



**PART OF THE ROUND TABLE FAMILY**

***INTERNAL RULE BOOK***

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## INTERNAL RULE BOOK

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## INTERNAL RULE BOOK

### 1. Publications required at the moment of incorporation:

#### 1.1. Inscription in the Register of Commerce and Companies (“RCL”) part of the Luxembourg Business Register (“LBS”)

- 1.1.1. At the moment of the constitution: the Board of Administrators is in charge of the registration of the Association in the Register of Commerce and Companies (“*Registre de commerce et des sociétés*”) within one month of the constitution of the Association.
- 1.1.2. At the moment of the deposit of the articles of association : (i) Indication of the names, first names and addresses of the directors appointed in compliance with the articles of association, (ii) the address of the seat of the Association as well as (iii) a list indicating, in alphabetical order, the names, first names, residences and nationalities of the Full, Associate and Individual Members of the Association.

#### 1.2. Publication in the RESA

The Board of Administrators is in charge of the required publication in the RESA within one month as of its occurrence:

- Publication of the articles of association
- Publication of each modifications to the articles of association.

### 2. Moral Person – Legal Entity

2.1. The Association has acquired the legal personality from the day where its articles of association were published in the Luxembourg *Recueil électronique des sociétés et associations* (“**RESA**”), in accordance with the provisions of Chapter Vbis of Title I of the amended law of 19 December 2002 concerning the trade and company register as well as the accounting and annual accounts of companies (the “**2002 Law**”).

2.2. The Board of Administrators is in charge of the publication in the RESA.

#### 3. Inscription in the Register of Commerce and Companies (“RCL”) part of the Luxembourg Business Register (“LBS”)

3.1. The Board of Administrators is in charge of the required registration in the Register of Commerce and Companies (“*Registre de commerce et des sociétés*”) within one month of the occurrence of the event:

- Each statutory modification by the general meeting.
- Resolution of the general meeting and court decisions relating to the dissolution of the Association, the conditions of the liquidation and the designation of liquidators, as well as the names, professions and addresses of the liquidators (these are published in extracts).

3.2. The Board of Administrators is annually in charge of the required registration in the Register of Commerce and Companies within one month as of the end of the financial year:

- of the completion of the list of the Members, except the Local Members, by indicating in alphabetical order the changes that have occurred among members,
- of the changes of the list of administrators.

#### **4. Publication in the RESA**

The Board of Administrators is in charge of the required publication in the RESA within one month as the modifications to the articles of association of the Association.

#### **5. Registered Office - reference article 2 of the Articles of Association of the Association**

The registered office of the Association is established at 19 rue de la Libération, L-7263 Helmsange.

#### **6. Motto - reference article 4 of the Articles of Association of the Association**

The motto of the Association "*Donner et Tolérer*" shall always be expressed in French, regardless of a Member (National) Association's language.

#### **7. Purpose - reference article 5 of the Articles of Association of the Association**

7.1. One of the objectives of the Association is the promotion and the administration of service projects for humanitarian, philanthropic and other reasons throughout the world on a voluntary basis only.

7.2. There is however no obligation for Agora Clubs and their Local Members to financially support service projects, if they are not in the position to do so, or do not wish to do so.

#### **8. Membership – reference article 7 of the Articles of Association of the Association**

8.1. Each Agora Club, member of a National Association of Agora, (an "**Agora Club**") needs to comply with the following conditions:

- It needs to adopt the motto "*Donner et Tolérer*" and may have its own motto, being in full conformity with the objects of the Association.
- It adopts the "Ginkgo Biloba" as logo.
- It is non-political and non-sectarian.

8.2. Each Agora Club is open to ladies as of the age of 42, in the event of non-Past Circlers unless these ladies are joining in an area where the constitutional rules of the Ladies Circle country allows for membership to An Agora Club before the age of 45 years. The Association is only open for Past-Circlers as from the age of 45, or any other age limit as set by the constitutional rules of the Ladies' Circle country. E.g., when the age of 40 is the maximum age for a Lady Member according to the constitutional rules of a Ladies' Circle country, The Past Circlers of such Ladies Circle country will be entitled to become a member of an Agora Club as at such age. At the same time, it will allow non-past Circlers to also join at the age of 40 instead of waiting until they are 42.

8.3. Candidacy for membership of an Agora Club is only upon invitation: each potential new member must be invited by a "Godmother", who has the task to propose the candidate to her Agora Club and is responsible to guide and inform the new candidate.

8.4. Agora Club International is a platform where all Past Circlers (being Agora and Tangent members) and interested ladies sharing the same ideals can meet.

8.5. The members of the Association shall be the National Associations of the Founder Members: Agora Club France, Agora Club, Agora Club Belgium and Agora Club The Netherlands and all other Member Countries affiliated to the Association and adhering to its rules.

## **9. Register of Members - reference article 7 of the Articles of Association of the Association**

- 9.1. The Full and/or Associate Members having a legal entity will be registered in the Register of Members, as represented in accordance with its articles of association.
- 9.2. The Full and Associate Members without legal personality shall be represented by the President of the National Board of the respective country.
- 9.3. Upon request of the Board of Administrators, each National Board is in charge of the communication of the full list of the members of their National Board and of its Local Members in alphabetical order, with the surnames, names, legal addresses and nationalities, to the Board of Administrators on or before 30 June each year prior to the ACI AGM.

