

Supporting Uganda's Re-Growth Efforts Inc.

CONSTITUTION

And Rules and Regulations

Adopted: 1st November 2005

Amended: 15th March 2008

Amended: 25th April 2009

1. NAME

The name shall be

"Supporting Uganda's Re-Growth Efforts Inc."

Often referred to as SURGE Australia and hereinafter

Supporting Uganda's Re-Growth Efforts Inc. is referred to as

"SURGE Australia".

2. INTERPRETATION and DEFINITIONS

In these Rules, unless the contrary intention appears in the context in the Constitution, the words set out below shall have the meanings:

"Board" means the Management Board of SURGE Australia.

"General Meeting" means a general meeting of members of SURGE Australia convened in accordance with these rules.

"Sponsor" means a monetary donor of SURGE Australia's registered child/family within the Child Development Program or to the Overseas Aid and Development Program.

"Member" means a board member or a member of SURGE Australia.

"Associate Member" means a member of SURGE Australia. They can attend all meetings but do not have voting rights.

"Organisation" means a corporate body:

- The objects of which are charitable philanthropic educational or religious or directed towards the general well-being of the rural Ugandan community partnering with a legally established Project (NGO) of Ugandan law in Rural Uganda.
- No object of which is to secure a pecuniary profit for its members; and or any peak body representing such corporate body.

"Act" means the Association Incorporation Act 1985, as amended from time to time.

3. OBJECTIVES

SURGE Australia is a Christian Based, not-for-profit charitable organisation, created to assist local communities in developing long term sustainable infrastructure for the project/s in the rural community of Uganda.

To achieve this SURGE Australia has developed the following objectives:-

3.1.1 To work with and empower HIV/AIDS affected orphans in achieving their core needs by helping them learn to live with their illness or deal with the ramifications of their losses due to the illness.

3.1.2 To work with and empower the children/families that are in desperate poverty in rural areas of Uganda by helping them develop long term sustainable living practices.

3.2 Sponsorship of orphan /needy children in the poverty stricken rural areas of Uganda. Such monies will be predominantly used in the Child Development Program giving them the necessary skills so that they can become less reliant on sponsorship money and go on to contribute to the long term sustainability of their families and community.

3.3 Supporting educational infrastructure in Uganda by providing funding to help develop schooling and access to schooling for the local community. Included will be assistance in the training of special aid teachers to facilitate the education of special needs children both now and in the future.

3.4 Supporting physical and spiritual health of rural Ugandans by supporting local communities in developing long term sustainable practices including viable water supply, animals, a medical clinic, medical materials, and the development, training and further education of children to become clinicians and to practice other useful vocations.

3.5 Promoting the activities of the Association and the impact on the lives of Ugandans.

3.6 To advance the charitable interests of Members by:
Assisting the efficient and cost effective acquisition of goods and services and monitoring adherence to the terms and conditions of acquisition.

3.7 To utilise such funds as may be determined by the Board from time to time for the promotion of education, training, research, development or such other benefit to the membership of SURGE Australia.

3.8 SURGE Australia shall not be maintained for the purpose of securing pecuniary profit to any member or any group of Members.

This organisation is bound by, but not limited to, the above stated objectives.

4. POWERS

SURGE Australia shall have all the powers conferred by section 25 of the Act and without limiting the extent of such powers, shall have power:

4.1. The Management Board once elected by the Members will have absolute discretion to make determinations that will always have the best interest of SURGE Australia in mind – in keeping the spirit of the vision and Objectives stated in Clause 3, Clause 5.3 and Clause 10.

4.2 To monitor performance by suppliers in relation to the provision of goods and services to Members; and or projects for Uganda.

4.3 To provide information to Members in relation to the supply of goods and services; the progression of projects in Rural Uganda through the Overseas Aid and Development Program; Child Development Program and SURGE Australia's Working Fund.

