

CONFIDENTIAL

# **THE WHITE COATS CHARITY**

***INCORPORATED***

## **CONSTITUTION**

***Proposed at Special General Meeting, February 18, 2016***

An Association incorporated **under the Associations Incorporation Act 2009 (NSW)**  
Incorporation No: INC1600360 ABN 92 939 510 485

# **THE WHITE COATS CHARITY INCORPORATED**

## **CONSTITUTION**

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### **1. NAME**

The name of the organisation shall be the “The White Coats Charity Incorporated”, and will be referred to in this document as “The White Coats” or “The Organisation”.

### **3. AIM and OBJECTIVES**

The White Coats is a voluntary organisation of people whose aim and objectives are:

#### **(i) Aim:**

To encourage by example a love of all people and promote the principles of charity by providing social and community services for people of all faiths, backgrounds and gender.

Services provided focus on people living in poverty, young people feeling marginalised, people with mental health issues, people addicted to drugs and alcohol, offenders, victims of domestic violence and crime, older people living in isolation, homeless people and people at risk of being homeless, people with disabilities and anyone with barriers to access and support.

#### **(ii) Objectives:**

- a) To provide culturally, linguistically and religiously appropriate social support services for people most in need such as homeless people or people at risk of being homeless, people with disabilities and isolated seniors, including emergency relief and accommodation.
- b) To support women and children experiencing or escaping domestic violence.
- c) To work with, support and mentor young people, with a focus on young Muslim men and women living in Sydney, to achieve their full potential.
- d) To empower and provide support to young people at risk of being involved in crime or live in unsafe environments.
- e) To engage communities in active volunteerism.

### **3. FUNCTIONS AND POWERS**

- (a) The Organisation will carry out its objectives relating to projects and personal welfare services through the establishment of relevant standing / sub committees.
- (b) The assets and income of The Organisation shall be applied solely in the furtherance of its objects, and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Organisation.
- (c) The Organisation will have power to employ staff, agents, contractors, consultants, professional advisers and the like in furtherance of its objects.

- (d) The Organisation shall have power to lease, hire or purchase any real or personal property for purposes within its objects.

#### **4. MEMBERSHIP**

- (a) Membership shall be open to any individual, organisation, agency or company who:
- I. Has been nominated and approved for membership of the association by at least two financial members of the Organisation, or
  - II. Has volunteered with or assisted in any manner in the work of The White Coats
- (b) Applications for membership shall be submitted in writing using the Organisation's membership form, signed by the applicant, and shall be in such form as may be from time to time determined by The Board.
- (c) The Secretary or Public Officer shall keep a register of members of the Organisation in respect of each member, name, address and date of commencement of membership, date of payment of membership fees and area of special interest regarding the community and kept in NSW at the main premises of the Organisation. All personal details will remain confidential and used only for the purposes relevant to the work of the Organisation.
- (d) The membership subscription is in four categories: organisation, business, employed, and unemployed. The fees for each category shall be fixed annually by the Board and paid within twenty-eight (28) days of an application for membership being approved; thereafter the annual membership subscription shall be paid within three months of the commencement of the Organisations' financial year (1<sup>ST</sup> July each year). The membership fee may be waived or discounted at the discretion of the Board.
- (e) Membership ceases if the person dies, resigns or is expelled from the Organisation. Failure to pay the annual subscription will lead to automatic loss of membership. However, late payment of the subscription within three (3) months of notification being received of such loss of membership will entitle the former member to renew membership.
- (f) A member may resign from membership of the Organisation by first giving to the Secretary written notice of at least one month (or such other period as The Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member or by raising his or her resignation during the Annual General Meeting, General Meeting or Special Meeting.
- (g) Disputes between all Board and non-Board members must be referred onto the President, who will then organise a mediation session for those involved in the dispute. All disputes between the Board must be recorded by the President, and be kept as part of The White Coats' confidential files. If the dispute is not resolved within three (3) months, the President must then attempt to involve an independent third party to mediate the dispute.
- (h) A complaint may be made to the Board, against any person that is a member of the Organisation if they:

- I. Have refused or neglected to comply with a provision or provisions of this constitution, or
  - II. Have wilfully acted in a manner prejudicial to the interests of the association, or,
  - III. Conducted him/herself, while in the capacity of a member of The White Coats, in an unethical and un-Islamic way.
- (i) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. If the Board decides to deal with the complaint they must ensure the member(s) concerned are notified of the complaint, give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.
  - (j) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
  - (k) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal outlined in this Constitution.
  - (l) The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or if within that period the member exercises the right outlined in this Constitution, whichever is the later.
  - (m) A member may be suspended from membership of the Organisation if in the opinion of the Board after affording such member an opportunity of offering to the Board an explanation of their conduct either verbally or in writing, the conduct of the member is such as to be regarded as detrimental or prejudicial to the best interests of the Organisation.
  - (n) A member so suspended shall have the right to appeal at a subsequent Special General Meeting. The voting on such appeal shall be taken by secret ballot at the meeting at a time determined by the chairperson and if the suspension is confirmed at the Special General Meeting, the membership shall cease.
  - (o) A right, privilege or obligation, which a person has by reason of being a member of the Organisation, is not transferrable to any other person.
  - (p) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the

winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required.

