



Insert Circle Logo

CONSTITUTION OF

[NAME OF CIRCLE] LADIES CIRCLE NO. []

Adoption: [INSERT DATE] 2023

[INSERT]	Chairman	_____
[INSERT]	Vice-Chairman	_____
[INSERT]	Secretary	_____
[INSERT]	Treasurer	_____
[INSERT]	Public Relations Officer	_____
[INSERT]	Member	_____
[INSERT]	Member	_____

1. **DEFINITIONS**

- 1.1 Circle Year: 1st April to 31 March (next following);
- 1.2 National Association Year: 1st April to 31 March (next following);
- 1.3 Circle Council: The Circle Executive Council and other elected Council Members;
- 1.4 Circle Executive Council: Circle Chairman, Immediate Past Chairman, Vice-Chairman, Secretary and Treasurer;
- 1.5 National Executive Council: The Council of the National Association of Ladies Circle South Africa, comprising of the President, Immediate Past President, Vice President, Secretary, Treasurer and Webmaster;
- 1.6 Club: A Chartered Circle;
- 1.7 National Association: The Association of Ladies Circle South Africa;
- 1.8 LCSA: Ladies Circle South Africa;
- 1.9 LCI: Ladies Circle International;
- 1.10 Ladies Circle: A service organization for women between the ages of 18 and 45;
- 1.11 The Circle: [insert name of circle] Ladies Circle No. [No of Circle];
- 1.12 A.G.M.: Annual General Meeting;
- 1.13 Active Members: Member(s) of the Circle who fulfill the requirements as set out in Circle Rules, clause 9.1;
- 1.14 Honorary Members: Member(s) so defined in terms of Clause 9.1.4 of the "Circle rules";
- 1.15 Days: Refer to calendar days;
- 1.16 The Constitution: The Constitution of the [name] Ladies Circle No. [];
- 1.17 Officers: Council Officers of the [] Ladies Circle No. [];
- 1.18 Viva Voce Vote: Voting by speech, as distinguished from voting by a written or printed ballot.

2. **AIMS AND OBJECTIVES OF THE ASSOCIATION OF LADIES CIRCLE SOUTH AFRICA**

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 Organisations where possible.

3. **CONSTITUTION**

- 3.1 The organisation shall be called [name] Ladies Circle No. [No], (Hereafter referred to as "The Circle").
- 3.2 The Circle shall have a badge and number as approved by the National Executive Council.
- 3.3 The Motto of the Circle shall be FRIENDSHIP AND SERVICE.
- 3.4 Membership shall be in accordance with the conditions set out under Circle Rules, Clause 9.1 hereof.
- 3.5 The affairs of the Circle shall be administered by a Circle Executive Council and other Councillors the Circle deems necessary, whose election are set out in Constitution, Clause 9.2 hereof.
- 3.6 Unless contravening any other rule, all powers and duties vested in the Circle may be performed by the Circle Executive Council.
- 3.7 An A.G.M. of the Circle shall be held within forty-five (45) days of the Circle year-end and no later than fourteen (14) days before the National A.G.M.
- 3.8 At each Circle A.G.M. the following business shall be transacted:
 - a) Notice Convening the Meeting;
 - b) Confirmation and Adoption of Standing Orders;
 - c) Reading of the Aims and Objectives;
 - d) Confirmation and Adoption of the Minutes of the previous Circle A.G.M.;
 - e) Matters Arising;
 - f) National A.G.M. Agenda of the National Association;
 - g) The Circle Chairman's Report;
 - h) The Circle Vice Chairman's Report;
 - i) The Circle Secretary's Report;
 - j) The Circle Treasurer's Report;
 - k) Other Circle Council Members' reports (as deemed necessary by the Circle Chairman);
 - l) Proposals submitted by the Circle's Members;

- m) Election of the Circle's Office Bearers;
- n) Announcement of elected Circle Council;
- o) Installation of Chairman Elect and Incoming Address;
- p) Any other business.

3.9 Neither this Constitution nor the incorporated Rules hereunder shall be amended, added to, altered or rescinded except upon a resolution passed by two-thirds of those entitled to vote, forming a quorum and present at the time of the voting at the A.G.M. of the Circle or at a Special General Meeting called for such purpose. Notice of no less than 21 days shall be given of such special meeting.

