

CONSTITUTION

OF

INGU OMBUNO

FOUNDATION

TABLE OF CONTENTS

		PAGE
	PREAMBLE	1
PART I	INTERPRETATION	1
PART II	NAME	2
PART III	OBJECTS	2
PART IV	POWERS	3-5
PART V	INCOME AND PROPERTY	5
PART VI	MEMBERSHIP	5-7
PART VII	GOVERNANCE	7-9
PART VIII	OFFICE BEARERS	9
PART IX	ROLE OF DIRECTOR	9
PART X	ROLE OF DEPUTY DIRECTOR	9
PART XI	ROLE OF CHAIRPERSON	9
	AUDIT & COMPLIANCE COMMITTEE	
PART XII	APPOINTMENT AND ROLE OF EXECUTIVE OFFICER	10
PART XIII	SIGNING OF CHEQUES	10
PART XIV	COMMON SEAL	10
PART XV	CONTROL OF PROPERTY	11
PART XVI	ANNUAL AND SPECIAL GENERAL MEETINGS	11
PART XVII	CHAIRMAN	12
PART XVIII	AMENDMENT TO CONSTITUTION	12
PART XIX	AUDITOR	12
PART XX	FISCAL YEAR	12
PART XXI	NOTICES	13
PART XXII	INDEMNITY	13
PART XXIII	DISSOLUTION	13
PART XXIV	INSPECTION OF RECORDS	14
PART XXV	DATE OF EFFECT	14
	APPENDIX	

PREAMBLE

We the current and former members of Simbu Adventist Student Association, in Order to remain United in our faith, Provide for the common cause to hasten our glorious hope, Promote for the spiritual, physical, social, intellectual and economic welfare for the members of Ingu Ombuno Foundation, Simbu Adventist Student Association and the people of Simbu at large, Share the Blessings we have received and to Make ready a people for the second advent, establish this Constitution for the Ingu Ombuno Foundation.

PART I – INTERPRETATION

The following shall have the meanings respectively assigned to them unless there is something in the subject or context herein inconsistent therewith:-

- 1.01 "IOF" shall mean Ingu Ombuno Foundation
- 1.02 "Annual General Meeting" shall mean a meeting called pursuant to section 16.01 of these Rules;
- 1.03 "Auditor" shall mean a qualified person or firm appointed by the Board from time to time to act as Auditor of IOF;
- 1.04 "Executive Officer" shall mean the person appointed by the Board from time to time as the Executive Officer of IOF;
- 1.05 "the Board" shall mean the Board of Management of IOF as appointed or elected from time to time.;
- 1.06 "Board Members" shall mean the duly elected members of the Board;
- 1.07 "General Meeting(s)" includes references to both Annual or Special General Meetings;
- 1.08 "Members" shall mean those persons who are appointed in accordance with Part VI of these Rules;
- 1.09 "Month" shall mean calendar month;
- 1.10 "the Objects" shall mean the objects of IOF as set out in Part III of these Rules;
- 1.11 "SASA" shall mean Simbu Adventist Student Association as an organization and individual member's who are eligible to access the services of IOF;
- 1.12 "Simbu people" shall mean people of simbu living in Simbu province or outside of the province and abroad
- 1.13 "the Powers" shall mean the powers of IOF as set out in Part IV of these Rules;
- 1.14 "these Rules" shall mean the Constitution of IOF as altered or added to from time to time;

- 1.15 "Special General Meetings" shall mean a meeting called pursuant to Section 16.03 of these Rules;
- 1.16 the "pioneers" shall mean Simbu Adventist students who initiated the formation of SASA and graduates who are employed either in the formal or informal sector
- 1.17 "Eastern Highlands and Simbu Mission" shall mean the geographical boundaries covering both the Eastern Highlands and Simbu provinces
- 1.18 "Tithe" shall mean one tenth from the net profit of IOF income profit
- 1.19 "Second tithe" shall mean one tenth after first tithing.

