

PART 1 NAME, OBJECTS AND POWERS

1. Name

The name of the association is Cornerstone Foundation (Australia) Inc (in this Constitution called “the Foundation”)

2. Statement of Beliefs

The Foundation believes that every child deserves the provision of daily food, basic clothing, medical attention and educational training based on Biblical Christian principles and values

“The Christian.....is the one who takes care of orphans and widows and who remains true to the Lord” (James 1:27)

3. Objects of the Foundation

The objects of the Foundation are

- 3.1 To provide “free of charge” Educational and Vocational Training for orphaned and destitute children at “Cornerstone Vocational College” situated in Kitgum District, Northern Uganda, East Africa.
- 3.2 To give complete care for children living in a region devastated by poverty, war and AIDS.
- 3.3 To provide skills training in a range of vocations to enable students to obtain suitable employment and become self sufficient, to survive and make a valuable contribution towards Uganda’s future.
- 3.4 To provide additional educational subjects to supplement the skills training program to ensure a balanced overall secondary education.
- 3.5 To provide skills training in traditional Acholi art and craft (e.g. carving, musical instrument making) to ensure that these skills are passed on to future generations.
- 3.6 To alleviate physical, emotional and spiritual trauma experienced by orphans and destitute children in Kitgum District.
- 3.7 To improve the overall health and well being of each child; through health education, regular medical checks and appropriate treatment.
- 3.8 To provide daily essential food for all children who attend the vocational college.
- 3.9 To provide basic clothing needs for all students.
- 3.10 To raise all necessary funds to establish and maintain Cornerstone Vocational College.
- 3.11 To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property which the Board may think necessary or convenient and in particular any land, buildings, easements, machinery and plant.
- 3.12 To sell, manage, develop, exchange, lease, dispose of, provide services using, turn to account or otherwise deal with all or any part of the property and rights of the Foundation.

3.13 To use all funds and assets vested in the Foundation for the benefit of orphans and destitute children in Kitgum District, Northern Uganda.

3.14 To do all such other things as are incidental or conducive to the attainment of these objects.

4. Powers

To carry out its objects the Foundation shall have;-

4.1 all the powers set out in section 25 of the Act, and.

4.2 in addition to the powers set out in clause 4.1 powers to;-

4.2.1 apply for and obtain grants and other assistance from any Government and Governmental or Statutory Authority.

4.2.2 employ, engage and remunerate such servants, agents, employees, consultants and contractors as the Foundation thinks fit.

4.2.3 invest any monies not immediately required for the purposes of Foundation in such manner as the Foundation thinks fit.

4.2.4 register under The Non-Governmental Organisations Registration Act of Uganda or any Act amending or replacing that Act and be recognised in that country as a body corporate.

4.25 carry out all requirements of the Non-Governmental Organisations Registration Act of Uganda and the regulations under that Act.

PART II – MEMBERS

5. Membership

5.1 The Foundation shall consist of the following classes of members;-

5.1.1 General Members

5.1.2 Founding Members

5.1.3 Life Members

6. Classes of Members and Their Rights

6.1 General Members

General members shall be persons, businesses or organisations who have been accepted as members of the Foundation.

6.2 Founding Members

Wayne Stevens and Beverley Stevens both of 4 Acacia Court Munno Para West in the State of South Australia are Founding Members of the Foundation. The

Founding Members shall be permanent members of the Board and each of them shall be entitled to hold the office of Board Member so long as he or she shall live unless;-

6.2.1 he or she resigns his or her office by written notice to the Chairman of the Foundation.

6.2.2 he or she is disqualified by the Act, or

6.2.3 he or she becomes insolvent or commits an act of bankruptcy.

6.3 **Life Members**

The Board may in its discretion confer life membership of the Foundation upon any member. Life Members shall not pay any annual subscription but shall otherwise have the same rights as general members.

7. **Admission Of Members**

7.1 Any person or organisation who is interested in promoting the objects and purpose of the Foundation and who applies for general membership of the Foundation shall complete an application for membership signed by the applicant, which shall be in such form as the Board shall from time to time prescribe.

7.2 Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a member of the Foundation.

