

**SIMBU CHILDREN FOUNDATION**  
**Constitution**

FINAL COPY

The Simbu Children Foundation  
P. O. Box 3648  
**BOROKO**  
National Capital District  
Papua New Guinea

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**Contents**

<b>1. Name of Association</b>	<b>1</b>
<b>2. Aims, Objectives and Mission Statement</b>	<b>1</b>
<b>3. Definitions</b>	<b>2</b>
<b>4. Alteration of the Constitution</b>	<b>3</b>
<b>5. Membership and subscription</b>	<b>4</b>
<b>6. Affiliation and subscription</b>	<b>4</b>
<b>7. Register of members</b>	<b>5</b>
<b>8. Ceasing membership</b>	<b>6</b>
<b>9. Ceasing Affiliation</b>	<b>6</b>
<b>10. Discipline, suspension and expulsion of members</b>	<b>6</b>
<b>11. Disputes and mediation</b>	<b>8</b>
<b>12. Annual General Meetings</b>	<b>9</b>
<b>13. Special general meetings</b>	<b>9</b>
<b>14. Special business</b>	<b>10</b>
<b>15. Notice of general meetings</b>	<b>10</b>
<b>16. Quorum at general meetings</b>	<b>10</b>
<b>17. Presiding at general meetings</b>	<b>11</b>
<b>18. Adjournment of meetings</b>	<b>11</b>
<b>19. Voting at general meetings</b>	<b>11</b>

<b>20. Poll at general meetings</b>	<b>11</b>
<b>21. Manner of determining whether resolution carried</b>	<b>12</b>
<b>22. Proxies</b>	<b>12</b>
<b>23. Executive Council</b>	<b>13</b>
<b>24. Office holders</b>	<b>13</b>
<b>25. Ordinary members of the Executive Council</b>	<b>14</b>
<b>26. Election of Officers of the SCF</b>	<b>14</b>
<b>27. Election of ordinary members of the Executive Council</b>	<b>14</b>
<b>28. Vacancies</b>	<b>15</b>
<b>29. Meetings of the Executive Council</b>	<b>15</b>
<b>30. Notice of Executive Council meetings</b>	<b>15</b>
<b>31. Quorum for Executive Council meetings</b>	<b>15</b>
<b>32. Presiding at Executive Council meetings</b>	<b>16</b>
<b>33. Voting at Executive Council meetings</b>	<b>16</b>
<b>34. Removal of Executive Council member</b>	<b>16</b>
<b>35. Patron</b>	<b>17</b>
<b>36. Functions of Patron</b>	<b>17</b>
<b>37. Minutes of meetings</b>	<b>18</b>
<b>38. Funds, Income, Property and Disbursements</b>	<b>18</b>
<b>39. Seal</b>	<b>18</b>

<b>40. Notice to members</b>	<b>19</b>
<b>41. Winding up</b>	<b>19</b>
<b>42. Custody and inspection of books and records</b>	<b>19</b>
<b>43. Schedules</b>	<b>20</b>

## GENERAL

### 1. Name of Association

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The name of the Association is Simbu Children Foundation (in this Constitution called “the SCF”).

### 2. Aims, Objectives and Mission Statement

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#### (a). Introduction

The Simbu Province (“Province”) is situated in the central mountainous region of Papua New Guinea, which is a country located in the South Western Pacific Ocean north of Australia. Majority of the population live in the rural areas depending entirely on subsistence agriculture. Due to harsh geographical conditions, corruption, very limited economic resources & activities, absence of required health facilities and shortages in the supply of medical drugs, the basic health and welfare situation is quite grim and patients particularly children dying of curable diseases and depression is a reality.

It is in this context that the Simbu Children Foundation (“SCF”) is formed by members and volunteers from within and outside the Province who are from or related to that Province to assist in the provision of funding and other forms of assistance in the recovery process of the medically ill children (0 – 15yrs) from the Province.

The fundamental reason behind the formation of SCF is simply to fund the medically ill children who require complex operation or medication not available locally. SCF will also assist in funding delivery complications to minimise infant mortality. Furthermore SCF will also assist in funding safe delivery of a child if the mother is HIV positive. We believe every child deserves to feel loved, to be safe, to have opportunities for a better future and to know that there will always be someone to care for them, no matter what. Every child deserves a bright beginning and the chance to determine the course of his or her own destiny.

#### (b). Mission Statement

Every child is a gift, strengthening our community, our humanity, and our hope for the future. Therefore every child deserves a safe environment, with responsive, loving care and enriching opportunities that build self-sufficiency and self-worth. Believing it is essential to provide for the fundamental needs of all children and particularly sick children, SCF would be a vehicle geared towards assisting and supporting the sick and medically ill children from the Province who are disadvantaged due to lack of funding, non existence of appropriate medical facilities and the absence of basic prescribed drugs.

SCF would seek to develop long-term relationships with donors and recipients based on a shared vision that recognizes non-profit organizations as vital agents in the communities they serve. To help more

children throughout the Province and the Country, the SCF is committed to maintaining low administrative overheads and making the most of every amount contributed and raised.

