

Governing rules

Name

The name of the organisation shall be: Newcastle Night Angels Homeless Care Incorporated

Objects/Purposes

The objects of the Organisation are *to prevent the suffering of homeless people in the Hunter region* .

Non-distribution of profits

1. The income and property of the organisation, however obtained shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules.
2. No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Organisation.
3. The requirement contained in (2) shall not, however, prevent the payment in good faith of:
 - interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the Organisation, or otherwise owing by the Organisation to the member; or
 - any remuneration to any officers or servants of the Organisation or other person in return for any services genuinely rendered to the Organisation.

Membership

1. Application for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Management Committee from time to time prescribes.
2. As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant. The Committee is required to give a reason for the rejection of an application, if requested by the applicant.
3. A register of members shall be kept showing the name, address and the date of commencement of membership.

Management

The management of the Organisation shall be vested in a Management Committee of at least 3 people who are not members of the same family and or who do not live at the same address.

No member of the Management Committee shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees and no remuneration or other benefit in

money or money's worth shall be given by the Organisation to any member of the Management Committee except repayment of reasonable out-of-pocket expenses.

Office-bearers

The office-bearers shall be decided by the members of the Organisation at the Annual General Meeting. The office-bearers and the other members of the Management Committee shall be elected annually at the Annual General Meeting. Any casual vacancy occurring among the office-bearers may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.

Proceedings of the management committee

1. The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Secretary on the requisition of any two members of the Committee summon a meeting of the Committee.
2. Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
3. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is not reduced below the number fixed by or pursuant to these Rules as the necessary quorum. The continuing member or members may act for the purposes of increasing the number of members of the Committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Organisation, but for no other purpose.

Vacation of office

A vacancy in the office of a member of the committee occurs if the member:

- dies
- becomes insolvent under administration within the meaning of the Corporations Law
- becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- resigns office by notice in writing to the Secretary
- is absent without the consent of the committee from all meetings of the committee held during a period of six months
- ceases to be a member of the Organisation
- is expelled as a member in accordance with rule 20
- holds any office of profit under the Organisation

- is directly or indirectly interested in any contract or proposed contract with the Organisation
- upon resolution being passed by a two-thirds majority of members present at a properly constituted general meeting called for the purpose, is removed from office.

Financial year

The financial year shall conclude on: 30 June.

Annual general meeting

The Annual General Meeting of members shall be held during the month of: October in each year, when the Annual Report and audited financial statements shall be presented.

Special general meetings

Any two members of the Management Committee may at any time convene a Special General Meeting of the Organisation. Special General Meetings shall also be convened by the Secretary upon the written request of not less than 5 per centum in number of the members of the Organisation and shall be held within a period of one month from the date of receipt of the request.

Quorum

At Meetings of Members a quorum shall consist of: 3 members (must be a minimum of 3 people) and at a Management Committee Meeting shall consist of: 3 members (must be a minimum of 3 people). Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum not be present, then those members attending shall be deemed to be a quorum, provided the number of such members is not less than three.

Proceedings at general meetings

1. The President shall preside as Chairman at every general meeting of the Organisation, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting, a simple majority sufficing.
2. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Except as previously provided it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
3. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation shall each

be conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

4. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
5. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
6. Each member present and voting at a general meeting of the Organisation shall have one vote.

Notice of meetings

The Secretary shall give at least seven days notice in writing of all general meetings to the members of the Organisation specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

Funds

1. The funds of the Organisation shall be deposited in the name of the Organisation in such bank, building society or credit union as the Management Committee may from time to time direct.
2. Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 must be maintained in accordance with that Act.

Maintenance of books of account and record

The Management Committee shall ensure appropriate books of account and record are maintained, including those required to be maintained under the *Charitable Fundraising Act 1991*.

Authorisation of accounts

All accounts shall be presented to and passed for payment at a Management Committee Meeting and full details of all such approvals shall be entered in the Minute Book.

Audit

1. The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
2. An auditor shall not be a member or closely related to a member, or living with a member of the Management Committee.
3. Subject to paragraph (4) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty -one days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at

least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.

4. Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph (3) hereof shall not apply.

Minutes

The Management Committee shall cause minutes to be made:

- all appointments of office-bearers and members of the Committee
- the names and of members of the Committee present at all meetings of the Organisation and of the Committee
- all proceedings at all meetings of the Organisation and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Expulsion of members

A member may be expelled from membership of the Organisation by the Management Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of that person's conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Organisation, provided that:

- expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion.
- Special General Meeting is held within a period of one month from the date of the decision of the Management Committee to expel the member.
- Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of that person's conduct verbally or in writing at the option of such member.
- the voting of such Special General Meeting shall be by ballot if not less than five members present thereat so demand.
- it shall be in the power of the Committee to exclude such member from participation in the affairs of the Organisation until such Special General Meeting shall be held.

Trustees

1. Three Trustees shall be elected at a properly constituted general meeting.
2. All property of whatever kind belonging to the Organisation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Organisation and shall be responsible for the same and shall deal with and dispose of

all the property of the Organisation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management Committee provided that such directions are not in violation of the trusts upon which the property is held.

Dissolution

1. The Organisation shall be dissolved in the event of membership less than 3 persons (Note – must not be less than three) or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.
2. Upon a resolution being passed in accordance with paragraph (1) of this rule, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the members of the Organisation, be handed over to some other organisation or organisations having objects similar to the objects of the Organisation, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the Organisation under rule.
3. Upon the revocation of the charities deductible gift recipient status or winding up (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions.
4. However, in making the distribution, the Organisation must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

Amendment of rules

These rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose.

Notices

A notice may be given to any member either personally or by sending it by post or e-mail to the member's address registered with the Organisation or if that person has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected in the case of the notice of a meeting on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

Internal disputes

The Management Committee shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- the appointment of an independent person to arbitrate in the dispute
- a process to bring the parties together to resolve the dispute at an early stage
- a process to ensure that all parties receive a full and fair opportunity of presenting their case
- where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as 'a centre for dispute settlement'.

Complaints

The Management Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

This guide is designed to provide accurate and authoritative information in regard to the subject matter covered, and with the understanding that NSW Fair Trading, part of the Department of Finance, Services and Innovation, is not passing legal opinion or other professional advice. *If you require a more detailed understanding of the legislation*, it is recommended that you contact a specialist adviser.

The law governing the conduct of public fundraising for charitable purposes is the *Charitable Fundraising Act 1991* and the *Charitable Fundraising Regulation 2008*. Online access to the legislation is available at www.legislation.nsw.gov.au