## **10. Publication of personnel data - reference article 7 of the Articles of Association of the Association**

- 10.1. The Board of Administrators is entitled to publish the digital data of the National Boards of the Full Member and Associate Members in the Agora Club World, which will be provided to every Local Member.
- 10.2. Any Full Member and Associate Member may have all their Local Members published in the Agora Club World, provided each Member respects its national laws and rules on general data protection. The Non-European Members they need to respect the European General Data Protection Rules (General Data Protection Regulation (EU) 2016/679 (GDPR)).

## **11. Full Membership – reference article 8 of the Articles of Association of the Association**

- 11.1. When an Associate Member fulfils each of the following conditions, it may apply for Full Membership of the Association:
  - a. There shall be a minimum of two (2) Agora Clubs in the relevant country.
  - b. There shall be an elected National Board, which can be created if there is a minimum of two (2) clubs in the country.
  - c. The National Board of the relevant country shall have approved the National Association's Articles of Association and the Internal Rule Books.
  - d. The National Board of the relevant country shall communicate a list of the National Board members and their addresses.
- 11.2. The official application for Full Membership (by the use of the "Application Form Full Membership") shall be sent to the ACI Secretary on or before 30 June, prior to the ordinary general meeting ("**ACI AGM**" or "**Ordinary General Meeting**") at which it will be considered and shall be included in the ACI AGM Agenda and voted for by the Board of Councillors.
- 11.3. From the moment Full Membership is granted, a new Full Member shall have two (2) votes at the ACI AGM and the right to propose new rules or amend existing rules and/or propose candidates for the ACI Board of Administrators.
- 11.4. If the number of Agora Clubs in a Full Member country remains limited to two (2) Agora Clubs for three consecutive years, its Full membership will be reconsidered by the Board of Administrators. If the Board of Administrators decides upon a withdrawal of the

Full Membership, this will need to be submitted to the general meeting which decides with 2/3 majority vote of the voting rights present or represented.

11.5 The application for Full Membership will be discussed at the Board of Councillors and will be voted on at the Ordinary General Meeting of the Association.

11.6 For Full Membership to be considered at the Ordinary General Meeting of the Association, the country applying for such a membership shall be represented by at least one Local Member.

## **12. Associate Membership – reference article 9 of the Articles of Association of the Association**

12.1 As soon as a new group of ladies decides to join the Association, they shall contact the Board of Administrators for its approval.

12.2 Upon approval of the Board of Administrators, they will be considered as “members in formation”.

12.3 Full Member countries shall act as Godmother club, upon prior approval of the Board of Administrators.

12.4 The minimum number of local members in an Agora Club is set at five (5). As from the second Agora Club in a country, the minimum numbers will be according to the country’s rules but should never be less than 5 members per Agora Club.

12.5 The aims and objectives of the first Agora Club in a country shall be sent to the Board of Administrators (addressed to the ACI Secretary) for approval on or before 30 June, prior to the ACI AGM at which it will be considered. The application shall be included on the ACI AGM Agenda circulated to all Member Countries.

12.6 The first Agora Club in any country and any additional Agora Clubs shall accept the Aims and Objectives of the Association.

12.7 An example of the banner and the logo of the first Agora Club in any country shall be sent to the Board of Administrators for approval; the use of the Ginkgo Biloba leaf is compulsory.

12.8 Six months before the charter date of the first Agora Club in any country the names of the Local Members shall be sent to the Board of Administrators.

12.9 The first Agora Club in any country needs to complete the “Application form Associate Membership” and send it to the ACI Secretary.

12.10 The first Agora Club in any country will automatically receive Associate Membership of the ACI, upon the charter of the first Agora Club.

12.11 The President, or another ACI Officer officially appointed by her, shall charter the first Club in a new country.

- 12.12 All additional Agora Clubs chartered in an Associate Member country shall automatically be included in that Associate Membership.
- 12.13 Associate Members shall receive all correspondence from the ACI and will be able to consult official ACI documents on-line by getting the password for the Association's website.
- 12.14 Associate Members shall send delegates to the ACI AGM who are not entitled to propose amendments to the ACI Rules. Such representatives have only one (1) vote at the ACI AGM.
- 12.15 A member of an Associate Member Country is not entitled to sit on the Board of Administrators.
- 12.16 Associate Members are not entitled to host an ACI conference.
- 12.17 The Board of Administrators shall have approved the Association's Constitution and Rules.

### **13. Local Membership – reference article 10 of the Articles of Association of the Association**

- 13.1 Each Local Member is a lady of minimum 42 years old, unless she has been a Past Circler, who needs to have the minimum age of 45, or any age limit as set by a ladies'circle country. Each Local Member shall accept the Aims and Objectives of the Association and needs to pay to their national Agora Club Association the capitation fee for Agora Club International. Each Associate and Full Member decide about the national capitation and/or affiliation fee.
- 13.2 She must be invited to the Agora Club by a Godmother, might ask for a transfer from one Agora Club to another within the same and another country, she can resign or be excluded, according to the relevant country's rules.
- 13.3 A member who (for acceptable reasons) cannot join the monthly meetings of her Agora Club, is allowed to request a leave of absence for maximum one (1) year. This leave of absence shall be addressed to the board of her Agora Club. Her duties to pay her own local Agora Club fee and her national fee will be at the discretion of the board of her own club and the National Board of her home country respectively. Whatsoever the national decision, this does not exempt the National Board of her home country from paying her capitation fee to the Association.
- 13.4 Each Local Member will be able to consult official ACI documents online by getting the password for the Association's website. She will receive all correspondence from the ACI, such as ACI Directory, all ACI Newsletters, ACI AGM minutes, information of charters and the national AGM's of the Full and Associate Members and will get an invitation to the ACI AGM from her National Board.
- 13.5 If a Local Member moves from one country to another, it is recommended that she has the right to transfer to an Agora Club in that country.