In the long term, it is the intention of the SCF to build, foster and have respect for the sick children, their parents, doctors and medical staff, administrators, volunteers and other caring individuals who give their time, energy and love to children. With their dedication, along with continued support from the foundation's generous donors and members, Simbu's children will have a better opportunity to achieve their fullest potential.

Going forward, it is the intention of SCF to expand and take into account the interest of sick children in other province who do meet the necessary requirements as required by the Executive Council of the SCF. Again such expansion would depend greatly on the ability of SCF to take added responsibilities in terms of its financial circumstances and the resources at hand.

**(c). Specific aims and objectives**

The purpose of the SCF is to offer both financial and non-financial help and assistance to the medically ill children of the Province who require complex operation or medication not locally available. Some of the specific objectives of the SCF are:

- To improve the quality of life of the children of the Province.;
- To particularly address the needs of the sick children of the Province;
- To give hope to the sick children and their parents;
- To raise funds by planning and carrying out fund raising activities;
- To carry out awareness of the SCF throughout the Province, the country and internationally;
- To act as a vehicle in making representations to government, donors, other NGOs etc. to address the needs of the sick children; and
- To foster community spirit by bringing together people and other organizations with similar ideals to provide assistance and support to the sick children of the Province.

**3. Definitions**

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3.1 In this Constitution, unless the contrary intention appears-

“a Simbu” means a person of natural origin from the Simbu Province of Papua New Guinea or who is related to that province via paternal reasons or through marriage under both customary and common law or maybe deemed as such by the Executive Council;

“A Simbu Affiliate” means a duly incorporated Association within the Simbu Province of Papua New Guinea with similar objectives and purpose to that of the SCF that has affiliated to the SCF pursuant to Clause 5.2;

“financial year” means the year ending on 31 December;

“Executive Council” means the committee of management of the SCF;

“general meeting” means a general meeting of members convened in accordance with Clause 11;

“financial member” means a duly registered fee paying member of the SCF;

“ordinary member of the Executive Council” means a member of the Executive Council who is not an officer of the SCF under Clause 24;

“Patron” means a person appointed pursuant to Clause 34.

- 3.2 In this Constitution, a reference to the Executive Secretary of an Association is a reference
- (a) if a person holds office under this Constitution as the Executive Secretary of SCF to that person; and
  - (b) in any other case, to the public officer of the SCF.

#### **4. Alteration of the Constitution**

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Provisions of this Constitution and the statement of purposes including any other relevant codes and regulations of the SCF **must not** be altered except in accordance with a vote of two thirds of the Executive Council and after the advice of the Patron(s) has been sought.

## MEMBERSHIP

### 5. Membership and subscription

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- 5.1 Membership is restricted to a person who is a Simbu;
- 5.2 A Simbu who applies and is approved for membership of an Affiliate as provided in the Constitution of the Affiliate is eligible to be a member of the SCF on payment of the annual subscription payable under this Constitution.
- 5.3 An application of a person for membership of the SCF must-
- (a) be made in writing in the prescribed form set out in Schedule A; and
  - (b) be lodged with the Executive Secretary of the SCF.
- 5.4 As soon as practicable after the receipt of an application, the Executive Secretary must refer the application to the Executive Council.
- 5.5 The Executive Council must determine whether to approve or reject the application.
- 5.6 If the Executive Council approves an application for membership, the Executive Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under this Constitution as the first year's annual subscription;
- 5.7 The Executive Secretary must, within 28 days after receipt of the amount referred to in Clause 4.12, issue the certificate of membership and enter the applicant's name in the register of members.
- 5.8 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 5.9 If the Executive Council rejects an application, the Executive Council must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.10 A right, privilege, or obligation of a person by reason of membership of the SCF-
- (a) is not capable of being transferred or transmitted to another person or organization; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.11 The annual subscription is the relevant amount set by the Executive Council to be payable in advance on or before 1 January in each year of which the amount set is **K50.00**

### 6. Affiliation and subscription

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- 6.1 A Simbu Affiliate that applies to the Executive Secretary and is approved for membership of the SCF as provided under this Constitution is eligible to be an Affiliate to the SCF on payment of the annual subscription payable under this Constitution.