## 5. **THE BOARD / MANAGEMENT COMMITTEE**

- (a) The Board of Management of The Organisation:
  - I. Controls and manages the affairs of the association, and
  - II. May exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - III. Has power to perform all such acts and do all such things as appear to The Board to be necessary or desirable for the proper management of the affairs of the association.
- (b) The Board shall consist of those persons elected by the Annual General Meeting and shall consist of not less than four (4) persons and not more than seven (7) persons.
  - (i) The Board shall meet within one month of the Annual General Meeting to elect from their members the Executive and Convenors of Standing Committees of the Organisation.
  - (ii) These elections will be conducted by a Returning Officer and two (2) scrutineers appointed at the Annual General Meeting.
- (c) To be eligible for election the Board nominees must:
  - (iii) Be financial members of the Organisation
  - (iv) Be nominated and seconded by financial members of the Organisation
  - (v) Indicate their acceptance in writing
- (b) Nominations shall be accepted up to the actual time of election at the Annual General Meeting.
- (c) The Board shall have the power to co-opt other persons as non-voting consultants.
- (d) No member of the Board shall be appointed to any office of the Organisation carrying a salary. No officer or person shall be paid fees or other benefits in money or money's worth. This rule shall not include payment of out-of-pocket expenses and any other fees as determined by the majority of the Board that are related to the overall work of the Organisation's projects. In the event that a member of the Board is also contracted to work on projects of the Organisation, only on the discretion of the Board by vote, that member shall remain on the Board however will declare any conflict of interest immediately as necessary. Otherwise, the member of the Board must resign from the Board for the entire period of their paid engagement on the Organisation's projects.

- (e) Any vacancy occurring amongst the members of the Board shall be filled by the Board, and the person so appointed shall hold office for the unexpired term of the member they replaced.
- (f) The Board shall keep all members of the Organisation informed of its decision and activities at least once between each Annual General Meeting.
- (g) Notwithstanding anything appearing anywhere else in this Constitution, The Board shall manage the Organisation in terms of this Constitution until the next General Meeting.

## **6. EXECUTIVE**

- (a) The Executive shall consist of the following Office Bearers:
  - (i) President;
  - (ii) Vice President;
  - (iv) Secretary;
  - (vi) Treasurer.
- (b) Executives shall meet when necessary for matters requiring urgent consideration and action. The President may at any time summon a meeting of the Executive.
- (c) A quorum for a meeting of the Executive shall be three Office Bearers one of which must be either the President or Secretary of The Organisation.
- (d) Decisions and actions of the Executive are to be reported to the entire Board at its next meeting.
- (e) The members of the Executive will hold office until the election of a new executive in terms of 5 (b) (ii).
- (f) In the event of a vacancy in the office of President, Vice-President, Secretary or Treasurer, the Board shall elect one of its Ordinary Members to the vacant position.

## **7. OFFICE BEARERS**

- (a) The President, Vice President, Secretary and Treasurer shall undertake the responsibilities determined by the Board and recorded in the Policy Manual.

## **8. STANDING COMMITTEES**

- (a) The Standing Committees (also known as Sub-Committees) of the Organisation shall be determined by the Board.
- (b) The Board shall authorise the terms of reference of each Standing Committee.

- (c) Membership of Standing Committees shall be by invitation of the Board who may delegate this power.
- (d) Decision on the formation or termination of Standing Committee will be approved by a majority of the Board.
- (e) Members of the Executive shall be ex-officio members of all Standing Committees.

## **9. MEETINGS**

### **(a) General Meetings:**

- (i) The Organisation members shall meet at least once each year.
- (ii) The Secretary shall give at least twenty-one (21) days' notice in writing to members of the Organisation of all General Meetings specifying the place, the day and the hour of the meeting and the general nature of business to be transacted.
- (iii) Notice may be given to any member personally, electronically or by sending it to them by post at their addresses registered with the Organisation. Notice by post shall be properly given if posted by prepaid post addressed to the address last notified to the Secretary in writing and shall be deemed to have been received two days after posting.

### **(b) Special General Meeting:**

- (i) A Special General Meeting may be called on the written application of five (5) members of the Board or not less than fifteen (15) in number of the financial members of the Organisation.
- (ii) Such Special General Meeting shall be called within twenty-eight (28) days of the receipt of such request in writing.
- (iii) The Special General Meeting shall consider only the special business for which the meeting was called.

### **(c) Annual General Meeting:**

The Annual General Meeting shall be held within five months of the Organisation's financial year when the following business shall be transacted:



- (i) Presentation of the Annual Report
- (ii) Presentation of the Annual Audited Financial Statement
- (iii) Appointment of returning officer and two scrutineers
- (iv) Election of the Board by secret ballot
- (v) Appointment of Auditor
- (vi) Motions of which notice has been given in writing to the Secretary, prior to the Annual General Meeting.
- (vii) Any other business referred by the Board.