### **14. Honorary Membership – reference article 10 of the Articles of Association of the Association**



14.1 The Board of Administrators, who can propose to the Ordinary General Meeting spontaneously or upon request of a Full Member a candidate for the honorary membership; a prior written request does not need to be filed.

14.2 Each Honorary Member shall receive all correspondence from the ACI, such as ACI Directory and all ACI Newsletters and ACI AGM minutes, shall be informed of charters and national AGM's of the Full and Associate Members, will get an invitation to the ACI AGM and will be able to consult official ACI documents online by getting the password for the Association's website.

14.3 A Certificate for honoured ACI Membership will be issued to the Honorary Member.

### **15. Individual Membership - reference article 11 of the Articles of Association of the Association**

15.1 The Individual Member shall accept the Aims and Objectives of the Association and pay the Capitation fee.

15.2 The Individual Member shall complete the "individual membership form" and return it duly completed and signed to the ACI secretary and ACI treasurer.

15.3 Each Individual Member shall receive all correspondence from the ACI, such as ACI Directory, all ACI Newsletters and ACI AGM minutes, shall be informed of charters and national AGM's of the Full and Associate Members, will get an invitation to the ACI AGM and will be able to consult official ACI documents online by getting the password for the Association's website.

### **16. Withdrawal of the full and associate membership - reference article 12 of the Articles of Association of the Association**

16.1 A written notification of withdrawal needs to be filed with the Board of Administrators, unless the Member does not pay the membership dues for the financial year prior to 30 June.

16.2 Upon termination of the Full and Associate membership, the Member is not allowed to use the name, emblem or logo of the Association in any way whatsoever. All national regalia plus the charter certificate and any jewel worn by the national executive shall be returned for safe keeping to the Board of Administrators.

16.3 If the membership of a Full Member has been terminated for reasons stated in the Association's Articles of Association, the members of the outgoing National Board of that Full Member shall not be entitled to hold a function in the National Board in any other Agora Country, with the exception under point 16.4 below.

16.4 The members of the outgoing National Board of that former Full Member are entitled to hold again a function in the National Board of her own country, when the latter country becomes again a Full Member Country or in the National Board of another Agora Country upon the following cumulative conditions:

- 16.4.1 prior to becoming a Full Member Country, the relevant country must have paid all outstanding Affiliation fees and Capitation fees of the previous years due to the Association; and
- 16.4.2 the member, in her Agora country,  
(i) is a member of a local Agora Club for at least three years;  
(ii) fulfilled a position in the board of a local Agora Club;  
(iii) got the consent of the National Board of her Agora country.
- 16.5 If ladies in a former Agora Member Country wish to re-join the Association, they should contact the Board of Administrators and re-apply for a membership and follow the normal procedures to start up Agora Club in a new country.
- 16.6 Should the affairs of the National Association be wound up, any realized assets (after payment of all debts and liabilities) shall be divided among the Member Clubs on a per capita basis-Membership. Figures in that case shall be taken from each club's most recent payment of National Capitation Fees.
- 16.7 In case of termination of a National Club the national rules should be referred to
- 16.8 Upon termination of the membership, this Member or in the absence of any available funds, the Local Members of the Full or Associate Member shall pay all outstanding dues to the Association.

## **17 Membership Dues - reference article 13 of the Articles of Association of the Association**

The membership dues are divided into “Affiliation Fees” and “Capitation Fees”

### **17.1 Affiliation fees**

- 17.1.1 On accepting membership of the Association, each Full or Associate Member, with the exception of the Honorary Member, shall pay an Affiliation Fee.
- 17.1.2 The Affiliation Fee is currently fixed at EUR 25 (twenty-five euros) per Full or Associate Member.

### **17.2 Capitation fees**

- 17.2.1 Each Full and Associate Member shall pay annually a per capita membership fee, for all the Local Member and shall be collected by the local Agora Club and the National Board of the Local Member's home country.
- 17.2.2 The Individual Member pays personally her Capitation Fee.
- 17.2.3 Full Members and Associate Members shall submit to the ACI Treasurer, immediately after their National AGM, a statement of membership (the “Capitation Fee Form”) for the coming year on or before 30 June.
- 17.2.4 The Capitation Fee, due the immediately following month of October shall be determined, based on this figure.
- 17.2.5 The capitation fee due per Local Member of each National Association shall be approved annually by the Board of Councillors at the ACI AGM.

17.2.6 The ACI Treasurer will send an invoice to the national treasurers of the Full Members with the request to pay the capitation fees on or before 1 December. She will also send an invoice to the Individual Members and to the treasurers of the member clubs of the Associate Members.

17.2.7 The Capitation fee is EUR 15 (fifteen euro) per Local Member and Individual Member per year

17.2.8 The penalty for late payment of the Capitation Fee (after 31 December) will be five (5) percent of the total capitation fee.

## **18 The General Meetings - reference article 15 of the Articles of Association of the Association**

18.1 The Ordinary Annual General Meeting (“**Ordinary General Meeting**” or “**ACI AGM**”) shall be held once a year in the beginning of October.

18.2 Notice of the ACI AGM containing details of all proposals and nominations shall be sent by the ACI Secretary to all members of the Board of Councilors on or before 31 July prior to the ACI AGM.