4.4 To purchase any goods or services on its own behalf.

5. MEMBERSHIP

Members can be any interested organisation or any natural persons having attained the age of eighteen.

5.1. The membership of SURGE Australia shall consist of such Organisations as are admitted or any Natural persons to membership in accordance with procedures established by the Board from time to time and as defined in Clause 3 of these Rules.

5.2 Membership shall only be available to natural persons, permitting the member to all voting rights and the ability to become a Board member.

5.2.1. Associate membership shall be available to organisations or any Natural persons with no right to vote or stand for any board position.

5.3. The Board may establish different classes of membership and assign such rights attaching thereto as it determines in its absolute discretion.

5.4. All members of SURGE Australia must abide by and ascribe to the objects of SURGE Australia.

5.5 A register book shall be kept by the Secretary and shall include the names and addresses of all current members and contain the date on which each member was admitted to SURGE Australia and the date of termination of membership of any member.

5.6 Members shall be eligible according to all the above regardless of sex, race, religion, physical impairment or cultural differences.

6. SUBSCRIPTIONS

6.1 The financial year of SURGE Australia shall be from 1st November to 31st of October the following year.

6.2 The subscription fees for membership shall be such sum, as the Board shall determine from time to time.

6.3 Subscription fees for membership if any shall be paid annually on the 1st day of November or at such other time as the Board shall determine from time to time.

6.4 The Board may resolve to cancel or suspend the membership of any member whose subscription is outstanding for more than three months after the due date for payment, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

7 SITUATION

SURGE Australia shall establish and maintain such offices in the State of South Australia or Interstate as the Board may determine.

8. RESIGNATION

A member may resign from membership of SURGE Australia by giving written notice thereof to the Board - without any automatic right to a refund of subscription fees.

8.1 Any Member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt to SURGE Australia.

9. EXPULSION OF A MEMBER

9.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of SURGE Australia.

9.2 Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.

9.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 9.4 below, cease to be a member 14 days after the Board has communicated the determination to that member.

9.4 It shall be open to a member to appeal SURGE Australia in a general meeting against the expulsion. The intention to appeal shall be communicated to the Board of SURGE Australia within 14 days after the determination of the Board has been communicated to the member.

9.5 In the event of an appeal under 9.4 above, the appellant's membership of SURGE Australia shall not be terminated unless the determination of the Board to expel the member is upheld by the members of SURGE Australia in general meeting after the appellant has been heard, and -in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

9.6 No member, on being expelled, shall have the automatic right to a refund of subscriptions.

10. MANAGEMENT Board

Subject to any resolution passed at a General Meeting of SURGE Australia, the affairs of SURGE Australia shall be vested in the Management Board, which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of SURGE Australia, and are not by these Rules required to be done by SURGE Australia in a general meeting.

10.1 STRUCTURE OF THE MANAGEMENT Board

10.1.1 The board shall consist of:

10.1.1.1 Chairperson

10.1.1.2 Secretary

10.1.1.3 Treasurer

10.1.1.4 Program Coordinator

10.1.1.5 General Board members (maximum of 5) who shall be members elected at the a Annual General Meeting.

10.1.2 Board members shall be elected for a two year term and shall hold Office until the conclusion of the Annual General Meeting at which their successors shall be elected.

10.1.3 The Executive Committee shall consist of the Chairperson, Treasurer, Secretary and Program Coordinator - who are empowered to act on behalf of the Board between meetings if the need arises.

10.1.4 No member of the Board shall hold more than one office at any time - unless extreme measures are required under the direction of the Board.

10.1.4.1 Any extraordinary vacancies in the above offices shall be filled by the Board and the person so appointed shall hold office for the remainder of the term of the person who has ceased to act.

10.1.5 The Office bearers plus one other Board member shall be signatories to the bank accounts, any two of whom must sign any cheques.