- 6.2 An application of a Simbu Association for affiliation to the SCF must-
- (a) be made in writing in the prescribed form set out in Schedule B;
  - (b) bear the signature of the current President and Vice-President of that Association; and
  - (c) be lodged with the Executive Secretary of the SCF.
- 6.3 As soon as practicable after the receipt of an application, the Executive Secretary must refer the application to the Executive Council.
- 6.4 The Executive Council must determine whether to approve or reject the application.
- 6.5 If the Executive Council approves an application for membership, the Executive Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for affiliation;
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Constitution as the first year's annual subscription; and
  - (c) request the provision of the register of members of the applicant.
- 6.6 The Executive Secretary must, within 28 days after receipt of the amounts set in accordance with Clause 5.10, issue the certificate of membership to the Affiliate and enter the applicant's name in the register of Affiliates and issue the members of the Affiliate with certificates of membership and enter the names of the applicant's eligible SCF members representing that Affiliate in the database of members.
- 6.7 An applicant for Affiliation becomes an Affiliate and is entitled to exercise the rights of Affiliation when its name is entered in the register of members.
- 6.8 If the Executive Council rejects an application, the Executive Council must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 6.9 A right, privilege, or obligation of A Simbu Affiliate by reason of membership of the SCF-
- (a) is not capable of being transferred or transmitted to another entity; and
  - (b) terminates upon the cessation of membership whether by dissolution or resignation or otherwise.
- 6.10 The annual subscription is the relevant amount set by the Executive Council and is payable in advance on or before 1 January in each year and the amount shall be determined by the Executive Council as it considers appropriate.

## **7. Register of members**

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- 7.1 The Executive Secretary must keep and maintain a register of members containing-
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- 7.2 The register is available for inspection free of charge by any member upon request and must be updated by the Executive Secretary from time to time.

## **8. Ceasing membership**

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- 8.1 A member of the SCF who has paid all moneys due and payable by a member to the SCF may resign from the SCF by giving one month's notice in writing to the Executive Secretary of his or her intention to resign.
- 8.2 After the expiry of the period referred to in Clause 7.1-
- (a) the member ceases to be a member; and
  - (b) the Executive Secretary must record in the register of members the date on which the member ceased to be a member.

## **9. Ceasing Affiliation**

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- 9.1 An Affiliate of the SCF that has paid all moneys due and payable by an Affiliate to the SCF may resign from the SCF by giving one month's notice in writing to the Executive Secretary of its intention to resign.
- 9.2 The notice referred to in Clause 8.1 shall be signed by the President and Vice President of the Affiliate and shall be endorsed by the members of the Affiliate.
- 9.3 After the expiry of the period referred to in Clause 8.1-
- (a) the member ceases to be a member; and
  - (b) the Executive Secretary must record in the register of members the date on which the member ceased to be a member.

## **10. Discipline, suspension and expulsion of members**

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- 10.1 Subject to this Constitution and other codes of conduct as adopted by the Executive Council, if the Executive Council is of the opinion that a member has refused or neglected to comply with this Constitution and other relevant conduct rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the SCF, the Executive Council may by resolution-
- (a) fine that member an amount not exceeding K250; or
  - (b) suspend that member from membership of the SCF for a specified period; or
  - (c) expel that member from the SCF.
- 10.2 A resolution of the Executive Council under Clause 9.1 does not take effect
- (a) at a meeting held in accordance with Clause 9.1, the Executive Council confirms the resolution; and
  - (b) if the member exercises a right of appeal to the SCF under this Constitution, the SCF confirms the resolution in accordance with this Constitution.
- 10.3 A meeting of the Executive Council to confirm or revoke a resolution passed under Clause 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Clause 9.4.
- 10.4 For the purposes of giving notice in accordance with Clause 9.3, the Executive Secretary must, as soon as practicable, cause to be given to the member a written notice-

- (a) stating the resolution of the Executive Council and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the Executive Council at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) setting the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following-
    - (i) attend that meeting;
    - (ii) give to the Executive Council before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the Executive Council confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Executive Secretary a notice to the effect that he or she wishes to appeal to the SCF in general meeting against the resolution.
- 10.5 At a meeting of the Executive Council to confirm or revoke a resolution passed under Clause 9.1, the Executive Council must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 10.6 If at the meeting of the Executive Council, the Executive Council confirms the resolution, the member may, not later than 48 hours after that meeting, give the Executive Secretary a notice to the effect that he or she wishes to appeal to the SCF in general meeting against the resolution.
- 10.7 If the Executive Secretary receives a notice under Clause 9.6, he or she must notify the Executive Council and the Executive Council must convene a general meeting of the Association to be held within 21 days after the date on which the Executive Secretary received the notice.
- 10.8 At a general meeting of the SCF convened under Clause 9.7-
- (a) no business other than the question of the appeal may be conducted;
  - (b) the Executive Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member, or his or her representative, must be given an opportunity to be heard;
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **11. Disputes and mediation**

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- 11.1 The grievance procedure set out in this Clause applies to disputes under this Constitution between-
- (a) a member and another member; or
  - (b) a member and the SCF.
- 11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Executive Council of the SCF; or
    - (ii) in the case of a dispute between a member and the SCF, the Patron.
- 11.5 A member of the SCF can be a mediator.
- 11.6 The mediator cannot be a member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with law.