7.3 The Board may in its unfettered discretion admit or refuse to admit an applicant for membership without hearing the applicant or giving a reason for its decision.

7.4 Any business or organisation that has donated monies or articles of a value greater than or equal to the cost of annual membership may apply for membership of the Foundation and upon acceptance by the Board, the membership fee will be waived for the first year.

8. **Annual Subscriptions**

8.1 The annual subscription shall be such sum or sums as the Board shall determine from time to time and shall be payable on 1st July in each year or such other date as shall be determined by the Board.

8.2 Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Foundation, but the Board may reinstate the membership of such person upon payment of the outstanding annual subscription.

9. **Member's Address**

Every member shall notify the Secretary of his or her address (including email address, if any) and of any change of address and all notices required by this Constitution to be sent or given to members shall be deemed to have been duly sent or given if sent to such address.

10. **Resignation of Members**

A member may resign from membership of the Foundation by giving written notice to the Secretary.

11. **Register of Members**

The Secretary shall keep a register of members which shall contain;-

1. the name and address of each member.
2. the date on which each member became a member of the Foundation, and
3. if applicable, the date of and reasons for termination of membership.

12. **Disciplinary Action**

12.1 Any breach of this Constitution by a member (“the Member”) or any conduct determined by the Board to be unworthy of a member shall render a member liable for disciplinary action.

12.2 If

12.2.1 a complaint is received by the Board concerning a Member, and

12.2.2 the Board considers that such complaint should be investigated

The Board shall inquire into the alleged conduct of the Member and will make a copy of the information it receives available to the Member.

12.3 The Board

12.3.1 will appoint a time and place at which the Member may attend and make such oral representations as the Member considers appropriate.

12.3.2 will give to the Member not less than seven days written notice of such time and place, and

12.3.3 can conduct such further enquiries and request further submissions as it considers appropriate.

12.4 At the conclusion of the representations (if any) which the Member wishes to make, the Board will consider the matter in the absence of the Member and may adjourn those considerations from time to time to such time and place as the Board thinks fit.

12.5 If the Board considers that the Member’s conduct;-

12.5.1 has been a failure to comply with this Constitution, or

12.5.2 has been conduct unworthy of a member of the Foundation

the Board may determine the appropriate disciplinary action or measures to be taken.

- 12.6 The Board will notify the Member in writing of its determination. The determination may be;-
- 12.6.1 expulsion from the Foundation.
 - 12.6.2 such other disciplinary measures as the Board in its absolute discretion determines.
- 12.7 The expulsion or other disciplinary measure shall come into effect immediately on the Board forwarding notification of its determination to the Member.
- 12.8 If the Board determines that the Member is to be expelled, the Member shall remain liable for all amounts and fees accrued due to the Foundation to the date of expulsion.
- 12.9 The Board may make, alter and repeal by laws to further detail procedures for dealing with complaints and disciplinary matters.

PART III MANAGEMENT

13. Management

- 13.1 The Foundation shall be managed by a Board of Management (in this constitution called “the Board”) comprising;-
- 13.1.1 ten members of the Foundation,
 - 13.1.2 the Founding Members, and
 - 13.1.3 the Project Manager (if any)
- 13.2 The Board shall have in addition to the powers specifically conferred on it by this Constitution
- 13.2.1 control of the finances and assets of the Foundation.
 - 13.2.2 power to appoint, engage, control and dismiss the Foundation’s agents, project managers, employees and contractors.
 - 13.2.3 all the administrative powers required to properly carry out the Foundation’s objects in accordance with this Constitution.
- 13.3 The Board may appoint a Project Manager (“the Project Manager”) to act as the manager of the Foundation’s activities in Uganda upon such terms and conditions and with such authority as the Board may from time to time determine. The Project Manager shall cease to be a Board member on the termination of his appointment as Project Manager.

14. Election of the Board

14.1 Ex Officio Board Members

The Founding Members and the Project Manager (if any) are ex officio members of the Board.

14.2 **Retirement of Board Members**

14.2.1 At every Annual General Meeting one half of the persons elected as Board Members shall retire from office provided that no such Board Member shall retain office for more than two years or beyond the second Annual General Meeting following his appointment (whichever is the longer period) without submitting himself for re-election.