10.1.6 Sub-committees may be formed and disbanded.

10.1.7 In the event of a casual vacancy the Board may appoint a replacement for the term, ending at the next AGM.

10.1.8 The Board has the power to co-opt people for special purposes. These people can be disbanded again.

10.1.9 Board members having a conflict of interest in a matter must disclose that interest and not vote in respect of that interest.

10.1.10 The Chairperson shall be ex-officio at all meetings of SURGE Australia.

10.1.11 The badge or logo of SURGE Australia shall be as what is approved by the Board from time to time.

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10.2 PROCEDURES

10.2.1 The Board shall meet together at such place and at such time as the Board shall resolve from time to time.

10.2.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote only.

10.2.3 A quorum of the Board shall be not less than half (50%) of the number of Board members elected to serve at that time.

11. OFFICE BEARERS

11.1 The Board shall elect from its number a Chairperson, Secretary, Treasurer, and Program Coordinator from the elected Board Members of SURGE Australia who shall hold office for a period of two years from the date of their election and shall be eligible for re-election upon the expiration of such term.

11.2 The Board may appoint any natural person of at least 18 years of age to fill a casual vacancy on the Board, and such appointee shall hold office for the remainder of the term of the person to whose position they have been appointed to fill. See also clause 10.1.8

11.3 **The Chairperson** of SURGE Australia shall:

11.3.1 Chair all meetings in pursuance of this Constitution and exercise the powers and duties of a chairperson at all meetings.

11.3.2 Prepare and present a report on all activities of the Association at the Annual General Meeting.

11.4 A **deputy chairperson** may be deputized from the board to stand in for the chairperson as required for SURGE Australia.

11.5 **The Secretary** shall:

11.5.1 be responsible for compliance with these rules in relation to the convening of meetings, in particular the publishing of notices, the provision of times, places/agendas, the determination of quorum and the adjournments of meetings.

11.5.2 Conduct the correspondence of SURGE Australia.

11.6 A **Minute Secretary** may be appointed to assist the Secretary.

11.7 The Treasurer shall:

11.7.1 Receive all monies of SURGE Australia and keep accounts of the same.

11.7.2 Make all payments of SURGE Australia and keep accounts of the same.

11.7.3 Prepare all accounts of SURGE Australia for auditing as necessary.

11.7.3.1 The Board shall appoint a registered company auditor to audit the financial accounts each financial year.

11.7.4 Present a written statement of finances to all General Meetings of SURGE Australia or as requested by the Board.

11.8 The Program Coordinator shall:

11.8.1 be responsible for the day to day operations of the SURGE Australia Office and reports to the Board regarding the Australian operations of SURGE Australia in support of Rural Ugandans.

11.9 If an office holder resigns or is removed, the Board shall be empowered to appoint another Board member to fill the vacancy pursuant to Clause 10.1 (h) and Clause 11)

11.10 Any extraordinary vacancies in the above offices shall be filled by the Board and the person so appointed shall hold office for the remainder of the term of the person who has ceased to act.

12. DISQUALIFICATION OF A BOARD MEMBER.

The office of a board Member shall become vacant if a board Member is:

12.1 Disqualified by the Act.

12.2 Expelled under these rules;

12.3 Permanently incapacitated by ill health;

12.4 Absent without apology for more than three consecutive board meetings.

12.5 Non disclosure of conflict of interest as stated in 9.1(j).

13. GENERAL MEETINGS

13.1 General meetings shall be held no less than once a year.

13.2 The business of the General meeting shall be to review, discuss or alter any Management Board decisions or policies and conduct any business placed in the agenda before the commencement of the meeting, including other business items.

13.4 Members will be provided with the time, place and agenda at least 7 days prior to such meetings.

14. SPECIAL GENERAL MEETINGS

14.1 A Special General Meeting may be called for a date within 21 days of receipt of a request in writing signed by not less than ten (10) members specifying the business to be transacted at such meeting.