## GENERAL MEETING

### 12. Annual General Meetings

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- 12.1 The Executive Council may determine the date, time and place of the annual general meeting of the SCF.
- 12.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 12.3 The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Executive Council reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the SCF and the ordinary members of the Executive Council; and
- 12.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

### 13. Special general meetings

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- 13.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 13.2 All general meetings other than the annual general meeting are special general meetings.
- 13.3 The Executive Council may, whenever it thinks fit, convene a special general meeting of the SCF.
- 13.4 If, but for this Clause, more than 15 months would elapse between annual general meetings, the Executive Council must convene a special general meeting before the expiration of that period.
- 13.5 The Executive Council must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the SCF.
- 13.6 The request for a special general meeting must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Executive Secretary.
- 13.7 If the Executive Council does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Executive Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 13.8 If a special general meeting is convened by members in accordance with this Clause, it must be convened in the same manner so far as possible as a meeting convened by the Executive

Council and all reasonable expenses incurred in convening the special general meeting must be refunded by the SCF to the persons incurring the expenses.

## **14. Special business**

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All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Constitution as ordinary business of the annual general meeting, is deemed to be special business.

## **15. Notice of general meetings**

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- 15.1 The Executive Secretary of the SCF, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the SCF, must cause to be sent to each member of the SCF, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 15.2 Notice may be sent-
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission;
  - (c) by publication on the internet site belonging to the SCF.
- 15.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Executive Secretary of that business, who must include that business in the notice calling the next general meeting.

## **16. Quorum at general meetings**

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- 16.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Constitution to vote is present at the time when the meeting is considering that item.
- 16.2 Five members personally present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 16.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members-the meeting must be dissolved; and
  - (b) in any other case-the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 16.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **17. Presiding at general meetings**

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- 17.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the SCF.
- 17.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their members to preside as Chairperson.

## **18. Adjournment of meetings**

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- 18.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Clause 14.
- 18.4 Except as provided in Clause 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **19. Voting at general meetings**

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- 19.1 Upon any question arising at a general meeting of the SCF, a financial member has one vote only.
- 19.2 All votes must be given personally or by proxy.
- 19.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the SCF have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **20. Poll at general meetings**

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- 20.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 20.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **21. Manner of determining whether resolution carried**

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- 21.1 If a question arising at a general meeting of the SCF is determined on a show of hands-
- (a) a declaration by the Chairperson that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of the SCF- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **22. Proxies**

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- 22.1 Each member or Affiliate is entitled to appoint another member as a proxy by notice given to the Executive Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 22.2 The notice appointing the proxy must be-
- (a) in the case of an ordinary member, made in the prescribed form set out in Schedule C;  
or
  - (b) in the case of an Affiliate , made in the prescribed form set out in Schedule D.



## EXECUTIVE COUNCIL

### 23. Executive Council

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- 23.1 The affairs of the SCF shall be managed by the Executive Council.
- 23.2 The Executive Council-
- (a) shall control and manage the business and affairs of the SCF; and
  - (b) may, subject to this Constitution, exercise all such powers and functions as may be exercised by the SCF other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the SCF; and
  - (c) subject to this Constitution, has power to perform all such acts and things as appear to the Executive Council to be essential for the proper management of the business and affairs of the SCF.
- 23.3 The Executive Council shall consist of-
- (a) the officers of the SCF; and
  - (b) the ordinary members – with each Affiliate represented individually and separately by one ordinary member.
- 23.4 Only SCF Members may be elected to the Executive Council.

### 24. Office holders

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- 24.1 The officers of the SCF shall be-
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Executive Secretary.
- 24.2 The provisions of Clause 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Clause 23.1.
- 24.3 Each officer of the SCF shall hold office until the next annual general meeting after the date of his or her election but is eligible for re-election.
- 24.4 In the event of a casual vacancy in any office referred to in Clause 23.1, the Executive Council may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.

## **25. Ordinary members of the Executive Council**

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- 25.1 Subject to the provisions of this Constitution, each ordinary member of the Executive Council shall hold office until the next annual general meeting after the date of election but is eligible for renomination.
- 25.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Executive Council, the nominating Affiliate of the ordinary member that has vacated the office may appoint a member of the Affiliate to fill the vacancy and the member appointed shall hold office, subject to the provisions of this Constitution, until the conclusion of the next annual general meeting following the date of the appointment.

## **26. Election of Officers of the SCF**

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- 26.1 Nominations of candidates for election as Officers of the SCF must be-
- (a) made in writing, signed by two members of the SCF and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Executive Secretary of the SCF not less than 7 days before the date fixed for the holding of the annual general meeting.
- 26.2 A candidate may only be nominated for one office under this Clause prior to the annual general meeting.
- 26.3 If insufficient nominations are received to fill all vacancies on the Executive Council, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 26.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 26.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 26.6 The ballot for the election of officers of the Executive Council must be conducted at the annual general meeting in such manner as the Executive Council may direct.

## **27. Election of ordinary members of the Executive Council**

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- 27.1 Nominations of candidates as ordinary members of the Executive Council must be-
- (a) made in writing, signed by the President and Vice President of the nominating Affiliate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Executive Secretary of the SCF not less than 7 days before the date fixed for the holding of the annual general meeting.
- 27.2 An Affiliate may only nominate one candidate as an ordinary member of the Executive Council, prior to the annual general meeting.
- 27.3 The candidates nominated under this Clause shall be deemed to be elected at the annual general meeting and deemed to represent their nominating Affiliates on the Executive Council.