## **19 The General Meeting of the Agora Clubs**

The (National) AGM's of the Full and Associate Members shall be organized between 30 April and 30 June preceding the ACI AGM, unless special circumstances.

## **20 Agenda of the ACI AGM - reference article 16 of the Articles of Association of the Association**

20.1 The ACI AGM is convened to decide, notably, on the following points:

- a) approval of annual accounts on the basis of the comments of the auditor (appointed in accordance with article 30 of the articles of association), the budget for the following accounting year and the activity report presented by the Board of Administrators,
- b) discharge for the Board of Administrators,
- c) nomination of the President of the Association,
- d) election of the Vice-President of the Association,
- e) election of the treasurer of the Association,
- f) election of the secretary of the Association,
- g) admission and exclusion of Full Members and Associate Members,
- h) decisions in relation to the modification of the articles of association, the internal rule books and the resolution of the Association,
- i) any other decision in relation to the functioning of the general meeting,
- j) any other decision in relation to the internal rule books of the Association,
- k) any other decision legally reserved to the general meeting,
- l) approval of the modification of the membership- or/and capitation fees.

20.2 The Agenda of the ACI AGM shall include the items as mentioned above and/or the following items:

- a. Notice convening the Meeting.
- b. Communications, greetings and apologies.
- c. Confirmation and adoption of the Minutes from the previous ACI AGM, if necessary.
- d. Annual Activity Reports of the members of the Board of Administrators.

- e. Approval and adoption of the accounts and consideration of the following year's budget.
- f. Determination of the capitation fee.
- g. Proposals submitted by the Board of Administrators.
- h. Proposals submitted by the Full Members.
- i. Presentation and voting for hosting the next ACI conference.
- j. Presentation and Election of the members of the Board of Administrators.
- k. Annual reports of the Full and Associate Members.
- l. Incoming President's speech.
- m. Any other business.

## **21 The Minutes - reference article 17 of the Articles of Association of the Association**

- 21.1 The ACI Secretary will take the minutes of the ACI AGM, that will be signed by the ACI President and ACI Secretary of the ACI AGM.
- 21.2 If the Board of Administrators does not receive any objection or modification concerning the minutes of the previous ACI AGM on or before 30 June, the minutes are automatically adopted. Contrarily, the objections and modifications shall be discussed during the Councillors Meeting, and then voted during the ACI AGM.

## **22 Voting System, Alteration to Rules and Standing Orders - reference article 17 of the Articles of Association of the Association**

- 22.1 Each Full Member has two (2) votes and each Associate Member has one (1) vote.
- 22.2 If a Member can only send one Councilor, she can use all the votes, which the Member is entitled to have.
- 22.3 The members of the Board of Administrators are not entitled to vote, with the exception of the ACI President who shall have a casting vote, which reflects the opinion of the whole Board of Administrators. This vote will be used in case of an equal division of votes.
- 22.4 Voting shall normally be by show of hands (cards). However, voting shall be by secret ballot in case of the election of the members of the Board of Administrators (50%+1), the ACI ISP (50% +1) and ACI Conference venue (50%+1), or when specially requested.
- 22.5 Members shall only vote in favor or against the motion. Abstentions are not counted. All calculations are made on votes cast and not on persons present.
- 22.6 Decisions resolved at the ACI AGM shall take effect immediately after the closure of the ACI AGM.

## **23 Standing Orders and Alteration to Standing Orders for the ACI AGM and the Councilors' Meeting - reference article 17 and 23 of the Articles of Association of the Association**

The following standing orders are applied at the Ordinary and Extraordinary General Meetings as well as at the Councilors' meeting:

- 23.1 A record shall be kept of the attendance of the members of the Board of Administrators and the voting Councilors.
- 23.2 The quorum for any ACI AGM and Councilors' Meeting shall be a number equal to 2/3 of the Members entitled to vote.
- 23.3 The Board of Administrators shall appoint two Tellers, who shall be responsible for reporting to the Chairman of the ACI AGM and Councilors' Meeting the result of all voting. The appointed Tellers will ensure that all ballot papers, when used, remain always confidential to the participants of the meetings. If there are more than two candidates or choices, the single transferable voting system ("SVT") shall be used. Under the SVT system, each Member casts a single vote and marks her ballot for the most preferred candidate and also marks back-up preferences. A vote goes to the Member's first preference if possible, but if the first preference is eliminated, instead of being thrown away, the vote is transferred to a back-up preference, with the vote being assigned to the Member's second, third, or lower choice if possible.
- 23.4 Voting on all proposals shall be by a show of hands except when a written ballot is specifically required, this in case of election of the members of the Board of Administrators, the ACI International Service Project and the selection of the venue of the ACI Conference.
- 23.5 The Board of Administrators and two delegates/representatives of each Full and Associate Member shall conduct the business of the ACI AGM and the Councilors' Meeting. Each Full Member has two (2) votes. Each Associate Member has one (1) vote. If a Full Member is only represented by one Councilor, the representative/delegate can use all the votes, which the Member is entitled to have.
- 23.6 Any Local Member attending the ACI AGM may speak on any resolution, but only the Councilors may vote.
- 23.7 In the event of any equal division of votes, the ACI President shall have a casting vote.
- 23.8 The following procedure shall be followed when dealing with resolutions:
  - 23.8.1 Any resolution may be discussed by the Councilors' Meeting before it is voted on.
  - 23.8.2 At this stage, any Councilor, subject to the approval of the Chairman, may propose an amendment.
  - 23.8.3 When an amendment has been proposed, it must be voted on and must be settled before any other amendment can be considered. To accept the amendment, at least 75% of the members of the ACI Council present must vote in favour. .
  - 23.8.4 If the voting is against the amendment, then it is lost, and the Chairman will then ask for any other amendments. If there are no more amendments, the original proposal will then be voted upon in accordance with the rules governing the ACI AGM and Councilors' Meetings.
  - 23.8.5 If the voting is for the amendment, it is therefore carried and becomes the amended motion (=a new proposal), to which any further amendments can be proposed and dealt with as in (23.8.2) and (23.8.3) above.