3.10 All proposed changes to this Constitution and incorporated Rules must first be sent to the National Executive Council and only after acceptance by the National Executive Council, may they be brought to a vote as stipulated in Clause 3.9.

3.11 The Rules and Constitution of the National Association shall be deemed applicable and incorporated herewith and shall prevail in the event of a conflict with any rule contained in, or with any addition to or alterations of the Constitution of the Circle.

4. **CORPORATE STATUS**

4.1 Body Corporate:

4.1.1 The Circle shall be a body corporate, not for gain, with perpetual succession, and capacity to acquire rights and incur obligations independently of its Members;

4.1.2 All assets, funds or property of the Circle shall be held or registered in the name of the Circle as a corporation at law;

4.1.3 All the income and property of the Circle 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 Circle, or to any member in consideration of any services actually rendered to the Circle;

4.1.4 Notwithstanding the provision of this clause the Circle may allocate a maximum of 15% of the net profit of every project the Circle engages into as an administration charge, as are allowable by law, from Welfare Funds (Projects account) to the Circle's General (House) Account. Please refer to rule 9.3.6 which states that 10% of funds can be used for administration fund and 5% must be donated to Ladies Circle South Africa administration fund.

4.2 Legal Proceedings:

4.2.1 Neither the Circle nor any member on behalf of the Circle shall institute legal proceedings without leave of the National Executive Council, whose discretion shall be absolute;

4.2.2 If legal proceedings are instituted against the Circle or a member, in her capacity as a member of the Circle, the Honorary Secretary of the Circle shall at once inform the Honorary Secretary of

the National Association and thereafter the Circle shall be guided by the National Executive Council in its conduct during the proceedings. Subject to the foregoing the Circle shall have the power to sue or be sued in its own name and the authority to institute legal proceedings shall vest in the Circle Executive Council, who shall designate a member of the Circle to represent the Circle in all such proceedings and issue such a member with a written power of attorney.

4.3 Liability of Members:

4.3.1 The liability of every member of the Circle for the debts of the Circle shall be limited to the amount of unpaid capitation due by such member in terms of this Constitution;

4.3.2 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, wilful or fraudulent act or omission of such a person either affecting the Circle directly or through a third person.

4.4 Rights of Member(s):

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

4.5 Continued Existence:

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

4.6 Rights to Assets and Property of the Circle:

4.6.1 The Members of the Circle shall have no rights to assets or property of the Circle solely by virtue of them being Members or office bearers.

5. **POWERS OF THE CIRCLE**

For the furtherance of its principal objectives the Circle shall have power:

5.1 To open and maintain a banking account and other accounts. The Circle Chairman, Vice Chairman and Treasurer constitute the Finance Committee. All 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 person who accepts fiduciary responsibility for the Circle account, shall not be connected persons as defined in the Income Tax Act.

5.2 Any internet banking or digital channel allowing access to the account shall be operated by the Treasurer;

5.2.1 Any and all payments made from the Circle bank account shall be loaded by the Circle Treasurer and released by another Member of the Circle Finance Committee using the appropriate security protocols as instituted by the relevant bank with which the Circle bank account resides.

Under no circumstances may the Treasurer, or any other Member of the Circle, have the right or ability to both load and release any payments from the Circle bank account;