## **28. Vacancies**

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- 28.1 The office of an officer of the SCF, or of an ordinary member of the Executive Council, becomes vacant if the officer or member-
- (a) ceases to be a Simbu by any reason;
  - (b) ceases to be a member of the SCF; or
  - (c) becomes an insolvent under administration within the meaning of the Companies Act or the Insolvency Act of PNG; or
  - (d) resigns from office by notice in writing given to the Executive Secretary; or
  - (e) in the case of an ordinary member, his or her nominating Affiliate ceases to be an Affiliate.

## **29. Meetings of the Executive Council**

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- 29.1 The Executive Council must meet at least 3 times in each year at such place and such times as the Executive Council may determine.
- 29.2 Special meetings of the Executive Council may be convened by the President or by any 4 members of the Executive Council.

## **30. Notice of Executive Council meetings**

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- 30.1 Written notice of each Executive Council meeting must be given to each member of the Executive Council at least 7 business days before the date of the meeting.
- 30.2 Written notice must be given to members of the Executive Council of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **31. Quorum for Executive Council meetings**

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- 31.1 Any 4 members of the Executive Council constitute a quorum for the conduct of the business of a meeting of the Executive Council.
- 31.2 No business may be conducted unless a quorum is present.
- 31.3 If within half an hour of the time appointed for the meeting a quorum is not present-
- (a) in the case of a special meeting-the meeting lapses;
  - (b) in any other case-the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 31.4 The Executive Council may act notwithstanding any vacancy on the Executive Council.

## **32. Presiding at Executive Council meetings**

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- 32.1 At meetings of the Executive Council-
- (a) the President or, in the President's absence, the Vice-President presides; or
  - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **33. Voting at Executive Council meetings**

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- 33.1 Questions arising at a meeting of the Executive Council, or at a meeting of any sub-Executive Council appointed by the Executive Council, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 33.2 Each member present at a meeting of the Executive Council, or at a meeting of any sub-Executive Council appointed by the Executive Council (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **34. Removal of Executive Council member**

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- 34.1 The SCF in a general meeting may, by resolution, remove any member of the Executive Council before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 34.2 A member who is the subject of a proposed resolution referred to in Clause 33.1 may make representations in writing to the Executive Secretary or President of the SCF (not exceeding a reasonable length) and may request that the representations be provided to the members of the SCF.
- 34.3 The Executive Secretary or the President may give a copy of the representations to each member of the SCF or, if they are not so given, the member may require that they be read out at the meeting.

## PATRON

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### 35. Patron

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- 35.1 The Executive Council may appoint a person as Patron(s) of SCF for a term of two years.
- 35.2 A person eligible to be appointed as a Patron of SCF under Clause 35.1 –
- (a) is a citizen of Papua New Guinea;
  - (b) is a Simbu;
  - (c) does not hold a political office; and
  - (d) is a person whose pursuits in public life reflect standards, ideals and achievements consistent with the ideals and purposes of SCF.

### 36. Functions of Patron

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- 36.1 The Executive Council may request advice on any matter relating to the affairs of SCF from the Patron.
- 36.2 The Patron –
- (a) shall provide advice in response to any request made by the Executive Council pursuant to applicable provisions of this constitution;
  - (b) shall perform all other acts or functions attributed to a Patron under this Constitution.
- 36.3 The Patron shall consist of either one or two persons appointed pursuant to Clause 35.

## MINUTES OF MEETING, FUNDS, ETC

### 37. Minutes of meetings

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- 37.1 The Executive Secretary of the SCF must keep minutes of the resolutions and proceedings of each general meeting, and each Executive Council meeting, together with a record of the names of persons present at Executive Council meetings.

### 38. Funds, Income, Property and Disbursements

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- 38.1 The income, property and funds of the SCF shall be applied solely towards the promotion of its objectives as stated in its statement of purpose including applicable administration and ongoing costs.
- 38.2 Application for funding or assistance from SCF must be made in the prescribed format including the provision of relevant details as requested under its funding guidelines and submitted to the Executive Council through the Executive Secretary.
- 38.3 The Executive Secretary must, within 14 days, in writing or through other means of communication, shall advise the applicant of the decision of the Executive Council in relation to the application made under Clause 37.2.
- 38.4 The Treasurer of the SCF must-
- (a) collect and receive all moneys due to the SCF and make all payments authorised by the SCF; and
  - (b) keep correct accounts and books showing the financial affairs of the SCF with full details of all receipts and expenditure connected with the activities of the SCF.
- 38.5 Two members of the Executive Council must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
- 38.6 The funds of the SCF shall be derived from annual subscriptions, donations and such other sources as the Executive Council so determines.
- 38.7 The SCF shall have the powers to acquire and dispose of properties and to accept gifts of property and money in furtherance of its activities subject to the approval of the Executive Council.