14.2.2 The Board Members to retire at an Annual General Meeting shall be those who have been longest in office but in a case of equality of length of service, those to retire shall, in default of agreement between themselves, be determined by lot.

14.2.3 The length of time a Board Member has been in office shall be computed from his last election or appointment.

14.2.4 A retiring Board Member shall be eligible for re-election.

14.3 **Number of Board Members Elected**

At each Annual General Meeting 5 Board Members shall be elected.

14.4 **Nomination**

14.4.1 All candidates for election as Board Members shall deliver their written nomination to the Secretary of the Foundation not less than fourteen (14) days before the date on which the Annual General Meeting is to be held.

14.4.2 Nominations (other than those of a retiring Board Member) must be in writing, signed by the Candidate and by the proposer and seconder each of whom must be financial members of the Foundation. All candidates for election to the Board must at the time of delivering their nomination to the Secretary of the Foundation deliver to the Secretary a signed acknowledgement that he has received, read, understood and agrees to abide by the obligations contained in the Fact Sheet "Thinking of joining the committee?" produced by the Office of Consumer & Business Affairs or in a similar document produced by the Board.

14.4.3 Nominations of a retiring Board Member of the Foundation who is seeking re-election must be in writing and signed by such Board Member or by a person authorised by him in that behalf.

14.4.4 The Secretary shall at least twenty one (21) days before the date on which the Annual General Meeting is to be held, give notice to the members by letter, notice, email or in such other manner as the Board shall determine, of the time by which nominations must be delivered to the office of the Foundation and by which notice of any business intended to be brought forward at the Annual General Meeting must be delivered to the office of the Foundation.

14.5 Election

- 14.5.1 If there are more candidates than there are vacancies to be filled balloting lists shall be prepared containing the names of the candidates only and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 14.5.2 If there are no more candidates than there are vacancies to be filled, the Secretary shall report accordingly to the Annual General Meeting and all such candidates shall be declared duly elected.
- 14.5.3 If there are more vacancies to be filled than there are candidates the Chairman shall declare all candidates who have been nominated in accordance with clause 14.4 duly elected and receive verbal nominations to fill such vacancies as remain and the meeting shall proceed to election by ballot of the members present.

15. The Board

- 15.1 As soon as practicable after each Annual General Meeting the Board shall elect from its members a Chairman who shall take the chair at Board meetings and at general meetings of the Foundation. The Chairman shall hold office until the conclusion of the next succeeding Annual General Meeting but shall be eligible for re-election.
- 15.2 As soon as practicable after each Annual General Meeting the Board shall elect from its members a Vice Chairman who shall act for the Chairman in the absence of the Chairman, a Treasurer and a Secretary all of whom shall hold office until the conclusion of the next Annual General Meeting but shall be eligible for re-election.
- 15.3 The Board shall hold meetings at least once in every two (2) months at such time and place as it from time to time determines, but the Chairman or any two (2) Board Members may call for a Board meeting at any time by giving written notice signed by the Chairman or by each of the members convening the meeting to the Secretary who shall forthwith convene a Board meeting at such time and place as shall be convenient.
- 15.4 The Board may meet together in person or (provided that all persons participating in the meeting are able to hear and be heard by all other participants) by telephone or any other form of instantaneous communication for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they think fit. Any person not present in person at any meeting, but participating in the meeting will be deemed for the purpose of these rules to be present at that meeting.
- 15.5 Any number of Board Members greater than one half of the number of Board Members shall constitute a quorum.
- 15.6 If votes at a meeting of the Board are equal the Chairman or other person presiding at the meeting shall have a second or casting vote.

- 15.7 The Board shall cause minutes of the proceedings and resolutions of all meetings of the Board to be duly entered in books kept for the purpose and such minutes shall be confirmed at the next following meeting of the Board. Any minutes of meetings of the Board purporting to be signed by the chairman of the meeting at which they were confirmed shall be receivable as prima facie evidence of the matters stated in such minutes.
- 15.8 Within one (1) month after there is a casual vacancy in the office of Board member, the Board shall appoint a member to fill such casual vacancy who shall hold office only so long as the vacating Board Member would have retained the same.
- 15.9 Within one (1) month after there is a casual vacancy in the office of Chairman, Vice Chairman, Treasurer, or Secretary the Board shall elect one of its members to fill such casual vacancy until the conclusion of the next Annual General Meeting.