- 5.2.2 The creation and/or modification of any beneficiary bank account details shall, at a minimum, also follow a 2-step verification process. This means that the Treasurer may create and/or modify any beneficiary bank account details on the internet banking or digital platform, which must be verified/approved within the banking platform by another Member of the Circle Finance Committee before payment to that beneficiary can be made;
- 5.2.3 In the event that the internet banking platform or digital channel does not allow such a verification process, the Circle shall implement an alternative financial control whereby the creation/modification of bank account details of any beneficiary is verified/approved by another Member of the Circle Finance Committee before any payments are affected to the beneficiary in question;
- 5.2.4 Rule 5.2.1 – 5.2.2 shall also apply in the event that a one-time payment is made where no beneficiary is created in the internet banking platform or digital channel for the payment, but only bank account details loaded for payment.
- 5.3 To draw, make, accept, endorse, negotiate, discount, execute and issue banking transactions, promissory notes or Bills of exchange and other negotiable or transferable instruments;
- 5.4 To invest or employ in such manner as the Circle shall deem fit, such funds which are not immediately required by the Circle;
- 5.5 To raise money through projects;
- 5.6 To accept donations, gifts, legacies, bequests, and benefits of what nature or kind whatsoever;
- 5.7 To purchase, take on lease or in exchange hire or otherwise acquire any moveable or immovable property, rights or privileges;
- 5.8 To improve, develop, manage, sell, exchange, lease, donate, subdivide, consolidate, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Circle;
- 5.9 To appoint or dismiss any officials, agents and employees and to determine and pay their remuneration;
- 5.10 To bring or defend any actions or other legal proceedings in any Court of Law, or to refer to arbitration any matter or thing in dispute, subject however, to the provisions of Clause 4.2 hereof;
- 5.11 To appoint sub-committees to investigate, report on and promote matters referred to them and to revoke any such appointments;
- 5.12 To publish and distribute to Members reports of proceedings and activities of the Circle, and to publish and circulate literature for the enlightenment of Members of the public;

- 5.13 To register the name of the Circle and/or this Constitution and the incorporated rules with any appropriate authority;
- 5.14 To conduct any lawful business solely for the furtherance of the objects of the Circle;
- 5.15 Generally to do all such acts and things as are incidental to the attainment of the Circle's objectives.

6. OFFICERS

- 6.1 The elected officers of the Circle shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman and additional Members as deemed necessary by the Circle Council, all of whom are nominated and elected annually. The additional Members shall perform the duties of Charity Officer, Social Convener and PRO (Public Relations Officer). It is also optional to include Sergeant, Corporal and/or IRO (international Relations Officer). It shall be possible for any officer to hold more than one, or a portion of these duties. The officers shall also serve as the Circle Council;
- 6.2 All officers of the Circle shall be active Members;
- 6.3 The Circle Chairman, Vice Chairman and additional Members (The Circle Council) shall be elected at the A.G.M. of the Circle, shall take office on the date of the new Chairman's induction, and shall remain in office until their successors have been elected;
- 6.4 All officers shall retire annually, but shall be eligible for re-election, unless precluded by the provisions of Clause 9.2 hereof;
- 6.5 Officers absent from two (2) consecutive Circle Council meetings, without reasons satisfactory to the balance of the Council shall forfeit their seats on the Circle Council;
- 6.6 The Circle Council shall have the right to co-opt any number of active Members in any one year, but such co- opted Members shall have no vote;
- 6.7 In the event of a casual vacancy accruing in the Circle Council, such vacancy shall likewise be filled for the remaining period of the Circle Council's term of office by co-opting any one active Member, and such substitute Member shall have a vote; provided, however that should such vacancy be that of the Chairman or Vice- Chairman, then a Special General Meeting shall be called for an election;
- 6.8 In the event of more than half of the officers resigning from office, then a Special General Meeting shall be called to elect new officers;

6.9 Duties of Officers:

- 6.9.1 **Chairman** – It shall be the duty of the Chairman to preside at Business Meetings and Circle Council Meeting and to perform other duties as ordinarily pertain to the office of the Chairman;
- 6.9.2 **Immediate Past Chairman** – It shall be the duties of the Immediate Past Chairman to serve as a Council Member and to perform such other duties as may be prescribed by the Chairman or the Circle Council;
- 6.9.3 **Vice Chairman** – It shall be the duty of the Vice Chairman to preside at the Business Meetings and Circle Council Meetings in the absence of the Chairman and to perform other duties as ordinarily pertain to the office of the Vice Chairman and such other duties as may be prescribed by the Chairman or the Circle Council;
- 6.9.4 **Secretary** – It shall be the duty of the Secretary to keep Membership records; record attendance at meetings; send out notices of Business and Circle Council Meetings; record and preserve the minutes of such meetings and report as required to the National Secretary and to perform other duties as ordinarily pertain to the office of the Secretary and such other duties as may be prescribed by the Chairman or the Circle Council. Upon retirement from office the Secretary shall turn over to the incoming Secretary all records and any other Circle property;
- 6.9.5 **Treasurer** – It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Circle monthly and at any other time by the demand of the Circle Council and to perform other duties as ordinarily pertain to the office of the Treasurer and such other duties as may be prescribed by the Chairman or the Circle Council. Upon retirement from office the Treasurer shall turn over to the incoming Treasurer all funds, books of Accounts and any other Circle property;
- 6.9.6 **Webmaster**- to undertake the role of PRO (Public Relations Officer), undertaking all duties pertaining to Social Media and Digital Footprint, Marketing & Marketing Materials, and to uphold the international standards of Ladies Circle.