### 39. Seal

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- 39.1 The common seal of the SCF must be kept in the custody of the Executive Secretary.
- 39.2 The common seal must not be affixed to any instrument except by the authority of the Executive Council and the affixing of the common seal must be attested by the signatures either of two members of the Executive Council or, of one member of the Executive Council and of the public officer of the SCF.
- 39.3 A Seal register must be kept and maintained by the Executive Secretary.

#### **40. Notice to members**

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- 40.1 Except for the requirement in Clause 14, any notice that is required to be given to a member, by on behalf of the SCF, under the provisions of this Constitution may be given by-
- (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

#### **41. Winding up**

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- 41.1 The SCF may, by resolution of an absolute majority of more than two thirds of its members in a general meeting pursuant to Clause 11 and 12, cause the winding up of the Association.
- 41.2 In the event of the winding up or the cancellation of the incorporation of the SCF, the assets of the SCF must be disposed of in accordance with the provisions of the applicable Associations Incorporation Act.
- 41.3 Any surplus funds net of all associated payments and distributions and in the priority prescribed in the applicable legislation should be distributed as donations to another charity organization at the prerogative of the Administrator in the case of a compulsory or voluntary winding up, or the Registrar of Associations in the case of a statutory winding up, with similar purpose and objectives to that of SCF.

#### **42. Custody and inspection of books and records**

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- 42.1 Except as otherwise provided in this Constitution, the Executive Secretary must keep in his or her custody or under his or her control all books, documents and securities of the SCF.
- 42.2 All accounts, books, securities and any other relevant documents of the SCF must be available for inspection free of charge by any member upon request.
- 42.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the SCF.

## SCHEDULES

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- Schedule A: Application for membership by a person
- Schedule B: Application for membership by an affiliate
- Schedule C: Appointment of proxy by an ordinary member
- Schedule D: Appointment of proxy by an affiliate
- Schedule E: Certificate of membership
- Schedule F: Application for funding/assistance
- Schedule G: Funding Guidelines
- Schedule H: Members Code of Conduct



Schedule A  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**APPLICATION FOR MEMBERSHIP AS ORDINARY MEMBER**

I,  
.....  
*(full name of the applicant)*

of  
.....  
*(address)*

.....  
*(occupation)*

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association and any other codes and regulations of the Association for the time being in force.

.....  
*(Signature of Applicant)*

Date: .....

I, ....., a member of the Association.  
*(full name)*

nominate the applicant, who is personally known to me, for membership of the Association.

.....  
*(Signature of Proposer)*

Date: .....

I, ....., a member of the Association.  
*(full name)*

I second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
*(Signature of Seconder)*

Date: .....

Schedule B  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**APPLICATION FOR MEMBERSHIP AS AN AFFILIATE**

.....  
*(full name of the Association and registration number)*

of  
.....  
*(registered office/ address)*

under a resolution passed by our members in accordance with our constitution hereby apply to become an Affiliate of the SCF. In the event of our admission as an Affiliate, we agree to be bound by the rules of the SCF and any other codes and regulations of the SCF for the time being in force.

.....  
*(Signature of President/ Public Officer)*

.....  
Common seal

Date: .....

I, ....., a member of the SCF nominate the applicant, whose work, purpose and objectives are known to me, for membership as an Affiliate of the SCF.

.....  
*(Signature of Proposer)*

Date: .....

I, ....., a member of the SCF second the nomination of the applicant, whose work, purpose and objectives are known to me, for membership as an Affiliate of the SCF.

.....  
*(Signature of Seconder)*

Date: .....

NOTE: A copy of the resolution should be attached to this form. Both the Public Officer and the President or Vice President must sign this form.

Schedule C  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**APPOINTMENT OF PROXY (Ordinary Member)**

I,  
.....  
*(full name)*

of  
.....  
*(address)*

being a member of Simbu Children Foundation

hereby appoint .....  
*(full name of proxy)*

of .....  
*(address)*

being a member of the Association, as my proxy to vote for me on my behalf at the annual general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of ..... 200 and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of / against *(delete as appropriate)* the resolution *(insert details)*.
- To be inserted if desired.

.....  
Signature of member  
Appointing proxy

Date: .....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

Schedule D  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**APPOINTMENT OF PROXY (Affiliate)**

.....  
*(full name of Affiliate and Association number)*

of

.....  
*(registered address)*

being an Affiliate member of Simbu Children Foundation and by virtue of a resolution passed by the Executives of our Association

hereby appoint .....  
*(full name of proxy)*

of .....  
*(address)*

being a member of the SCF, as our proxy to vote for us and on our behalf at the annual general meeting of the SCF (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of ..... 200 and at any adjournment of that meeting.

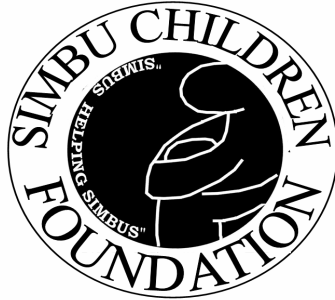
- Our proxy is authorised to vote in favour of / against *(delete as appropriate)* the resolution *(insert details)*.
- To be inserted if desired.