14.2 The Management Board may call a Special General Meeting of SURGE Australia at anytime.

14.3 The business of any Special General Meeting shall be to discuss the matters specified in the requests referred to in Clause 13.1 and 13.2.

15. ANNUAL GENERAL MEETINGS

15.1 An Annual General Meeting shall be held no later than 31st March each calendar year.

15.2 Notice of Annual General Meetings including date, time, place and agenda must be circulated to all members at least 21 days prior to the Annual General Meeting.

15.3 The business of the Annual General Meeting shall be to:

15.3.1 Receive minutes of the previous Annual General Meeting

15.3.2 Receive and consider the reports of the Management Board including:

15.3.2.1 Chairperson's report.

15.3.2.2 Secretary's report

15.3.2.3 Treasurer's report including audited Statements.

15.3.3 Accept nominations for the positions of Office holders and Board members becoming vacant.

15.3.4 Written nominations, with the nominee's signature, will be accepted prior to or at the meeting.

15.3.5 The election of Board members.

15.3.6 Appoint an Auditor for the ensuing financial year.

15.3.7 General business must be placed on the agenda prior to the commencement of the meeting.

16. VOTING

16.1 Members are entitled to one (1) vote on any issue at any meeting at which they are present, except that the Chairperson shall have only a casting vote.

16.2 An ordinary resolution at any General meeting is passed by a simple majority of eligible persons voting.

16.3 A person who is a non member with special interests or knowledge relevant to the Association may be invited to speak at any meeting but they may not vote.

16.4 All persons eligible to vote will be provided with a voting card. This will be used for a show of hands or for obtaining a voting slip for a secret ballot.

16.5 Voting is to be a show of hands except that:

(a) Any contested election will be by secret ballot.

(b) Members at a meeting may by a simple majority show of hands, require any other vote to be by secret ballot.

16.6 No proxy voting will be conducted.

16.7 A returning officer shall be appointed to conduct a vote by ballot, and have no voting right or to stand for a position.

17. QUORUM

17.1 A quorum at any General Meeting shall be either forty percent (40%) or 12 members of SURGE Australia whichever is the lesser.

17.2 If within 30 minutes from the time appointed for any Board of a General Meeting a quorum of members is not present, the meeting shall be adjourned and the Management Board or Executive Committee shall be called upon to convene a readjustment of the meeting in no more than 28 days, nor less than 7 days.

17.3 A quorum for a Board meeting shall be greater than 50% of the current elected Board present. If failure to reach a quorum the board meeting cannot make propose and pass resolutions and therefore the meeting will not be recorded by minutes as a board meeting.

18. PUBLIC OFFICER

The Management Board shall appoint a Public Officer of SURGE Australia in accordance with the Associations Incorporation Act 1985

18.1 The person so appointed shall hold office as Public Officer during the pleasure of the Board.

19. AMENDMENT TO THE CONSTITUTION

19.1 The Constitution may be repealed or amended by resolution of seventy five percent (75%) majority of full members present and voting at a Special Meeting called for such purpose or at an Annual General Meeting. Written notice of the proposed repeal, alterations or amendments must be distributed to all members within 21 days of the meeting.

20 PROPERTIES

20.1 The income and property of the Association shall be applied towards the objects of the Association and no portion thereof shall be paid or disposed of by dividend bonus or otherwise by way of profit to the Members, provided that nothing herein contained shall prevent the payment in good faith of:

20.1.1 Remuneration to any officer or employee of the Association or to any Member thereof for services rendered to the Association, or

20.1.2 Interest on any moneys borrowed from any Member.

20.2 The Association may acquire real and personal property of every description and interests in such property by purchase gift or otherwise or may take any such property on lease or on hire and where any such property or interest therein is acquired subject to the same being held by the Association on certain trusts the same shall be accepted and held by the Association subject to those trusts. Subject only to the conditions of any trusts upon which it holds any of its property the Board shall manage and deal therewith and may mortgage, pledge, lease out, or dispose of the same by way of sale or gift upon such terms and conditions as the Board may from time to time determine.

