Logo in gold colour. The size is 40 mm in diameter. Metal plates, gold in colour, bearing the name of the previous incumbents of the Office and the year of holding such office shall be fitted to the collaret. The collaret is royal blue.

7.6.2.3 The Associate Immediate Past President Jewel

These are in the keeping of The Association Officers for her year of office. The jewels shall be suspended from a collaret and is The Association's Logo in gold colour. The size is 40 mm in diameter. The collaret is royal blue.

7.6.2.4 The Club Chairman Jewel

This is in the keeping of The Club Chairman for her year of office. The jewels shall be suspended from a collaret and is The Association's Logo in gold colour. The size is 50 mm in diameter. Metal plates, gold in colour, bearing the name of the previous incumbents of the Office of holding such office shall be fitted to the collaret. The collaret is royal blue.

7.6.2.5 General

All those entitled to wear Jewels are expected to wear these at all official ceremonial functions.

7.6.3 Banners

The design of Banners is governed by the National Executive Council and should be submitted to the National Webmaster (PRO) for approval and may only be manufactured after approval is given by the National Executive Council.

7.6.4 Lapel Badges / Pins

The design of Lapel Badges / Pins is governed by the National Executive Council and should be submitted to the National Webmaster (PRO) for approval and may only be manufactured after approval is given by the National Executive Council.

STANDING ORDERS – AGM

1. STANDING ORDERS GOVERNING THE NATIONAL AGM

- 1.1 A record shall be kept of the attendance of Officers, Voting Delegates and all other attendees.
- 1.2 The quorum of any National AGM shall be a number equal to 80% (eighty percent) of the Circles chartered.
- 1.3 The Meeting shall appoint Tellers, not being Voting Delegates who shall be responsible for reporting to the Chairman the result of a poll. This is to be a show of hands, a count to be recorded in the Minutes only when the result would otherwise not be obvious.
- 1.4 The Meeting shall appoint Scrutineers for the purpose of checking ballot papers for the election of Officers. These shall be neither Voting Delegates, nominees for National Office, nor members from the same Circle as a nominee.
- 1.5 All elections shall be by secret ballot. (Even when a position is unopposed)
- 1.6 A candidate must receive at least 51% of total votes cast to be duly elected. If there is only one candidate for a position on the National Executive Council, and 40% or more of the voting delegates abstain from voting, a vote of No Confidence will be carried. No election will take place until further nominations have been received.
- 1.7 Any proposal concerning finance, changes to the Constitution and the joining, retiring of members and cessation of membership must have a two-thirds majority to be passed. The result of any such vote must be recorded in the Minutes.
- 1.8 The Chairman must give a casting vote when the occasion arises and may make a proposal from the Chair.
- 1.9 A member addressing the Chair SHALL STAND; all other members shall remain seated.
- 1.10 No Delegate or member shall speak more than once on each separate question except the proposer of a proposal or amendment in reply.
- 1.11 No delegate or member shall speak except on the question before the meeting and shall confine her remarks to what the Chairman may consider relevant to such questions.
- 1.12 The proposer of a proposal or amendment shall not at any time speak for more than five minutes unless she obtains the consent of the Chairman, who may submit the request to the meeting without debate. No other speaker shall, without permission, exceed two minutes.
- 1.13 Procedure to follow when dealing with resolutions:
 - a) Any resolution may be discussed by the Meeting before it is voted on.
 - b) At this stage, any Voting Delegate, subject to the Approval of the Chairman, may propose an amendment.
 - c) When an amendment has been proposed, it must be voted on and must be settled before any other amendment can be considered. A straight majority is needed to accept an amendment.
 - d) If the voting is against the amendment, then it is lost, and the Chairman will ask for any other amendments. If there are no more amendments, the original proposal will then be voted upon in accordance with rule 1.7.
 - e) If the voting is for the amendment, it is therefore carried, and become the amended proposal, to which any further amendments can be proposed and dealt with as in (b) and (c) above. The final amended proposal becomes the substantive proposal and as such may be voted on in accordance with rule.

- f) If the voting is against the substantive proposal, it means that the whole proposal is lost, and on no account does the meeting return to the original proposal.
- 1.14. Amendments to items already included on the National AGM Agenda concerning the Constitution Rules or Standing Orders must be submitted in writing to the National Secretary fourteen days prior to the commencement of the AGM.
 - 1.15. The Chairman shall prevent unnecessary repetition and shall call to order any Delegate or Member committing a breach of Standing Orders or Rules.
 - 1.16. The Chairman's ruling on any point of order shall be final.
 - 1.17. These Standing Orders can only be suspended or altered by a two-thirds majority of the Voting Delegates present at the AGM.