.....  
Common Seal

.....  
Signature of President/Public Officer  
Date: .....

NOTE: A proxy vote may not be given to a person who is not a member of the SCF. A Copy of the resolution appointing the proxy should be attached with this form. Both the Public Officer and the President or Vice President must sign this form.

Schedule E



**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)

**CERTIFICATE OF MEMBERSHIP**

This is to certify that;

.....  
*(insert name of member)*

was admitted to membership of the Simbu  
Children Foundation and granted the status of

.....  
*(financial or non financial member or Affiliate)*

on the..... day of .....20.....

.....  
Common Seal

.....  
President

.....  
Membership Number

.....  
Executive Secretary

Schedule F  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**APPLICATION FOR FUNDING/ASSISTANCE**

I/We, ..... of .....  
(name of patient(s)) (name of village)

in the.....District of Simbu Province hereby request assistance from the Simbu Children Foundation for the treatment of the following medical condition (provide a brief overview of current medical condition below or attach a doctors report/diagnosis):

I/We also provide together with this form the various information required under the SCF's funding guidelines for the purposes of the Executive Council of SCF.

.....  
(Signature of Patient/Guardian)

.....  
(Date)

NOTE: This form should be submitted together with all the other relevant information as required under the SCF's Funding or Assistance Guidelines.

Schedule G  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**FUNDING GUIDELINES**

**1. Introduction**

Simbu Children Foundation (“SCF”) would ideally love to fund and assist as many if not all-sick children of Simbu as it possibly can. Unfortunately such a case might not be possible to realize due to financial and other constraints, which the SCF might face. In essence, the availability of funding at any particular time would greatly depend on the generosity of our donors as well as on the success of any fundraising activities instigated.

Given the inevitability of such constraints, any form of funding or assistance would have to be prioritized and must meet certain criteria’s of which are broadly detailed below:

- ❖ the nature and type of the medical condition;
- ❖ the socio-economic status of immediate family;
- ❖ whether treatment is available in the province or otherwise;
- ❖ the location and ethnicity of the patient; and
- ❖ the required age group for funding purposes.

The sections below set out the specific guidelines, which the Executive Council of SCF will use as a benchmark in assessing any application for funding or assistance.

**2. Children**

- A. A child for the purposes of SCF is defined as a person between the ages of 0 to 15 years of age;
- B. The child must be of full Simbu or half Simbu percentage of which in the case of half, the Dad must be a Simbu. Notwithstanding, any child of non Simbu origin but of which the parents have resided in the Simbu Province of more than 5 years may qualify for assistance subject to the approval of the Executive Council;
- C. For the purposes of SCF a “normal child” is defined as a child who is physically and mentally active but may suffer from a flu, cold or other medical condition which is not serious and or life threatening. Such a child is not deemed as a “sick child” and thus will not be eligible for funding, even under perceived existence of certain medical illness;
- D. In terms of financial assistance, the SCF will only focus on children who have serious medical illness and may need or require specialist treatment, which may not be readily available to him/her within the Province. Certain factors amongst others to be looked at by the Executive Council are:

- The location and ethnicity of the patient;
- Financial capability of the child's immediate family members in terms of procuring required treatment; and
- In certain cases, SCF may require the provision of documentation or recommendation from a recognized medical practitioner.

**3. HIV or AIDS**

Special conditions will apply. Funding will be limited to children contracting HIV/AIDS through the following means:

- A. from birth through the parents;
- B. from breast milk;
- C. via blood transfusion in hospitals/medical centers;
- D. from rape; or
- E. through any other means of which the child is an innocent party.

Any child within the defined age range and particularly older children contracting the HIV virus through negligence or promiscuity and of which the Executive Council is satisfied of such being the case will not be considered by SCF.

**4. Mothers**

It is the view of SCF that the life of a child begins during conception. Therefore, every care and assistance, where possible, should be given to the mother for the sake of the child. SCF will consider pregnant mothers under the following conditions:

**A. Normal Pregnant Mothers.**

For the purposes of SCF, "Normal Pregnant Mothers" are defined as "Pregnant Women" who are FREE from any physical or mental illness or any other serious condition that may cause a direct threat to the unborn child. Mothers in this category will not be considered for financial assistance. Notwithstanding, SCF may consider funding "normal pregnant mothers" from extremely remote locations around the province to nearby health centers/hospitals for the purposes of delivery and associated costs.

**B. Disabled, mentally ill and serious pregnancy complications.**

Mothers in this category may have a pre-existing medical condition, disability, impairment or experience serious complications during pregnancy. These mothers will be considered for financial and other forms of assistance from SCF.

**C. Pregnant Mothers with HIV/AIDS.**



SCF may consider and restrict funding to pregnant mothers who contracted HIV/AIDS through the following means.