PART II - NAME

Section 2.01

The name of the organization shall be Ingu Ombuno Foundation (IOF)

PART III – OBJECTS

The Objects of IOF shall be as follows:-

Section 3.01

To support and build the capacity of SASA in its in reach or outreach program whether it be spiritual, social, academic or economic to ensure a holistic approach to ministry as the Board may in its absolute discretion determine from time to time.

Section 3.02

To provide support for SASA and other student ministry groups in Eastern Highlands and Simbu Mission to advocate, create awareness and conduct training on pressing development issues affecting the country including HIV/AIDS, gender issues, violence against women and children, health of women and children, rights of children, corruption, governance issues, law and order, unemployment and other social, political and economic issues as the Board in its absolute discretion determine from time to time.

Section 3.03

To enhance the capacity of IOF to achieve the Objects by developing, constructing and otherwise maintaining appropriate facilities for the benefit of its stakeholders

Section 3.04

To periodically or regularly print, publish and distribute any newspapers, periodicals, books or leaflets to further and better promote the Objects of IOF and SASA.

Section 3.05

To provide scholarship for disadvantage children and orphanages who are members of IOF and members of SASA who excel academically from both primary to tertiary level of education as the Board in its absolute discretion determine from time to time.

Section 3.06

To enable IOF to develop, implement and maintain services for SASA and members of IOF by collecting funds and soliciting, receiving, enlisting, and accepting financial and other aid, subscriptions, donations and bequests from any legitimate source.

Section 3.07

To do all things necessary to secure grants for the achievement of any or all of the Objects from any person, corporate body, Governments and/or any other statutory body or organization.

Section 3.08

To carry on such activities that are beneficial to the attainment of the Objects and which, are beneficial or desirable in the interests of the members of IOF, SASA and its stakeholders.

Section 3.09

To assist SASA, individuals or organizations where possible that extends the objects of IOF and lodged an application requesting for technical assistance, cash or kind.

Section 3.10

To engage in or conduct and participate in any business or commercial activity in its own right or with any other person, corporate body, association or organization;

Section 3:11

To remit first and second tithe from the income of IOF to support the ministries of the IOF affiliated church.

Section 3.12

To apply its profit or other income in promoting its objects;

Section 3:13

And that the foundation will prohibit the payment of any dividend or payment in the nature of dividend to its members.

PART IV – POWERS

Without limiting the generality of the Objects IOF shall in addition thereto have the following powers and which powers shall be exercised by the Board except as otherwise specified by these Rules:-

- 4.01 to raise, obtain and receive funds or other aid for the purposes of achieving the Objects by means of subscriptions, donations, entertainments, or other functions, or by any other lawful means;

- 4.02 to apply to all the relevant statutory and government departments, private sector and civil society organizations for the appropriate consents, approvals, authorizations and exemptions (as the case may be) in connection with the fulfilling of the Objects and the exercising of the Powers;
- 4.03 to merge with, affiliate, enter into reciprocal arrangements, and/or to subscribe to, become a member of and co-operate with any other registered organization, institution or association, with good reputation whose Objects are similar to those of IOF provided always that IOF shall not subscribe to or support with its funds any such arrangements.
- 4.04 to borrow or raise or secure the payment of money in such manner as IOF may think fit and to secure the same or the repayment of any debt, liability, contract, guarantee or other engagement incurred by IOF and to purchase, redeem or pay off such securities;
- 4.05 to take or hold mortgages, charges or legal action to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of IOF' property of whatsoever kind sold by it, or any money due to it from purchasers and others;
- 4.06 to purchase, take on lease or exchange, hire and otherwise acquire and maintain any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purpose of, or capable of being conveniently used in connection with any of the Objects or general advancement of IOF;
- 4.07 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the assets and rights of IOF;
- 4.08 to appoint, employ, dismiss or suspend the Executive Officer and/or such other executives, employees, contractors and other persons as may be necessary or convenient for the purposes of IOF from time to time;
- 4.09 to appoint or employ such Solicitors, Accountants and/or other professionals that may be necessary or desirable for the purposes of IOF from time to time;
- 4.10 to establish, support or assist in the establishment of associations, institutions, superannuation and other funds, trusts and conveniences, calculated to benefit employees or past employees of IOF.
- 4.11 to establish any account or accounts with any Building Society(ies), Bank(s) or other Financial Institution(s) and to operate by and in all usual ways any such account or accounts;
- 4.12 to make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, organizations, institutions or associations with which IOF is authorized to merge, amalgamate or affiliate;
- 4.14 to transfer all or any part of the property, assets, liabilities and engagements of IOF to any one or more of the companies, organizations, institutions, or associations with which IOF is authorized to merge, amalgamate or affiliate;
- 4.15 to make donations for patriotic or charitable purposes, provided always that the recipi-