20.3 Accounts shall be kept of all monies received and expended by the Association in such manner as to comply with the Act.

20.3.1 Accounts as defined by the Act for each financial year end shall be prepared annually.

20.3.1.1 Such accounts shall be audited by the auditor appointed by the Annual General Meeting and shall be submitted annually to the Board and to the Members at the Annual General Meeting together with such statements and reports as may be required by the Act.

20.4 The books of account of the Association shall be open to the inspection of the Board at all reasonable times.

21. THE SEAL

21.1 SURGE Australia shall have a common seal upon which its corporate name shall appear in legible characters.

21.2 The seal shall be kept in the custody of the Public Officer or other such person as the Board may from time to time decide. Such member shall hold office as a seal-holder during the pleasure of the Board.

21.3 The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the Minute Book of the Association. The affixing of the seal shall be carried out by the Public Officer and witnessed by two members of the Board.

22 MINUTES

22.1 Proper minutes of all proceedings of Meetings of SURGE Australia and the Board shall be entered, within one month after the relevant Meeting, into minute books kept for the purpose.

22.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the Meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

22.3 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

23 SUB-COMMITTEES

23.1 The Board may from time to time appoint an executive committee and any subcommittee or sub-committees and may at any time dissolve the same.

23.2 The Chairperson and or Deputy-Chairperson shall be ex-officio Members of the executive committee and of each sub-committee. The Board may from time to time delegate to a sub-committee such power or powers as it may think fit and may at any time revoke such delegation.

24 BY-LAWS

The Board may from time to time make, alter, amend, or repeal bylaws not inconsistent with these rules for the regulation of the Board's proceedings and / or all matters concerning the conduct and management of SURGE Australia including the appointment of a sub-committee or sub-committees for the purpose of advancing the interests of SURGE Australia.

25 CONFIDENTIALITY

SURGE Australia may from time to time in the conduct of its objectives as defined in Clause 3 of these rules, divulge sponsors, members and Organisations name, contact person, postal and electronic communication address, to Preferred Suppliers of goods and services who have been appointed by the Board in accordance with SURGE Australia's purchasing policy. This information is provided for the sole purpose of the Preferred Supplier supplying approved goods and services to members.

26 DISSOLUTION

SURGE Australia may be wound up in the manner provided for in the Act.

26.1 A meeting of the Management Board can vote, as per clause 9.2 Procedures, to call a Special Meeting for the purpose of resolving to wind up SURGE Australia by a Special Resolution as defined in the Act. A Special Resolution of SURGE Australia means that a resolution can be passed at a duly convened meeting of the members of SURGE Australia if ...

26.1.1 at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of SURGE Australia, and

26.1.2 it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters (3/4) of such members of SURGE Australia as, being entitled to do so, vote in person at that meeting.

26.2 In the event that SURGE Australia becomes insolvent or incurs such debts that cannot be met by funds of SURGE Australia, no member of SURGE Australia shall be liable to any creditor of SURGE Australia, in any circumstances.

26.3 If upon winding up or dissolution of SURGE Australia, there remains after the satisfaction of all its debts and liabilities, any property (both real and personal) whatsoever, the Public Officer shall proceed to realise the property of SURGE Australia to any other body, whether corporate or unincorporated, promoting objects similar to that of SURGE Australia.

27 APPLICATIONS OF SURPLUS ASSETS

27.1 If after winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and rules prohibiting the distribution of its assets and income to its members. 27.2 Such organisation or Organisations shall be identified and determined by a resolution of members in general meeting.

28 INTERPRETATION OF THE CONSTITUTION

28.1 The decision of the Management Board on the Constitution or interpretation of the Constitution made there under shall be conclusive and binding on all members.

28.2 In the event of a situation arising which is not covered by this Constitution, the Management Board shall act in the best interests of the Association.