23.8.6 The final amended motion then becomes the substantive motion (the new (last) proposal) and as such must be voted on, in accordance with the rules governing the ACI AGM and Councilors' Meetings.

23.8.7 If the voting is against the substantive motion (last proposal), it means that the whole proposal is lost.

23.9 The Chairman's ruling on any point of order shall be final.

23.10 These Standing Orders can only be suspended or altered when not less than two-thirds (2/3) of the Members entitled to vote are present and 75% of the Councilors present at the ACI AGM vote in favor.

## **24 The Board of Administrators - reference article 18 of the Articles of Association of the Association**

24.1 All applications for a position in the Board of Administrators need the prior consent of the candidate and the approval of the general meeting of the candidate's Full Member country.

24.2 The applications of the candidates for the offices of ACI Vice President, ACI Treasurer and ACI Secretary shall be received by the ACI Secretary on or before 30 June, and shall be sent by her to all Members on or before 31 July.

24.3 No Full Member shall nominate the same candidate for two international functions at the same ACI AGM.

24.4 When there are no candidates for office, nominations from the floor can only be accepted with the consent of the candidate and the support of her own National Board.

24.5 Applications for a position in the Board of Administrators are open to all candidates being active members in their respective National Association of a Full Member.

24.6 The candidates have to fulfil the conditions fixed in the Articles of Association and/or the Internal Rule Book.

24.7 The permission for candidature does not depend on former membership in the (inter)national board of Ladies'Circle.

## **25 The Resignation of a member of the Board of Administrators - reference article 18 of the Articles of Association of the Association**

25.1 If an administrator is at any time unable to fulfil her duties of office, a new administrator will be designated at the discretion of the current Board of Administrators.

25.2 The administrator who resigned or who discontinued her mandate, during her years of office on the ACI Board of administrators, cannot be eligible to be re-elected on the ACI Board of administrators (unless she has a valid reason to resign, such as severe illness), nor can she be part of the ACI council. Therefore she can no longer be elected as a National Vice-President, National President and as consequence become Immediate Past President of her Full Member country.

25.3 Any member of the Board of Administrators who resigns from the Board of Administrators during her year of office, shall be obliged, at the discretion of the Board of Administrators, to reimburse the Association, all monies utilized for fulfilling her duties during her term of office, unless special circumstances.

## **26 Appointment of Officers and Assistants assisting the Board of Administrators - reference article 20.5 of the Articles of Association of the Association**

26.1 The Board of Administrators is authorized to delegate specialised functions or special activities, to one or more administrators, officers, or other agents, whether members or not, acting either individually or jointly.

26.2 The Board of Administrators is not authorized to delegate the day-to-day management, and the power to represent the Association relating to the general policy of the Association or to any acts reserved to the Board of Administrators on the basis of any other provisions of the 1928 Law.

26.3 The assistants/delegates may or may not be members of the Board of Administrators and when they are not a member of the Board of Administrators do not have voting power. The Board of Administrators is in charge of supervising the assistant/delegate.

## **27 The remuneration of the Administrators - reference article 18.5 of the Articles of Association of the Association**

The members of the Board of Administrators will not be remunerated, but shall receive a contribution to the expenses incurred by their respective offices. These sums involved will be reviewed annually by the Board of Administrators and approved by the Board of Councillors who vote on behalf of the Members at the ACI AGM.

## **28 The powers and duties of the Board of Administrators - reference article 20 of the Articles of Association of the Association**

28.1. In addition to the powers and duties mentioned in the Articles of Association, the Board of Administrators shall:

28.1.1 propose amendments to the Articles of Association and the Internal Rule Book;

28.1.2 accept proposals for amendments to the Articles of Association and the Internal Rule Book;

28.1.3 accept nominations from the Full Member Associations for the following year;

28.1.4 send notice of the ACI AGM together with the Agenda to all Associate, Full Members and Individual Members, on or before 31 July prior to the ACI AGM;

28.1.5 send notice of the Board of Councillors meeting together with the Agenda to all Associate and Full Members, on or before 31 July prior to the ACI AGM;

28.1.6 prepare the ACI AGM and the Board of Councillors meeting;

28.1.7 prepare the accounts (income and expenditure) of the current financial year and the budget of the coming year;

28.1.8 develop contacts with the associations of the Round Table Group, including Tangent International.

28.2 The Board of Administrators has the power to grant and revoke all Certificates of Affiliation, when an affiliation has been accepted or withdrawn respectively in compliance with the Articles of Association and the Internal Rule Book.

## **29 The Composition of the Board of Councillors - reference article 22 of the Articles of Association of the Association**

29.1 In case of absence of the National Immediate Past-President and the National President at the ACI AGM, the member country she represents shall appoint another Local Member to replace her at the Board of Councillors' meeting.