ent of such donation is in line with the object of SASA and IOF

- 4.16 to give effectual receipts, discharges or releases for any moneys received by or on behalf of IOF or otherwise relating to any of the acts, matters or things provided for in these Rules, and to receive property by gift or by Will or other provisions of any Trust or otherwise and to administer the same according to these Rules;
- 4.17 to make such grants to or in aid of or to make donations or give assistance to or make contracts with such individuals, associations or corporate bodies (whether within or outside the State) as may be necessary or desirable;
- 4.18 to have and exercise such powers as may be necessary to allow the Board to attain the Objects as set out in these Rules.

PART V - INCOME AND PROPERTY

Section 5.01

The income and property of IOF shall be applied solely towards the promotion of the Objects and it shall not allow any Member to secure a pecuniary profit from any of its transactions and no portion of the income or property shall be paid or transferred directly by way of dividend bonus or otherwise by way of profit to the Members and no Member shall have any interest of any sort in the assets of IOF except by way of indemnity against any liability incurred by that Member on behalf of IOF or SASA.

Section 5.02

The Board may authorize payment to any person for goods supplied or for services rendered to IOF notwithstanding that the person who supplied those goods and/or services may be an officer or Member of IOF.

PART VI – MEMBERSHIP

Membership of IOF is open to:-

Section 6.01 - Life Members

A person who in the opinion of the Board has given outstanding service to SASA and IOF, and is appointed by the Board to be a Life Member of IOF and can pay a subscription fee at his/her discretion.

Section 6.02 – Automatic Members

A former and current bonafide member of Simbu Adventist Student Association who is either in the formal or informal sector employment or student can be an automatic member of IOF. They must pay the annual Membership fee that shall be determined from time to time by the Board .

Section 6.03 – Subscribing Members

A bonafide member of the community can become to be members of IOF. The board will determine application for membership from the public from time to time.

Section 6.04 – Members subscription

The annual subscription for Membership to IOF shall be set by the Board and ratified by the Members of IOF. No subscriptions are required to be paid by Life Members, otherwise it is subjected to their discretion.

Section 6.05 – Members Entrance

The Executive Officer of IOF shall, on payment by the nominee of the disclosed amount enter the nominee name in the register of members and upon the name being so entered, the nominee becomes the member IOF.

Section 6.06 – Members Rights and Privileges

The rights and privileges a person has for being a member of the IOF are;

- 6:06.1 to cast votes in all meetings,
- 6:06.2 to stand for any executive position or any office within the IOF,
- 6:06.3 to enjoy the benefits brought forth or incidental to the operations of the IOF,
- 6:06.4 to represent the IOF in any meetings, seminars, or conventions, as the case may be if/when appointed,
- 6:06.5 to involve in any fundraising, income generating projects and business arms that the association initiates
- 6:06.6 and to use any assets of the association upon the Board approval.

Section 6:07 – Members Register

The Executive Officer of IOF shall establish and maintain a register of members of the IOF specifying the name and address of each person who is a member of the IOF together with the date on which the person became a member. The register of members shall be kept at the principal place of administration of IOF and shall be open for inspection, free of charge by any member of the IOF at any reasonable time.