STANDING ORDERS – COUNCIL MEETING

2. STANDING ORDERS GOVERNING THE NATIONAL EXECUTIVE COUNCIL MEETINGS

- 2.1 All elections shall be by secret ballot. (even when a position is unopposed) The Chairman has only a casting vote.
- 2.2 The quorum of any National Executive Council Meeting shall be a number equivalent to eighty percent (80%) of the National Executive Council Members.
- 2.3 At any meeting of the National Executive Council a proposal put to the vote shall be decided on by show of hands, except at the discretion of the Chairman. Proposals submitted for the National AGM and carried by the National Executive Council shall be included on the National AGM Agenda. At the discretion of the National Executive Council, any proposal rejected under National Rule 4.4 may be considered as an item for discussion at the National AGM.
- 2.4 Any proposal concerning finance must have a two-third majority to be passed. The result of any vote concerning finance must be recorded in the Minutes.
- 2.5 The Chairman may make a proposal from the Chair.
- 2.6 No member shall speak except on the question before the meeting and shall confine her remarks to what the Chairman may consider relevant to such question.
- 2.7 The mover of a proposal or amendment shall not at any time speak for more than five minutes unless she obtains the consent of the Chairman, who may submit the request to the meeting without debate. No other speaker shall, without permission, exceed two minutes.
- 2.8 Procedure to follow when dealing with resolutions:
 - a) Any resolution may be discussed by the Meeting before it is voted on.
 - b) At this stage, any Voting Delegate, subject to the Approval of the Chairman, may propose an amendment.
 - c) When an amendment has been proposed, it must be voted on and must be settled before any other amendment can be considered. A straight majority is needed to accept an amendment.
 - d) If the voting is against the amendment, then it is lost, and the Chairman will ask for any other amendments. If there are no more amendments, the original proposal will then be voted upon in accordance with rule 2.3.
 - e) If the voting is for the amendment, it is therefore carried, and become the amended proposal, to which any further amendments can be proposed and dealt with as in (b) and (c) above. The final amended proposal becomes the substantive proposal and as such may be voted on in accordance with rule 2.3.
 - f) If the voting is against the substantive proposal, it means that the whole proposal is lost, and on no account does the meeting return to the original proposal.

- 2.9 The Chairman shall prevent unnecessary repetition and shall call to order any member committing a breach of the Standing Orders or Rules.
- 2.10 The Chairman's ruling on any point of order shall be final.
- 2.11 These Standing Orders can only be suspended or altered by a two-third majority of the members present at a National Executive Council Meeting.

CIRCLE RULES

1. MEMBERSHIP

- 1.1. Membership of LADIES CIRCLE shall be restricted to women between the ages of 18 and 45 years. Any eligible lady may be invited as a guest to club meetings and given the opportunity to stand for membership. Membership shall be in accordance with the following conditions.
- 1.1.1. A Circle Member at a Circle Business Meeting shall make proposals for election of a new member verbally. The nominee's name, age and profession shall be stated. She shall, before her name is put forward for election, have taken part as a guest in at least three (3) Club Meetings and (1) Circle Project. Circle Members shall be given the opportunity to make an objection. Should no objections be made, the nominee may thereafter be elected to the Circle. A proposal, which has been defeated, cannot be re-submitted during the same year of activity. The nominee should not be present when her election to the Circle is being examined, and the Circle Members must observe secrecy about what has been said on the question of election.
- 1.2. No member shall be allowed to belong to more than one Circle at a time.
- 1.3. Membership of Ladies Circle shall cease on the occurrence of any of the following:
- 1.3.1. Upon a member attaining the age of 45 years provided that such member shall maintain her membership until the last day of the National Association Year, immediately following her 45th birthday.
- 1.3.2. Upon the failure on the part of a member to pay her Circle subscription within thirty (30) days after having been notified of such omission by the Circle Treasurer in writing addressed to such a member at her last known address.
- 1.3.3. Upon the failure of a member to attend a minimum of fifty percent of the General Meetings of her Circle during any consecutive four month period, unless explanation of such absence or reason for attending via Zoom have been given to the satisfaction of the Circle Council.
- 1.3.4. Upon receipt of written resignation sent to her Circle secretary.
- 1.3.5. Subject to the provisions of Membership Rule, no Circler can hold the position of Chairman or Vice Chairman after permanently leaving the town or district in which her Circle club is established.
- 1.4. Any member of the Association who is in good standing with her club, shall be entitled to transfer from one club to another, subject to the approval of the Circle Council, provided that such member seeking transfer shall affect her transfer within six months of her having left her club, failing which, her membership of the Association shall lapse.
- 1.4.1. If a member is transferring to another Circle club, her own Circle Secretary shall notify the Secretary of the Circle club she wishes to join.
- 1.5. The Chairman shall be given the option of one extra year of active membership if she is due to retire at the end of her year in office.
- 1.6. An Honorary Member shall be one whom the Circle wishes to honour and shall be elected annually, at the Circle Annual General Meeting. Such members shall hold no office nor have the power to vote.
- 1.7. Any member disregarding the Constitution Rules, Regulation or her Circle Club, or being guilty of conduct which, in the opinion of her Circle Council is detrimental to the interest of Circle, may be expelled if the Circle