29.2 If a Local Member of a Full Member is candidate for a function in the Board of Administrators and is likely to be elected as an administrator of the Association, the member association she represents shall appoint another Local Member in her place to represent her as Councillor at the Board of Councillors' meeting.

29.3 Any change in the Board of Councillors must be notified in writing to the ACI Secretary as soon as possible. The ACI President can invite other Members to attend this meeting.

29.4 Other Members who wish to be present at the Councillors Meeting shall inform the ACI President of their wish to attend. These members are observers, are not allowed to interfere in the discussions of the Councillors' Meeting, unless under "Any Other Business" at the end of the Meeting.

## **30 The Minutes of the Board of Councillors' meeting - reference article 23 of the Articles of Association of the Association**

The ACI Secretary will take the minutes of the Board of Councillors Meeting, that will be signed by the president and secretary of the Councillors Meeting.

## **31 The powers and duties of the Board of Councillors - reference article 24 of the Articles of Association of the Association**

31.1. An in-depth discussion of all items on the Agenda of the ACI AGM and all additional items on the Agenda of the Councillors' meeting to avoid endless discussions on the Ordinary General Meeting of the Association.

31.2. If the ACI Councillors decide, that a proposal needs further discussion at their National AGM, this proposal can be "tabled" (put on hold) at the ACI AGM. This proposal then can be voted for at the next ACI AGM.

## **32 Duties of the ACI President - reference article 25 of the Articles of Association of the Association**

32.1 The President shall serve in office for one year.

32.2 The President, or another ACI Officer officially appointed by her, shall charter the first Club in a new country.

32.3 The President shall automatically become Immediate Past President.

## **33 Duties of the ACI Vice President - reference article 25 of the Articles of Association of the Association**



- 33.1 The Board of Councillors elects the ACI Vice-President by secret ballot at the Ordinary General Meeting.
- 33.2 Candidates should, before the beginning of the Vice-Presidential term of office, have served for a total of two (2) years in any of the following offices: Area Chairman, National Officer in their own National Association, ACI Treasurer or ACI Secretary. All candidates must be active members of their own Full Member Association at the time they become ACI Vice President.
- 33.3 The ACI Vice President shall serve in office for one (1) year.
- 33.4 The ACI Vice President shall serve as ACI Contact Lady and Extension Officer.
- 33.5 The ACI Vice President shall automatically become the ACI President.

#### **34 Duties of the ACI Immediate Past President**

- 34.1 The ACI Immediate Past President shall take on the functions of the ACI President in interim in case the ACI President is not able to ensure her functions.
- 34.2 The ACI Immediate Past-President shall assist the ACI Vice-President in her function as Extension Officer.
- 34.3 She shall advise the Board of Administrators.
- 34.4 She is liaison officer for the Individual Members.

#### **35 Duties of the ACI Treasurer**

- 35.1 The ACI Treasurer shall be elected by the Board of Councillors by secret ballot at the ACI AGM.
- 35.2 The ACI Treasurer shall serve in office for a minimum of one (1) year and a maximum of two (2) years. As a candidate she shall indicate for which term she intends to serve.
- 35.3 The ACI treasurer is responsible for the financial and accounting management of the Association. She keeps the Association's accounts available to the auditor/accountant.
- 35.4 At the Ordinary General Meeting, she presents the balance sheet for the past financial year and presents the budget for the coming financial year.

#### **36 Duties of the ACI Secretary**

- 36.1 The Secretary shall be elected by the Board of Councillors by secret ballot at the ACI AGM.
- 36.2 The ACI Secretary shall serve in office for a minimum of one (1) year and a maximum of two (2) years. As a candidate she shall indicate for which term she intends to serve.
- 36.3 The ACI Secretary is responsible for the administration of the Board of Administrators, amongst which the preparation of the minutes of the meetings of the Board of Administrators, of the Board of Councillors and of the ACI AGM, in English.
- 36.4 The ACI Secretary keeps a register of all these and other reports.
- 36.5 The ACI Secretary is responsible for the convening of the ACI AGM, the elaboration of the agenda of the ACI AGM and to send the invitations with underlying documents.
- 36.6 The ACI Secretary is responsible for the convening of the Councillors Meeting, the elaboration of the agenda of the Councillors Meeting and to send the invitations with underlying documents.
- 36.7 The ACI Secretary is responsible for the content of the folders to be distributed at the Ordinary General Meeting and at the extraordinary general meetings.
- 36.8 She organizes and keeps all records of the composition of the National Boards of the Full and Associate Members and of the names of the Individual and Honorary Members.

- 36.9 She keeps all documents transmitted by the National Boards of the Full and Associate Members and of the names of the Individual and Honorary Members.
- 36.10 She updates and maintains the Register of Members of the Association.
- 36.11 She elaborates Newsletters on a regular basis and distributes them to the Members.

### **37 Duties of the ACI Web-Lady**

- 37.1 The ACI Web-Lady is a Local Member of a Full or Associate Member and is designated by the Board of Administrators.
- 37.2 The ACI Web-Lady has a supportive role in the Board of Administrators.
- 37.3 The ACI Web-Lady shall serve in office for a period of (2) years with an extension possibility of one (1) or two (2) years.
- 37.4 The ACI Web-Lady is responsible for the website of the Association.
- 37.5 The ACI Web-Lady is responsible for the smooth organisation of the (virtual) meetings of the Board of Administrators and of the Ordinary General Meeting with regard to the Internet connection, power point presentations.