Section 6:08 – Members Discipline and Appeal

- 6:08.1 Where the Board is of the opinion that a member of IOF; has persistently refused or neglect to comply with a provision or provisions of these Rules; or has persistently and willfully acted in a manner prejudicial to the interests of IOF and SASA, the Board may by resolution expel the member from IOF or suspend the member from membership of the IOF for a specified period through a vote of no confidence.
- 6:08:2 A member may appeal to IOF in general meeting against a resolution of the Board within 14 business days after notice of the resolution is served on the member by lodging with the Executive Officer of IOF a notice to that effect.
- 6:08:3 Upon receipt of a notice from a member, the Executive Officer of IOF shall notify the Board, which shall convene a general meeting of the IOF to be held within 21 business days after the date on which the Executive Officer of IOF received the notice.
- 6:08:4 At a general meeting of the IOF members, no business other than the question of the appeal shall be transacted; the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. If at the general meeting those IOF members pass a special resolution in favor of the confirmation of the resolution, the resolution is confirmed.

Section 6:09

Any Member whose subscription is unpaid for a period of not more than one year after becoming a member shall cease to be a Member of IOF after determination by the Board.

PART VII – GOVERNANCE

Section 7.01

The management and control of IOF shall be vested in the Board.

Section 7.02 – Composition of the Board

The Board shall consist of the following:

- 7.02.1 the director
- 7.02.2 deputy director
- 7.02.3 chairman of audit committee,
- 7.02.4 executive officer of IOF as an ex-officio
- 7.02.5 representatives from SASA pioneers,
- 7.02.6 current president of PNG SASA
- 7.02.6 SDA layman of good standing
- 7.02.7 a practicing minister
- 7.02.8 and a representative from EHSM executive committee.

The Board shall comprise of no more than ten (10) and no less than seven (7) Members. The Board may act notwithstanding that the number of Board Members may be fewer than ten (10), however, the number of Board Members shall not in any event be fewer than seven (7), Casual vacancies may be filled by the Board and any person elected to such vacancy shall hold office until the next AGM or for the remainder of the term as the Board Member to whose place he/she is elected would have held office had he/she continued, when that person should nominate for re-election. The Executive officer of IOF shall be an ex-officio to the Board.

Section 7.03

Each Board Member shall hold office for a period of three (3) years except the chairman of audit committee shall be annually.

Section 7.04

The Board shall at its first meeting immediately following the Annual General Meeting elect from amongst its Members those Office Bearers due for re-election; these may include the director (tri-annually), deputy director and Chairperson of the Audit Committee

Section 7.05

- 7:05.1 Five (5) Members of the Board, excluding the ex-officio shall be deemed to constitute a quorum.
- 7:05.2 Where a Board Member is unable to attend a Board meeting they may appoint another Board Member to act as a proxy and vote on their behalf at that meeting only. A new proxy for each such meeting must be a written and signed request for that Board Member to vote on behalf of the absent Board Member. This request may be electronically

conveyed by email, facsimile or postage to the Secretary or Executive Officer and must be tabled at that Board meeting.

Section 7.06

One-third (1/3) of the Board Members being those Board Members who have held office for the longest period since being last elected or (where the requisite number cannot be determined) being such Board Members as the Director may determine, shall retire tri-annually, but every retiring Board Member may nominate for re-election to the Board, but cannot undertake more than two (2) consecutive three (3) year terms as Director or six (6) x one (1) year terms of any other office bearer.

Section 7.07

Nominations for election to the Board may be made by any Member and must be seconded by another Member and must be accompanied by the assent of the nominee. Nominations must be lodged with the Executive Officer at least fourteen (14) days before the date of the Annual General Meeting. Voting shall be by a show of hands (unless the Director in his absolute discretion calls for a ballot) and in the event of an equality of votes the Director shall have a casting as well as a deliberative vote.