Council vote is unanimous in favour of such expulsion, provided that a member so expelled shall have the right of appeal to a full meeting of members of the Circle and in the event of her appeal not being upheld, to a further appeal to the National Executive Council whose decision shall be final and binding upon the member concerned and her Circle club.

- 1.8 Members may apply to their Circle Chairman for “leave of absence” for a period not exceeding 3 (three) months, in a Circle financial year, for reasons being study leave or other business or for personal reasons. Leave of absences may not run consecutively. This should, however never be taken as a matter of course and should only be agreed to under exceptional circumstances. A member being on leave does affect the function of a Circle and is still liable for capitation fees during said period.

2. NEW CIRCLES

- 2.1 A Circle may only be formed in connection with another Circle or in connection with Round Table.
- 2.2 Application for charter shall be made in writing in such form as the National Executive Council may from time to time direct and shall be subject to approval by the National Executive Council.
- 2.3 The National Executive Council shall not approve an application for Chartered membership unless the applicant Circle shall have complied with the following requirements:
 - 2.3.1 They have the motto “Friendship and Service”.
 - 2.3.2 They shall carry a name as approved by the National Executive Council.
 - 2.3.3 They shall have adopted as their objectives, the Aims and Objectives of the Association of Ladies Circle South Africa.
 - 2.3.4 They shall have operated a minimum of six months from the date of inauguration before their application for charter.
 - 2.3.5 They shall have submitted for approval their logo to the Secretary of the National Executive Council. Refer to the LCSA Guideline “H” regarding criteria for logo design.
 - 2.3.6 They shall have submitted for approval a true copy of their Constitution to the Secretary of the National Executive Council. Such Constitution shall in addition to the adoption of the Aims and Objects of the Association provide the Membership Rule as defined in Clause 1 of this session.
 - 2.3.7 A true copy or example of their Chairman’s Jewel and ribbon shall be submitted to the National Executive Council for approval prior to the Charter of said Circle. The Chairman’s Jewel shall be of standardized size and depict National logo as approved by the National Executive Council. The Chairman’s Jewel shall be attached to a navy blue ribbon, colour to be approved by the National Executive Council.

3. ELECTION OF OFFICERS

- 3.1 The business of the Circle shall be conducted by the Circle Executive Council, which will comprise the Chairman, Immediate Past Chairman, Vice Chairman, Secretary and Treasurer, and any such other Councillors as the Circle deems necessary. These officers are to be elected by secret ballot (even if unopposed) at the Circle AGM, which must have a 60% (sixty percent) quorum. All active members may vote at this meeting. No voting by proxy or post shall be allowed. The Chairman shall have only a casting vote.
- 3.2 The Chairman shall not hold office for more than two (2) consecutive terms.
- 3.3 The Vice-Chairman of the preceding year shall be elected Chairman for the current year.
- 3.4 In the event of a Circle Chairman moving away or being unable to fulfil all the duties of Chairman, she must relinquish the Chair, either to her Immediate Past Chairman for the remainder of the year or to a newly elected Chairman.
- 3.5 All Circles AGM’s shall be held within forty-five (45) days of “Circle” year-end.