7. **MANAGEMENT AND THE CIRCLE COUNCIL**

- 7.1 All the powers of the Circle shall be vested in the Circle Council consisting of the officers referred to in Clause 6.1 hereof. The Circle Council shall have full power to manage all the business and affairs of the Circle, and shall in all things act for and in the name of the Circle;
- 7.2 Limitation(s) on Powers of the Circle Council:

The Circle Council shall, not without the sanction of a resolution duly passed at a meeting of the Circle;

- 7.2.1 Borrow any monies (also refer to the National Association A.G.M. of 28 April 2000 where it was decided that "Ladies Circle Clubs may not operate any of their bank accounts in overdraft, or maintain any loan after 1st of May 2001, nor may they take out any loans from the 1st of May 2000 in the name of Ladies Circle without the written consent and approval of the National Association Executive Council");

7.2.2 Invest funds other than at call;

7.2.3 Purchase, dispose of, encumber, or otherwise deal with any movable or immovable property;

7.2.4 Commit the Circle to any act of services, or to support, financially or otherwise any Charity / Circle or other undertaking;

7.2.5 Institute legal proceedings on behalf of the Circle and then only as contemplated in Clause 4.2 hereof.

8. DISSOLUTION OF THE CIRCLE

8.1 A proposal to make the Circle dormant may only be made by a unanimous resolution passed by the Circle Council or at least by one-third of the active Members. Such dormancy shall be affected by a resolution passed by a three-quarters majority vote of Members of the Circle; present in person, at a Special General Meeting duly convened for the purpose;

8.2 Not less than twenty one (21) days' notice in writing of such meeting shall be given to every active Member and to the Secretary of the National Association and the notice convening the meeting shall clearly state that the question of dissolution of the Circle and disposal of its assets will be considered;

8.3 If a resolution to make the Circle dormant is duly passed, the Circle shall be made dormant under the supervision of the Secretary of the National Association. The Circle's Charter, the membership badges and any other badges in hand shall be returned to the Treasurer of the National Association.

8.4 A proposal for the dissolution of the Circle may only be made by a unanimous resolution passed by the Circle Council or at least by one-third of the active Members. Such dissolution shall be affected by a resolution passed by a three-quarters majority vote of Members of the Circle; present in person, at a Special General Meeting duly convened for the purpose;

8.5 Not less than twenty one (21) days' notice in writing of such meeting shall be given to every active Member and to the Honorary Secretary(s) of the National Association and the notice convening the meeting shall clearly state that the question of dissolution of the Circle and disposal of its assets will be considered;

8.6 If a resolution to wind up the Circle is duly passed; the Circle shall be wound up under the supervision of the Honorary Secretary(s) of the National Association. The Circle's Charter, the Membership badges and any other badges in hand shall be returned to the Honorary Treasurer of the National Association forthwith;

8.7 If, upon winding up or dissolution of the Circle (or in the event of the Circle being expelled by the National Association in terms of the National Association's constitution) there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed to Members of the Circle, but shall be paid or distributed to another organization that has similar objectives within the area of jurisdiction of the Circle which are,

themselves, exempt from Income Tax, which recipient or recipients are to be determined by the Members of the Circle at or before the time of winding up, dissolution or expulsion and in default thereof by the National Association Council.