Section 7.08

The Board shall be empowered to make repeal and amend any by-laws passed for the carrying out of the Objects provided always that the by-laws shall conform with these Rules.

Section 7.09

A special meeting of the Board may be called at the request of five (5) Board Members or by the Director. The request must be submitted to the Director and shall detail the business to be discussed. Seven (7) days notice of the intention to hold a special meeting must (if possible) be given to all Board Members.

Section 7.10

The Board shall have power to appoint committees to carry out the responsibilities of the Board of IOF and all such Committees shall be subject to the jurisdiction of the Board. The authority delegated to any committee shall be defined from time to time by the Board. The Director shall be an ex officio member of all committees.

Section 7.11

The Board may co-opt such person as it shall think fit to be a Board Member in addition to the Board Members elected at the General Meeting provided always however, that the total number of Board Members shall not exceed ten (10). Any person so co-opted to the Board shall be entitled to vote and to hold office until the next Annual General Meeting following the date of his/her appointment, when that person should nominate for re-election.

Section 7.12

The position of office bearer on the Board and that of any other Board Member becomes vacant if the Board Member:-

7.12.1 dies;

7.12.2 resigns by notice in writing;

- 7.12.3 is convicted of an offence under the criminal code or summary Act offence, or behave contrary to the principles of the Church.
- 7.12.4 is determined by a resolution supported by three-quarters (3/4) of the full complement of Board Membership to be incapable of performing the duties of a Board Member or is judged to be unfit to continue as a member of the Board due to fatal injury, accident, mentally ill, insane, physically disable, convicted or deceased.
- 7.12.5 the Board Member is absent from three (3) consecutive meetings of the Board unless he has lodged an apology with the Board and the Board is satisfied that there is a valid reason for such absence.

Section 7.13

The Board shall meet with such frequency and at such place, date and hour as it shall determine from time to time providing a minimum of three (4) meetings are held every financial year.

PART VIII - OFFICE BEARERS

Section 8.01

The office bearers of IOF shall comprise the Director, Deputy Director and the Chairperson of the Audit and Compliance Committee.

Section 8.02

The Director and Deputy Director shall be elected by the Board and shall hold office for three (3) years and not more than six (6) years continuously. The Chairperson of the Audit and Compliance Committee shall be elected by the Board to hold office for one year.

PART IX - ROLE OF DIRECTOR

Section 9.01

The Director shall for and on behalf of the Board oversee the affairs of IOF and shall (subject to his consent) if so requested by the Board, assume direct executive control and management of IOF and its affairs. The Director shall also perform such other duties as may be reasonably required of him by the Board from time to time subject to the Director's consent which shall not be unreasonably withheld. The Director shall with the Board's consent have the right to delegate some or all of his responsibilities hereunder.

PART X – ROLE OF THE DEPUTY DIRECTOR

Section 10.01

The Deputy Director shall act as and perform the duties of the Director whenever the Director shall be unable to do so and shall in addition thereto, perform such other duties as may be reasonably required by the Board from time to time.

PART XI - ROLE OF THE CHAIRPERSON OF THE AUDIT COMMITTEE

Section 11.01

The Chairperson of the Audit Committee shall ensure that the Terms of Reference of the Audit Committee are met. The auditor and committee of not more than five and less than 3 shall be appointed by the Board shall audit the financial affairs of IOF at least once in every period of 12 months. The auditor shall;

- 11.01.1 certify to the correctness of the financial statements or the profit and loss account,
- 11.01.2 have free access to all books of accounts and records of the Foundation;
- 11.01.3 inspect and audit the accounts and records of financial transactions and draw the attention to the Board to any irregularities;
- 11.01.4 state in his or her report in his or her opinion whether :- the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the Foundations financial affairs.
- 11.01.5 that he or she has obtained all the information and explanations he or she required

The Auditor may be removed from office by a special resolution of the Board members at a general meeting or at the expiration of his or her tenure of office.