16. Vacation of Office by Board Members

The Office of a Board Member shall become vacant if:-

- 16.1 The member is requested in writing by three quarters of the members of the Board to resign.
- 16.2 The member becomes bankrupt or insolvent or suspends payment of debts or compounds with creditors and if in the opinion of the Board it may impinge upon the effective operation of the Board.
- 16.3 The member is convicted of a criminal offence, which in the opinion of the Board may bring disrepute upon the Foundation.
- 16.4 The member becomes of unsound mind or is a person liable to be dealt with in any way under the laws relating to mental health.
- 16.5 The member resigns his office by notice in writing to the Chairman of the Foundation.
- 16.6 The member is absent from the meetings of the Board without special leave of absence from the Board, provided that such leave of absence shall not be granted for a longer period than six (6) calendar months at any one time.
- 16.7 A resolution is passed at a General Meeting of the Foundation removing the member from office. Not less than fourteen (14) days notice of intention to move the removal from office of the Board member shall be given to the Board, which upon receipt of such notice shall forthwith communicate the same to the Board member concerned.

17. Foundation Funds

- 17.1 The Treasurer shall keep the Foundation's funds under the supervision of and in such place and manner as shall be determined by the Board.

17.2 The Board may expend the Foundation's funds in such manner as it thinks fit in accordance with this Constitution and the Foundation's objects.

17.3 The funds and property of the Foundation shall be applied solely towards the objects of the Foundation and no portion of the Foundation's funds shall be paid or disposed of directly or indirectly by dividend, bonus, or otherwise by way of profit to members of the Foundation or relatives of such members, but this Constitution shall not prevent the payment in good faith of remuneration and/or expenses incurred to any officer, agent or employee of the Foundation or to any member thereof for services rendered to the Foundation or prevent the payment of interest on any money borrowed from a member.

18. **Foundation Accounts**

18.1 The financial year of the Foundation shall commence on the 1st day of January in each year and end on the 31st day of December of that year.

18.2 The Board shall cause to be prepared in accordance with the requirements of the Act and audited every year a Statement of Income & Expenditure and Balance Sheet made up to the 31st day of December which shall be submitted to the members of the Foundation at the next Annual General Meeting and a copy of the same shall be sent to every member together with a notice convening such meeting.

19. **Indemnity**

19.1 To the extent permitted by law the Foundation shall indemnify every Board Member and Officer against any liability incurred by them in such capacity.

19.2 To the extent permitted by law the Foundation shall indemnify every Board Member and Officer against costs and any liability incurred by him in such capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted.

20. **Common Seal**

20.1 The Foundation shall have and use a common seal on which shall be inserted the Foundation's name.

20.2 The Foundation may break, alter and change the common seal from time to time.

20.3 The Foundation shall provide for the safe custody of the common seal.

20.4 The common seal shall

20.4.1 not be affixed to any deed, instrument or other document without the Board's prior sanction.

20.4.2 be affixed in the presence of any two (2) Board members who shall countersign the deed, instrument or other document to which the seal is affixed.

PART IV – MEETINGS

21. Annual General Meeting

21.1 An Annual General Meeting shall be held on a day in the month of February in each year at a time and place determined by the Board

21.2 The business of such meeting shall be;-

21.2.1 To consider and receive the audited Statement of Income and Expenditure and Balance Sheet of the Foundation.

21.2.2 To consider and receive the report of the Board.

21.2.3 To consider and receive the report of the Auditor.

21.2.4 The election of members of the Board in place of those retiring by rotation.

21.2.5 The election of the Auditors.

21.2.6 To transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.

22. Extraordinary General Meeting

22.1 The Board may at any time call an Extraordinary General Meeting of the Foundation.

22.2 The Board shall, on the written requisition of not less than ten (10) members of the Foundation stating the objects of the meeting, within thirty (30) days convene an Extraordinary General Meeting for that specific purpose.