### **38 Modification of the articles of association and the Internal Rule Books - reference article 26 of the Articles of Association of the Association**

- 38.1 A decision to wind up or suspend the matters of the Association, to modify the Articles of Association and the Internal Rules Book and to modify the membership dues can only be made at an Annual General Meeting (“**ACI AGM**”), at which not less than two-thirds (2/3) of the Members entitled to vote are present and 75% of the total votes present vote in favor.
- 38.2 If two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting may be convened which may deliberate regardless of the number of Members present; but, in this case, the decision will be subject to Luxembourg court approval.
- 38.3 However, if the modification relates to one of the objects for which the Association is created, the above rules are amended as follows:
  - 38.3.1 the second meeting will only be validly constituted if at least 50% of its Members are present or represented;
  - 38.3.2 the decision is only admitted by a majority vote of 75% of the votes cast;
  - 38.3.3 if, at the second meeting, 50% of the Members are not present or represented, the decision must be approved by the Luxembourg civil court in Luxembourg city.

### **39 Annual Accounts - reference article 28 of the Articles of Association of the Association**

- 39.1 The ACI Treasurer shall submit an annual budget of income and expenditures for the following year, for the approval of the Board of Councillors who vote at the ACI AGM.
- 39.2 The ACI Treasurer will authorise jointly with the ACI President the day-to-day operations of the bank account as well as all bank withdrawals.
- 39.3 The Board of Administrators has the authority to move the bank accounts of the Association, should they consider it advisable.

### **40 Organisation of the ACI Conference**

- 40.1 An ACI Fund is set up to provide loans to host countries for the organisation of the ACI Conference. From this Fund, the Board of Administrators shall lend the host country sufficient money to pay the initial expenses of the ACI AGM.
- 40.2 These loans are free of interest and paid by the Board of Administrators, upon request of the host country. These loans are repayable at the latest in December following the ACI Conference.
- 40.3 A surplus resulting from an ACI AGM shall be apportioned as follow:
- 60% to be decided jointly by the National Board of the host country and the host Agora Club.
  - 20% to the travel fund. Local Members can apply for this travel fund with the travel fund form.
  - 20% to the extension support fund to be used by the Board of Administrators to visit new or potential countries.
- 40.4 The National Association of the host country shall have the ultimate responsibility for the ACI Conference and its finances.

#### **41 Hosting of the ACI Conference**

- 41.1. During each ACI AGM, the ACI Councillors will vote for the country where the ACI AGM will take place, normally two (2) years following the ACI AGM where the candidacy is submitted.
- 41.2. A Full Member wishing to host the ACI conference, shall send an application to the Board of Administrators on or before 30 June, prior to the ACI AGM at which the application will be considered. This file should include prices of venues, hotels and catering.
- 41.3. The Member candidate for hosting the following ACI Conference shall have a representation at the ACI AGM at which the application will be considered.

#### **42 ACI International Service Project (the “ACI Project” or “ACI ISP”) - reference article 31 of the Articles of Association of the Association**

- 42.1. The ACI has an International Service Project, which is voted on at the ACI AGM every second year. Every Full Member can propose a new project. The chosen project can be re-elected. The project is preferably, not mandatory located in an ACI Country, anyway an ACI Full Member must always be responsible for overseeing the Project.
- 42.2. The National Treasurers need to collect the monies raised in their Country for the ACI Project and pay them to the following ACI ISP Account whenever there is a reasonable amount to pay with confirmation of all donations sent to the ACI Treasurer.
- 42.3. Name Account [•]; Account No.: [•]; P.O. Box [•; Country [•].
- 42.4. The ACI Treasurer will transfer the funds to the ACI Project whenever there is a reasonable amount to ensure the continuing funding of the ACI Project.

- 42.5 The ACI Full Member hosting and/or responsible for the ACI Project must open a separate account for the ACI Project and is responsible to provide a written report on the progress of the ACI Project at least once a year (at the ACI AGM) to all Members.
- 42.6 Immediately after the ACI Project has been chosen at an ACI AGM, the ACI Treasurer will transfer an amount of Euro 1,000. - to the ACI ISP account. Respectively, at the end of each ACI Project, Euro 1,000. - is left on the ACI ISP Account for the next project.
- 42.7 Applications for a new ACI ISP Project shall be sent to the ACI Secretary on or before 30 June prior to the ACI AGM of that same year with a detailed description of the intended ACI Project.

#### **43 Rules for the “ACI Project” or “ACI ISP” - reference article 31 of the Articles of Association of the Association**

- 43.1 The charity to receive the collected funds shall be decided every second year in advance. A National Treasurer can pay donations to the ACI ISP Account at any time during the year.
- 43.2 Interest earned from funds in the ACI ISP Account shall be added to the sum to be donated to the chosen charity.
- 43.3 Full Members and the Board of Administrators can propose a project. An Associate Member can propose a project with the support and approval of its Godmother or another Full Member.
- 43.4 The National Board of the Full Member having proposed the elected ACI Project shall have the administrative, legal and financial responsibility of the project. In case of a proposal by an Associate Member, this task will be allocated to a Full Member, Godmother or not of the Associate Member or to the Board of Administrators.
- 43.5 The National Board of the Full Member having proposed the elected ACI Project shall also be responsible for overseeing the ACI Project and for ensuring that the monies are used for the intending charity. In the absence of a National Board, the Board of Administrators or the National Board of a Full Member, Godmother or not of the Associate Member, appointed at the ACI AGM shall undertake that responsibility.
- 43.6 Members can only propose one project at a time. The proposal must first have the approval of the National Board of the Local Member applying for the ACI project in case of a Full Member or of the Board of the local Agora Club in case of an Associate Member. A short explanation in writing (100 - 150 words) concerning the intended use of the funds shall be sent to the ACI Secretary on or before 30 June, prior to the immediately following ACI AGM and to be presented at that same ACI AGM.
- 43.7 A vote shall be taken at the ACI AGM between the suggestions received by secret ballot.
- 43.8 As of the moment of the vote for the ACI Project at an ACI AGM, all funds collected and paid by the National Boards will be allocated to the elected ACI ISP Project. All the administrative costs of the ACI Project are to be taken care of by the National Board of the