9. THE CIRCLE RULES

9.1 Membership:

9.1.1 Membership of the Circle shall be:

9.1.1.1 Restricted to women between the ages of 18 and 45 years. Any eligible lady may be invited as a guest to the Circle meetings and given the opportunity to stand for membership;

9.1.1.2 In accordance with the following conditions:

9.1.1.2.1 Proposals for election of new Members shall be made verbally at a Circle Business Meeting. 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) Circle Meetings, one (1) Circle Project and one (1) Circle Social;

9.1.1.2.2 The Circle Members shall be given the opportunity to make an objection with substantiation. Should no objections be made, the nominee may thereafter be elected as a Member of the Circle. Should the vote reach a deadlock, the Chairman shall have final vote. A proposal, which has been defeated, cannot be re-submitted during the same year of activity;

9.1.1.2.3 The nominee may not be present or informed that 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;

9.1.1.2.4 No Member of the National Association shall be allowed to belong to more than one Circle at a time.

9.1.2 Membership of the Circle shall cease on the occurrence of any of the following:

9.1.2.1 Upon a Member attaining the age of 45 years, provided that such Member shall maintain her membership until the last day of the Circle Year, immediately following her 45th birthday;

9.1.2.2 Upon failure on the part of a Member to pay her Circle capitation within thirty (30) days after having been notified of such omission by the Circle Treasurer;

9.1.2.3 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 Executive Council;

- 9.1.2.4 Upon the failure of a Member to attend a minimum of 1 (one) social per annum unless explanation of such absence shall have been given to the satisfaction of the Circle Executive Council;
- 9.1.2.5 Upon receipt of written resignation received by the Circle Chairman. The Circle Executive Council shall discuss the matter with the Member and leave of absence may be granted on request. If the Member still persists, then the Circle Secretary will record her resignation in the minutes;
- 9.1.2.6 Subject to the provisions of Clause 9.1.3 hereunder, upon a Member permanently leaving the town or the district in which the Circle is established.

9.1.3 Transferral of Membership to another Circle:

- 9.1.3.1 Any Member who is in good standing with the Circle, shall be entitled to transfer to another Circle, subject to the approval of the Circle Executive Council, provided that such a Member seeks transfer within six months of her having left this Circle, failing which, her Membership of the National Association shall lapse;
- 9.1.3.2 If a Member is transferring to another Circle, the secretary of the Circle shall notify the Circle secretary of the Circle she wishes to join, that the Member was properly inducted and that all outstanding fees due to the Circle and the National Association has been paid and therefore, she may be transferred.

9.1.4

- 9.1.4.1 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.

9.1.5 Any Member disregarding the Constitution of the National Association, the Circle's Constitution, Standing Orders, Rules and Regulations of the Circle, or being guilty of conduct which, in the opinion of the Circle Executive Council, is detrimental to the interest of the Circle, may be expelled if the Circle Executive 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 the Circle.

9.1.6 A leave of absence may be granted to any active Member if they are not able to perform their duties and adhere to constitutional requirements. The Member will need to submit a letter in writing to the Council stating reasons for the need for the leave of absence. A 3 month leave of absence will only be granted if the Council approves.

- 9.1.6.1 During the 3 month leave of absence, the Member will not be required to attend the circle meetings and/or events or perform any duties on behalf of the circle;

- 9.1.6.2 The circle quorum will be calculated during this 3 month period with the exclusion of the Member on leave of absence;
- 9.1.6.3 Should the Member that is requesting a leave of absence be a Council Member, it will then be required for the Council to appoint an interim Council Member to perform the required duties (as per rule 6.7);
- 9.1.6.4 After the 3 month leave of absence, the Member will be reinstated. Should the Member not be reinstated, a formal resignation can be submitted or the Member can apply for another leave of absence, after attending at least 1 meeting (either in person or by electronic means).

9.2 Election of Office Bearers:

Any Member shall be allowed to stand for office providing that:

- 9.2.1 Nominations for any position on the Circle Council shall be received by the Circle secretary no later than the close of the business meeting immediately preceding the Circle A.G.M;
- 9.2.2 Nominations shall be proposed and seconded by active Members of the Circle and shall be signed by the nominees in acceptance;
- 9.2.3 These office bearers are to be elected by secret ballot at the Circle A.G.M. All active Members may vote at this meeting. No voting by proxy or post shall be allowed with the exception that prior approval from the Circle Executive Council has been requested. The Chairman shall, if required, have a casting vote;
- 9.2.4 It is desirable that the Vice Chairman of the preceding year shall be available for election as Chairman for the current year. The Chairman of the preceding year will automatically take on the position of Immediate Past Chairman for the current year. Should the Vice Chairman not wish to be elected as Chairman, other active Members may nominate themselves to be considered for election;
- 9.2.5 In the event of a Chairman moving away or being unable to fulfil all the duties of Chairman, she must relinquish the Chair to her Immediate Past Chairman. If the Immediate Past Chairman is unable to fill this post a new Chairman shall be elected from the Circle Executive Council or a Member with previous experience on the Circle Executive Council;
- 9.2.6 The Chairman shall be given the option of one year of active Membership if she is due to retire at the end of her year in office;
- 9.2.7 It is desirable that current or previous Circle Executive Council Members shall be entitled to stand for the office of Vice Chairman or Chairman;
- 9.2.8 All office bearers elected at the Circle A.G.M. shall take over immediately after the A.G.M;

9.2.9 Upon a Circle Council Member being unable to fulfil all her duties, she must relinquish her position. This position shall be filled for the remaining period of the Circle Council's term of office by the Circle Executive Council co-opting any one active Member, subject to the provisions of Clause 6.6;

9.3 Finance:

9.3.1 The Financial Year of the Circle shall be from 1st April to 31st March each year;

9.3.2 A set of reviewed annual financial statements for the Circle financial year shall be presented at the Circle's A.G.M;

9.3.3 A Financial Report will be submitted to the National Treasurer on a Quarterly basis, within a month of the end of each quarter;

9.3.4 The Circle capitations shall be paid not later than 31st of July each year. These fees are due by all Members who are active Members of the Circle at the date of the National AGM. Failure to pay these fees shall result in termination of membership, as set out in Clause 9.1.2.2;

9.3.5 New Members joining the Circle during the financial year shall pay 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. Capitation fees due to the National Association need to be paid over to the National Treasurer within two months of the new Member joining;

9.3.6 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 organised 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;

9.3.6.1 The 5% of funds retained from fundraisers held during the year, shall be paid 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;

9.3.7 Fund raising project convenors appointed by the Members of the Circle shall, within 30 (Thirty) days from the date of function, submit a full set of accounts to the Circle treasurer for ratification at the next Circle meeting;

9.3.8 All proceeds from the sale of Regalia and other promotional items with reference to The National Association shall be for the Circle Admin Fund.

9.4 The Circle and National AGM:

9.4.1 The National A.G.M. Agenda must be discussed by the Members at the A.G.M of the Circle or at a special meeting convened for this purpose;

9.4.2 At each A.G.M of the Circle the following business shall be transacted as per Clause 3.8;

9.4.3 Unless otherwise specified, the Circle Secretary shall ensure that written notice of the Annual or any Special General Meeting be sent to each member of the Circle at least 21 (twenty-one) days prior to such meeting. Such notices shall be sent to each Member and shall specify the business to be conducted at the meeting;

9.4.4 All written reports from the Circle Council Members shall be submitted to the Circle Secretary by the 31st of March each year, in preparation for the Circle A.G.M. with the exception of the Treasurer's Report, which is to be submitted within a seven (7) days following the end of the Financial Year;

9.4.5 Voting Delegates at the National A.G.M;

9.4.5.1 The Chairman and the Immediate Past Chairman will be the Voting Delegate at the National A.G.M. of the National Association;

9.4.5.2 Should, for some reason, the Chairman, or the Immediate Past Chairman is unable to attend, one active Member of the Circle shall be nominated as the voting delegate on behalf of the Circle at the National A.G.M. of the National Association.

9.5 General:

9.5.1 Members shall address the Member in the Chair as Madam Chairman;

9.5.2 A minimum of ten (10) Business Meetings shall be held each year;

9.5.2.1 The quorum for any Business and or Social Meeting shall be a number larger than or equal to 50% plus one (rounded to the highest percentage) of the Members;

9.5.2.2 When the Circle consists of less than 5 (five) Members; Circle Executive Council Meetings are not compulsory;

9.5.2.3 The following is the suggested Order of Business:

- a) Lighting of the Friendship Candle;
- b) Opening of Meeting;
- c) Present;
- d) Apologies;
- e) Aims and Objectives;
- f) Financial Report;
- g) Confirmation and Adoption of the Minutes of the previous Meeting;
- h) Matters Arising;
- i) New Business;
- j) National;
- k) International;
- l) Round Table and Other Service Organisation;
- m) General;
- n) Birthdays & Anniversaries;
- o) Dates to Diaries;
- p) Extensions
- q) Sergeant at Arms;
- r) Next Meeting;
- s) Closure.