23. Notice of General Meeting

23.1 The Secretary shall at least fourteen (14) days before any Annual General Meeting and at least twenty one (21) days before any Extraordinary General Meeting send to every member at his or her address in the Foundation's books or lists a notice of such meeting stating the time when and the place where it will be held and the business that will be brought before it.

23.2 If the Board does not convene an Extraordinary General Meeting within thirty days (30) of receiving the written requisition of 10 members of the Foundation as required by clause 22.2 of this Constitution the requisitionists or a majority of them may themselves convene the Extraordinary General Meeting by giving the notice required by clause 23.1, but any meeting so convened shall not be held after two (2) months from the date of the giving of such written requisition.

23.3 No business other than business of a formal nature shall be brought forward at any meeting unless notice of such business shall have been given in accordance with this constitution

24. Quorum and Procedure at General Meetings

- 24.1 Ten (10) members personally present shall constitute a quorum at any general meeting.
- 24.2 If within thirty (30) minutes after the time appointed for a meeting a quorum is not present;
- 24.2.1 a meeting convened upon the requisition of members shall lapse, but
- 24.2.2 in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if, at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall constitute a quorum.
- 24.3 At all general meetings the chair shall be taken by the Chairman for the time being or in his absence the Vice-Chairman, or in his absence, as determined by the meeting.
- 24.4 Every question, unless otherwise expressly provided by this Constitution shall be decided by a majority of votes and if there is an equality of votes the chairman of the meeting shall have a second or casting vote.
- 24.5 Every member of the Foundation present at a general meeting shall have one vote. Proxy or absentee voting shall not be permitted.
- 24.6 The Board shall cause minutes of the proceedings and resolutions of all general meetings of the Foundation to be duly entered in books kept for the purpose and such minutes shall be confirmed at the next following Annual General Meeting of the Foundation. Any minutes of meetings of the Foundation purporting to be signed by the chairman of the meeting at which they were confirmed shall be receivable as prima facie evidence of the matters stated in such minutes

25. Chairman's Declaration Decisive

- 25.1 At any meeting unless a poll is demanded by the chairman of the meeting or by at least one half of the members present at the meeting a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

26. Regulations for a Poll

- 26.1 If a poll is demanded in accordance with clause 25.1 it shall be taken at such time and place and in such manner as the Chairman directs and the result of the poll as declared by the chairman shall be deemed to be the resolution of the meeting at which the poll is demanded.

PART V – GENERAL**27. Auditors**

27.1 The Auditors of the Association shall be a duly qualified auditor or auditors who shall be appointed by ordinary resolution of the members at the Annual General Meeting each year. The Auditor or Auditors shall be eligible for re-election.

27.2 No Board member shall be capable of being appointed an Auditor of the Association.

28. Alteration of Constitution

This constitution may be added to, repealed, varied or amended by a resolution at any Annual or Extraordinary General Meeting duly summoned for the purpose but no such resolution shall be deemed to have been passed unless it is carried by a majority of at least three fourths of those members present and voting thereon at such meeting.

29. Dissolution of the Foundation

29.1 The Foundation may be wound up in accordance with the Act.

29.2 If on a winding up there is a surplus after the payment of all liabilities of the Foundation, the Board may pay such surplus to any organisation in Australia which has similar objects and which has been endorsed by the Federal Commissioner of Taxation as an Income Tax Exempt Charity.

30. Public Officer

The Board shall appoint the Public Officer of the Foundation.

31. Definitions and Interpretation

In this Constitution

31.1 The term “special resolution” shall have the same meaning as it is given by the Act.

31.2 The term “the Act” shall mean the Associations Incorporation Act 1985 or any act amending or replacing that Act.

31.3 the singular includes the plural and vice versa.

31.4 words importing one gender include any gender.

31.5 any expression importing a natural person includes any company or other body corporate.

31.6 the headings contained herein are for convenience of reference only and shall not affect the construction of this Constitution.

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**CONSTITUTION AND RULES OF
CORNERSTONE FOUNDATION (AUSTRALIA) INC**

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DATED the day of 2011

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