Member being in charge of administrative, legal and financial responsibility of the project as stipulated above.

43.9 The ACI Treasurer shall make the first payment to the ACI Project as soon as a reasonable amount has been collected. The following payments shall be made after a report is given to the Board of Administrators concerning the proceedings of the ACI Project and sufficient assurance is given regarding the progress.

43.10 The time limit for donations to the ACI Project is set at 30 August in the second year of the ACI Project. Money received later will automatically go to the next project, if any, elected at the immediately following ACI AGM.

43.11 The Board of Administrators has the right to intervene in the ACI Project any time.

43.12 An ACI Councillor or her representative appointed by the Member hosting the ACI Project and receiving the gifts/donations shall give a brief report on the proceedings of the ACI Project in the three subsequent ACI AGMs after the ACI AGM, where the ACI Project has received the vote.

43.13 A written half year report shall be delivered to the Board of Administrators six months after the ACI AGM. This report should be distributed to all the National Boards. A written full year and financial report should be delivered to the Board of Administrators on or before 30 August prior to the ACI AGM. This report will also be distributed to all the National Boards and discussed at the ACI AGM.

43.14 Enquiries concerning the ongoing ACI Projects shall be answered within 30 days by the Board of Administrators.

43.15 If for any reason it proves impossible to use the allocated funds during the two years following its receipt, the unused funds shall be returned to the ACI ISP account and added to the funds available for distribution to the next ACI Project to be decided at the next ACI AGM.

43.16 Every ACI ISP should last for two years and may be re-elected.

43.17 The host Country of the ACI ISP is responsible to submit an audited report on completion of the ACI Project, no later than the following ACI AGM.

#### **44 Official language**

44.1 The official working language of the ACI is English.

44.2 The Internal Rule Book of the Association has been prepared in the English language.

## 45 Documents

All deeds, invoices, announcements, publications and other documents issued by the Association, must contain:

- a) the name of the association;
- b) the words "non-profit association" reproduced legibly and in full or in short "a.s.b.l.", placed immediately before or after the name;
- c) the precise indication of the registered office of the association;
- d) the words "Trade and Companies Register, Luxembourg", or the initials "R.C.S. Luxembourg" followed by the registration number.

## APPENDIX 1: FORMS

1. Application form ACI conference.
2. Capitation fee form.
3. Directory information form.
4. Individual Membership form.
5. Nomination form member of the Board of Administrators.
6. Application form Full Membership.
7. Application form Associate Membership.
8. Certificate for honoured ACI membership.
9. Application for ACI travel fund grant.
10. Application for ACI International Service Project

## APPENDIX 2: GUIDELINES

1. How to begin Agora Club in a new country.
2. For the charter of the N°1 club in a new Agora country.
3. How to charter the N°2 Agora club + eventually form the National Board.
4. How to start further Agora clubs.
5. For Agora Club godmother countries.
6. For the ACI Board Members.
  - 6.a. For ACI President
  - 6.b. For ACI Vice-President
  - 6.c. For ACI Immediate Past President
  - 6.d. For ACI Treasurer
  - 6.e. For ACI Secretary
  - 6.f. For ACI Web-Lay
- 6.g. Clarification of claimable expenses by the members of the Board of Administrators
7. For the tellers at the ACI AGM.
8. For Individual Membership.
- 9.a. How to host an ACI Conference: Introduction guide.
- 9.b. ACI Conference: Full check list.
- 10.a. Timeline charter protocol of the N° 1 club in a new Agora country.
- 10.b. Timeline charter protocol of the N°2 and more Clubs
11. Protocol for installation of the national board.
12. How to receive an ACI officer in your country.
13. How to grant honorary membership.
14. For the organisation of the conference room on the ACI AGM.
15. For the protocol at the presidential drink and gala dinner during the ACI conference.
16. Worksheet for the ACI secretary.
17. For ACI Representatives.
18. For ACI ISP Conveners.
19. On home hosting the ACI BM.



### APPENDIX 3: INFO DOCUMENTS

1. Reminder for your national board meeting.
2. Reminder for the AGM's of the Full Members.
3. Reminder of documents, reports and information which you have to send to the ACI Secretary on or before 30 June.
4. List of documents to be sent to the ACI Secretary on or before 30 June.
5. List of documents concerning the ACI AGM which will be sent to you on or before 31 July by the ACI Secretary.
- 6.a. List of what the ACI Councillors have to bring to the ACI AGM.
- 6.b. List of what the ACI Councillors have to bring to the ACI Councillors Meeting.
7. Year planner for the ACI year.
8. List of what an ACI representative has to take to a Charter of an Agora Club or the installation of a National Board.
9. List of what the ACI Board members have to bring to the ACI conference.
10. ACI leaflet.