- 3.6 National Executive Councillors shall be elected annually at the AGM from nominations received from Circles. The nominees shall be experienced Circlers. National Executive Councillors shall serve for only one year.
- 3.7 A Circle who does not have a Circle Executive Council, namely Chairman, Immediate Past Chairman, Vice Chairman, Secretary and Treasurer, should seek support from the National Council to make up the remaining members of the Circle Council until such time as more members can be inducted.
 - 3.7.1 Their involvement in the Circle can be made via the use of Skype and other Social Media Platforms
- 3.8 Should there be no Circle Treasurer to complete the Circle Financial Committee, the National Treasurer shall be appointed as administrator of the Circle bank account as per Circle Rule 4.6

4. FINANCE

- 4.1 A Set of Reviewed Financial Statements for the Circle shall be presented at the Circle Annual General Meeting.
- 4.2 A Financial Report will be submitted to the National Treasurer on a Quarterly Basis, including project and fundraiser recons, within a month of the end of each quarter.
- 4.3 Failure to comply with either Circle Rule 4.1 and 4.2 may result in The National Executive Council putting the Compliancy of the Circle under review, with potentially the view to suspend or close the Circle.
- 4.4 Capitation fees shall be paid to the National Treasurer by 31st July. These fees are due for all members who are in Circle at 1st April of the current circle financial year. Those Circlers who have not paid their fees by the final date shall incur a R50.00 (Fifty Rand) penalty. If Capitation fees are not paid by 31st July, the Circler will relinquish her voting rights at Business Meetings and the right to apply to the Circle Travel fund as well as the National Travel Fund.
- 4.5 New members joining Ladies Circle during the financial year shall pay National Capitation fees, which capitation fees shall be calculated on a pro-rata basis, i.e. 1/12 of annual capitation fees per month for the remaining months of the financial year. These monies shall be paid over to the National Council within two months of the Circler joining.
- 4.6 It is desirable, when money is taken from the public that, though value of the money is given, profits shall be set-aside for charitable purposes. In all cases where it is said expressly, or by implication, that the money will be donated to charity, then it must be so set aside. It is undesirable that public functions be organized to raise money for Circle Funds. The Association relies on the integrity of its members in this respect. It is however, permissible to place up to ten percent (10%) of the net profits into the Circle Business Account to cover administrative costs. It is mandatory to retain five percent (5%) for Ladies Circle South Africa Admin Fund for all fundraisers. Every project should have a report sent to Ladies Circle South Africa within 30 days after the fundraiser. All Circles are required to pay these amounts over to the Ladies Circle South Africa Admin Fund by the 31st March of the year in which they were retained. Failure to pay over these funds will result in the Circle forfeiting their right to vote at the following AGM and their members' right to apply to the National Travel Fund, at the discretion of the National Board.
- 4.7 Liability of Circle debts:
 - 4.7.1 The liability of every member of the Circle shall be limited to the amount of subscription due by such member in terms of this Constitution. Beyond this, no member shall be personally liable for the debts of the Circle.
 - 4.7.2 This provision shall however not detract from any right of the Circle to institute against a member or ex-member, any civil or criminal action and/or to recover damages it may have suffered by reason of any grossly negligent or fraudulent act or omission of such person, either affecting the Circle or through a third party.
- 4.8 The National Treasurer may be an administrator on each Circle's bank accounts, to assist with everyday functions of the Circle when the need arises.

5 CIRCLE AND NATIONAL AGM

- 5.1 The National AGM Agenda must be discussed by the Circle at their AGM or at a special meeting convened for this purpose.

- 5.2 It is required that Each Circle shall send ONE representative as a Voting Delegate to vote on behalf of her Circle at the National AGM.
- 5.3 All Delegates to the National AGM shall register prior to the meeting.
- 5.4 Only the Voting Delegates shall be entitled to vote at National AGMs. Only Full or Honorary Members attending may be allowed to speak.
- 5.5 Delegates are expected to be punctual and should remain until the completion of the National AGM.

6 GENERAL

- 6.1. Circles may adopt their own local rules, providing they do not contravene any rule in the Rule Book.
- 6.2. All Circles will have a minimum of ten business meetings a year. Social meetings are entirely a domestic matter for the individual Circle to decide. Circle Business Meeting Minutes will be circulated to all Circle members and the National Secretary within 7 days of each Business Meeting.
 - 6.2.1. Circlers shall address the member in the Chair as Madam Chairman.
 - 6.2.2. Failure to comply with this rule may result in The National Executive Council putting the Compliance of the Circle under review, with potentially the view to suspend or close the Circle.

6.3. Ladies Circle Statement of Gratitude:

“We are thankful for the gift of friendship and the privilege of service.”

6.4. Formal method of induction of new members:

“Welcome You are joining Ladies Circle and will be part of the National Association whose motto is “Friendship and Service”.

During your membership we hope you will find friends, Locally, Nationally and Internationally.
We are sure you will find our meetings enjoyable and will want to attend as often as possible.
We wish you much happiness amongst us.”