PART XII - APPOINTMENT AND ROLE OF EXECUTIVE OFFICER

Section 12.01

The Board shall appoint a member of SASA as the Executive Officer of IOF upon such terms and conditions as the Board shall think appropriate subject to the duties as stipulated in Section 12.02 hereof and/or as otherwise advised by the Board from time to time.

Section 12.02

The Executive Officer shall be responsible for the day to day running, management and administration of IOF subject to the direction and control of the Board and shall perform such other tasks as shall be required by the Board from time to time.

PART XIII - SIGNING OF CHEQUES

Section 13.01

Any cheque or withdrawal form on the assets of IOF shall be signed by any two (2) people authorized by the Board from time to time and shall include the Director, Deputy Director, Executive Officer and Chairperson of the Audit Committee.

PART XIV - COMMON SEAL, CUSTODY OF RECORDS, INSPECTION OF BOOKS

Section 14.01

The Executive Officer shall retain custody of the Common Seal of IOF and shall only affix the same to

any document by direction and/or ratification of the Board. The Executive Officer shall keep a record of all documents to which the Common Seal has been affixed.

Any two Board Members, one of whom shall be the Director, Deputy Director or Chairperson of the Audit Committee shall sign and countersign the affixation of the Common Seal.

Section 14: 02

The Executive Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Section 14:03

The records, books and other documents of the Foundation shall be opened to inspection, free of charge, by a member of IOF at any reasonable hour on a business day.

PART XV - CONTROL OF PROPERTY

Section 15.01

All property, both real and personal, of IOF shall be vested in the name of IOF.

PART XVI - ANNUAL AND SPECIAL GENERAL MEETINGS

Section 16.01

The Annual General Meeting of IOF shall be held once in every current year at such place and date (not being more than four (4) months from the expiration of IOF financial year unless that time is extended by the Board

Section 16.02

The business of the Annual General Meeting shall include:-

- 16.02.1 presentation of the annual report and balance sheet to the end of the previous financial year;
- 16.02.2 the election of Board Members nominated in accordance with the procedures set down in Sections 7.08 and 7.09 hereof;
- 16.02.3 any other general business presented to the Annual General Meeting by any Member.

Section 16.03

- 16.03.1 A Special General Meeting may be called by direction of the Board at any time; or
- 16.03.2 A Special General Meeting may be called by direction of the Executive Officer within fourteen (14) days after receipt by him of a request to that effect signed by at least ten (10) Members entitled to vote specifying the business to be discussed at such Meeting.

Section 16.04

Only Members of IOF who are present at any General Meeting shall be entitled to vote on the condition that their subscriptions (if they are Subscribing Members) for the current year have been paid at least one (1) calendar month prior to the date appointed for the General Meeting. No proxy voting shall be allowed and each Member shall be entitled to one (1) vote only.

Section 16.05

A quorum at any General Meeting shall consist of no less than twenty (20) Members whom are entitled to vote.

PART XVII – CHAIRMAN

Section 17.01

The Director or in his absence the Deputy Director shall take the chair at all General Meetings and meetings of the Board Members. In the event of the absence of the Director and the Deputy Director the meeting shall elect a Chairman from amongst the Members.

PART XVIII -AMENDMENT TO CONSTITUTION

Section 18.01

The Constitution may be altered, added to or repealed at any Annual or Special General Meeting of the Members by resolution passed by 75% of those Members present and entitled to vote at the said meeting provided always that the notice convening such Meeting shall specify the proposed alterations, additions or repeal of the Constitution and shall give at least twenty one (21) days notice of such meeting.

PART XIX – AUDITOR

Section 19.01

The Auditor shall be appointed by the Board as soon as practicable following each Annual General Meeting. The Auditor shall retain office until the next appointment is so made or as may otherwise be determined by the Board.

Section 19.02

Upon the Auditor ceasing to be a registered company auditor he shall cease to be the registered Auditor of IOF and another Auditor shall be appointed by the Board as soon as practicable thereafter.