9.5.2.4 Minutes of all meetings must be kept safely and always be on hand for Members to consult. Minutes to be sent to National Secretary as well all the Circle's Members within 7 days of meeting;

9.5.2.5 The business of the Circle shall be transacted by Viva Voce Vote, except the election of office bearers, which shall be by ballot. The Executive Council may determine that a special resolution be considered by ballot rather than by a Viva Voce Vote.

9.5.3 Social events are a prerequisite and each member is required to attend a minimum of 1 social per annum for active Members as listed in clause 9.1.2.4. It is advisable to arrange a minimum of 4 socials per annum, a social convener may be appointed to arrange such. Socials may be active Members exclusively or include guests, pipeliners, friends and family members;

9.5.4 Party politics and denominational religion shall be excluded from all of the Circle's meetings;

9.5.5 Men shall only be admitted in the capacity of Guest Speaker to any Circle meeting, prior to business meeting proceedings or during general discussion;

9.5.6 Any Member may invite a friend as a guest to ordinary meetings of the Circle. No gentleman shall be eligible for admission under this clause except in the capacity of Guest Speaker as envisaged in Clause 9.5.5 hereof;

9.5.7 Ladies Circle Statement of Gratitude to be used, when appropriate;

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

9.5.8 Formal method of Induction of new Members, to be used by the Circle:

"Welcome (New Member's Name), you are joining Ladies Circle and will be part of the Association of Ladies Circle South Africa, 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."

9.5.9 The outgoing Chairman is responsible for arranging the incoming Chairman's and Circle Executive Council's induction.

10. STANDING ORDERS GOVERNING THE A.G.M. AND SPECIAL GENERAL MEETINGS OF THE CIRCLE

10.1 A record shall be kept of the attendance of office bearers, Members (Voting Delegates) and guests at the A.G.M. of the Circle;

10.2 The quorum of any Circle A.G.M. shall be a number equal to 60% (Sixty Percent) of the Circle's Members;

10.3 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 not be obvious;

10.4 The meeting shall appoint Scrutineers (not being Voting Delegates or Nominees for Office) for the purpose of checking ballot papers for the election of office bearers and any other secret ballot;

10.5 A candidate must receive the majority (at least 51%) of the total votes cast to be duly elected;

10.6 Any resolution concerning finance and the joining, retiring of Members and cessation of membership must have two-thirds majority vote to be passed. The result of any such vote must be recorded in the minutes;

10.7 The Chairman may give a casting vote when the occasion arises and may make a proposal from the Chair;

10.8 A member addressing the Chair shall stand; all other Members shall remain seated;

10.9 No Member shall speak more than once on each separate question except the mover of a resolution or amendment in reply;

10.10 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;

10.11 The Mover of a motion 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;

10.12 Subject to the approval of the Chairman, an amendment may be moved by any Member;

10.13 No Member shall move or second more than one amendment to any one motion;

- 10.14 When an amendment has been moved and seconded, it becomes a resolution. The first amendment must be settled before a second amendment can be considered;
- 10.15 When an amendment is carried it displaces the original motion and shall become the amended motion to which any further amendments can be moved. The final amended motion then becomes the substantive motion and as such must be voted on again. If the substantive motion is defeated, the whole issue is lost, and no further amendments can be accepted;
- 10.16 Amendments to items already included on the Circle's A.G.M. Agenda concerning the Constitution, incorporated Rules or Standing Orders, must be submitted in writing to the Circle Secretary fourteen days prior to the commencement of the Circle's A.G.M.;
- 10.17 The Chairman shall prevent unnecessary repetition and shall call to order any Member committing a breach of Standing Orders or Circle Rules;
- 10.18 The Chairman's ruling on any point of order shall be final;
- 10.19 These Standing Orders can only be suspended or altered by a two-thirds majority vote of the Members present at the Circle's A.G.M or special meeting called for that purpose in accordance with Clause 9.4.3.