- unknowingly through the partner/husband
- Through blood transfusion at hospitals/medical centers.
- Forced sex/rape.

Pregnant women contracting HIV/AIDS through negligence or promiscuity or by having multiple sex partners and to which the Executive Council is satisfied of such acts being committed will not be considered by SCF in terms of assistance.

### **5. Application procedure and requirements**

The following details the procedures inherent in requesting funding or assistance from the SCF including the various information pre-requisites. All applications made MUST include;

- a completed and duly signed copy of the prescribed form “Request for Funding or Assistance”;
- a detailed description of the medical condition or illness of which funding or assistance is requested by a qualified medical practitioner recognised by the medical profession in Papua New Guinea;
- the existing socio-economic and financial circumstances of the parents and immediate families;
- type of assistance requested or in the case of financial assistance, the amount requested backed by quotes or estimates from qualified medical practitioners;
- a completed and duly signed “Statutory Declaration” confirming the application and its contents in the presence of a registered Commissioner of Oaths; and
- any other information which is or may be deemed as relevant and appropriate for the purposes of the Executive Council in reaching its determination.

### **6. Discretion of Executive Council**

Notwithstanding any of the procedural requirements and funding criteria’s set out in this document, the Executive Council of the SCF maintains the overall discretion to exempt any applicant from any or all of the procedural requirements depending on the nature of the case and the prevailing circumstances.

The Executive Council of SCF also maintains the sole discretion to offer financial or other forms of assistance to any patient or patients depending on the merits of the case as deemed appropriate by the Executive Council. All decisions and determinations made by the Executive Council are final.

Schedule H  
**SIMBU CHILDREN FOUNDATION**  
(Incorporated under the Associations Incorporation Act)  
**MEMBER'S CODE OF CONDUCT**

**1. Introduction**

This Code of Conduct (hereinafter “the Code”) is meant to represent an expression of the spirit of which it is hoped the members of the Simbu Children Foundation (hereinafter “the Foundation”) should conduct themselves both on a personal and professional basis consistent with the purpose and objectives of the Foundation. It is not meant in any way whatsoever to be a catalyst to suppress individuality and self-expression but it should form the guiding principles on which the ethos of the Foundation would be reflected through the actions of its members.

Nevertheless, as with any other codes of conduct, the Executive Council or any other Council established for such purposes will take appropriate actions against members in breach of any provisions of this Code depending of the severity of the breach consistent with the provisions of the Foundation’s Constitution relating to such circumstances.

**2. Specific Rules of Conduct**

At all times a member shall uphold the good standing and reputation of the Foundation, and shall:

- A. Uphold and promote the purpose and objectives of the Foundation as detailed in the Constitution, the Statement of Purpose and any other regulations and codes adopted by the Executive Council;
- B. Regularly contribute to the development and activities of the Foundation and its role in ensuring effective and valued assistance to the sick children of Simbu in whatever existing medical condition;
- C. Display commitment, honesty, integrity and a proper sense of responsibility, honouring the trust of the children, fellow members, the parents and the general public as a whole;
- D. Provide a service of value to society, strive for equality of opportunity in that service and be concerned with the development of quality and excellence in all matters including the quality of life;
- E. Not to misuse the privilege of membership or office for personal gain or other purposes contrary to the intent and objects of the Foundation;
- F. By leadership, co-ordination, initiative, personal example and commitment, direct all available effort towards the success of the Foundation and its activities ensuring that the Foundation’s core values are demonstrated to the public;

- G. Make immediate and full disclosure of any personal interest which may conflict with the interest and objectives of the Foundation and refrain from engaging in any activity which impairs effectiveness;
- H. Always consider and respect the opinions, interests and background of other members as well as the sick children and never maliciously injure or jeopardise their reputation and career prospects;
- I. Care, diligence and responsibility should be exercised in dealing with commercial and medically sensitive information concerning the Foundation or the sick children. In any event such information should NOT be divulged or disclosed to any third party whatsoever without the written consent of the Executive Council.
- J. Pursue all available internal remedies for dealing with matters perceived as improper before considering any other actions;
- K. Assist other members, sick children or their families who maybe in need of help and advice and convey to the Executive Council any problems or information which may concern their relief;
- L. Value and respect fellow members, the sick children, parents or any relevant parties highly, taking full account of their ideas, circumstances, competence and self esteem;
- M. Ensure that all public communications are fair and true, not misleading and do not willingly suppress information;
- N. Promote good relationship with members of other organizations with similar purposes and ideals;  
and
- O. Endeavour to attract and encourage new members to the Foundation

### **3. Breaches**

Any member whose actions or behaviour breach or seen to have breached any of the rules contained in this Code and should evidence or complaints be made available or made to the Executive Council or any Council Committee formed for such purpose and depending on the severity of the accusations, would be liable to face disciplinary actions in accordance with Clause 9 of the Foundation's Constitution.

The same Clause also entitles the implicated member to exercise his or her rights through an appeal mechanism or by seeking representations to defend him or herself against the charges or accusations laid.