Section 19.03

The Auditor shall make his audit and report as far as possible in the same manner and dealing with the same matters as if he were auditing the affairs of a limited liability company.

PART XX - FISCAL YEAR

Section 20.01

The fiscal year of IOF shall be from the 31st of January to 31st of December in each year.

PART XXI –NOTICES

Section 21.01

- 21.01.1 All notices required to be served hereunder shall be in writing, bold print or shall be deemed to be duly given or made:-
- 21.01.1.1 in the case of delivery in person when delivered; or
- 21.01.1.2 in the case of electronic transmission on receipt by the sender of a recognized acknowledgement of transmission to the recipient at the end of transmission;
- 21.01.1.3 in the case of post at the time when the same would normally be delivered in the ordinary course of the post;
- 21.01.1.4 A written communication includes a notice by facsimile transmission, email or postage.
- 21.01.1.5 Failure of any Member to receive a notice required to be given hereunder shall not invalidate any meeting of Members of IOF or course of action determined by the Board.

PART XXII - INDEMNITY

Section 22.01

Every Board Member and other officer or employee of IOF shall be indemnified by IOF against any claims, demands, actions or suits made against that person by reason of any act or thing done by him as a Member, Board Member, officer in the proper and lawful discharge of his duties for and on behalf of IOF and it shall be the duty of the Board to pay out of the funds of IOF all costs necessarily or incidentally incurred (including traveling expenses) which that person may suffer as a result thereof.

Section 22.02

No Board Member or officer or employee of IOF shall be liable for the acts, receipts, neglects, or defaults of any other Board Member, officer or employee of IOF or for joining in any receipt or other act of conformity or for any loss or expense incurred by IOF through the insufficiency and/or deficiency of title to any property acquired by order of the officer for or on behalf of IOF for any loss or damage arising from the bankruptcy, insolvency or the unlawful act of any person with whom any moneys, or assets shall be deposited or from any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties or in relation thereto unless the same shall occur through his own dishonesty, willful negligence, default, breach of duty or breach of trust.

PART XXIII – DISSOLUTION

Section 23.01

If, on the winding up of IOF due to bankruptcy resulting from mismanagement by the executives or the Board of directors , any property of IOF remains after satisfaction of the debts and liabilities of IOF and the costs, charges and expenses of that winding up, that property shall be transferred to SASA PNG as the case requires shall be determined by resolution of the Members at a general meeting to authorize and direct the executives of SASA PNG to prepare a distribution plan for the distribution of the surplus property of IOF.

PART XXIV - INSPECTION OF RECORDS

Section 24.01

A Member may at any reasonable time inspect without charge the books, documents, records and securities of IOF.

PART XXV – DATE OF EFFECT

This constitution will take effect on _____ day of _____
In the year _____

APPENDIX 1
(Rule 5.1)

APPLICATION FOR MEMBERSHIP OF INGU OMBUNO FOUNDATION

I,

.....
(full name of applicant)

of

.....
(address)

.....
(occupation)

hereby apply to become a member of the above named incorporated Foundation with a prescribed membership fee of K_____ enclosed. In the event of my admission as a member, I agree to be bound by the Rules of the Foundation for the time being in force.

.....
(Signature of Applicant)

Date:.....

I,, a member of the Foundation, nominated
(full name)

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

.....
(Signature of Proposer)

Date:

I, a member of the Foundation, second the
(full name)

nomination of the applicant, who is personally known to me, for membership of the Foundation.

.....
(Signature of Seconder)

Date:

APPENDIX 2
(Rule 34.2)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of
(name of incorporated Foundation)

hereby appoint
(full name of proxy)

of
(address)

being a member of the Foundation, as my proxy to vote for me on my behalf at the annual general meeting or special general special general meeting, as the case may be) to be held on theday of200..... and at any adjournment of that meeting.

- * My proxy is authorized to vote in favor 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 person who is not a member of the IOF.