**(d) Proceedings at General Meetings of the Organisation**

- (i) The President and failing him/her, the Vice-President shall preside as chairperson at every General Meeting of the Organisation but if they are not present within 15 minutes after the published starting time of the meeting or are unwilling to act, then the members present shall elect one of their members to be the chairperson of the Meeting.
- (ii) The President may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than that left unfinished at the meeting from which the adjournment took place. An adjournment of the meeting is to take place if there is no quorum within half an hour of the agreed start of the meeting.
- (iii) At any General Meeting a resolution put to the vote of the meeting shall be decided by show of hands unless a secret ballot is demanded by the President or by at least three of the members present. The secret ballot may be demanded at the meeting at any time prior to commencement of the next item of business. Unless a secret ballot is demanded a declaration by the President that a resolution has been lost or carried, either by a particular majority or unanimously, and an entry to that effect in the book containing the minutes shall be conclusive evidence of the fact. The demand for a secret ballot may be withdrawn.
- (iv) If a secret ballot is properly demanded it shall be taken in the manner decided by the chairperson of the Meeting and at some time prior to the conclusion of the meeting at which it was demanded, except that it may be taken at an adjourned meeting. A secret ballot taken at an adjourned meeting shall be

restricted to those present at the original meeting unless those present at the original meeting decide otherwise. A secret ballot on the question of adjournment shall be taken forthwith.

- (v) Each member of the Organisation (either individual or the appointed representative of an organisation) at a General Meeting shall have one vote. In the event of an equality of votes, a secret ballot will be called. In the event of a subsequent equality of votes, the motion will be deemed to be lost.
- (vi) At a General meeting a quorum shall consist of fifteen (15) financial members. Should a quorum not be present within 30 minutes after the published starting time of the meeting, the meeting shall be adjourned to the same time and place seven days later, or a date and time determined by members of the Board. If at such adjourned meeting a quorum is not present, then those present shall be deemed to constitute a quorum.

**(e) Minutes**

Minutes shall be recorded of all General, Special and Annual Meetings of the Organisation. The Chairperson of that meeting shall if adopted, sign such minutes at the next succeeding meeting.

**(f) Meetings of the Board**

- (i) The Board shall meet at least four times each year to conduct the business of the Organisation, seven days' notice in writing having been given to each Board member.
- (ii) The President may at any time, and the Secretary shall on the written requisition of any five members of the Board, summon a meeting of the Board.
- (iii) A quorum shall consist of half, or the next higher whole number, of the Board members.
- (iv) At the beginning of each meeting, the members present will elect a person to chair/facilitate the meeting and will elect a person to take the minutes of that meeting. Questions arising at any meeting of the Board will be decided by a simple majority. In the case of an equality of votes the motion will be deemed to have been lost. One vote is entitled for each Board member.
- (v) The chair/facilitator will stand aside for someone else to chair any item on the agenda, if they hold a strong opinion, which they want to voice about that item.
- (vi) The Board shall meet prior to the Annual General Meeting to:
  - (1) Prepare the Annual Report
  - (2) Prepare the Agenda for the Annual General Meeting

(3) Receive the Annual Financial Report

- (vii) Minutes shall be kept recording:
- (1) Names of board members present
  - (2) Apologies
  - (3) Correspondence
  - (4) Reports from Standing / Sub Committees
  - (5) Resolution proposed and whether carried or rejected
  - (6) Such minutes shall if adopted at the succeeding meeting of the Board be signed by the Chairperson at that meeting

**(g) Meetings of the Executive**

- (i) The Executive shall meet as stated in paragraph 6
- (ii) Minutes shall be recorded showing:
- (1) names of members present
  - (2) apologies
  - (3) details of business discussed and transacted
- Minutes of the Executive's meetings shall be presented to the Board.

**(h) Vacation of Office, Board or Executive**

The office of a member of the Board or Executive shall become vacant:

- (i) upon their decease, bankruptcy or insanity
- (ii) if he/she ceases to be a member of the Organisation
- (iii) on their resignation from office
- (iv) if he/she fails to attend three consecutive Board meetings without apology
- (v) upon a resolution being passed by a two-thirds majority of members present at a properly constituted Board Meeting specifically called for the purpose of moving them from office
- (vi) if he/she holds any office for profit in the Organisation

**10. FINANCE**

**(a) Property of The Organisation**

All property and monies of The Organisation are vested in the Executive for the time being as the Trustees of The Organisation for the use and benefit of the members for the time being of The Organisation.

**(b) Investment of Monies**

The Trustees shall deal with or invest the property and monies of the Association in such manner as the Board directs.

**(c) Financial Year**

The financial year of the Association shall terminate on the 30<sup>TH</sup> June in each year.

- (d) **Bank Accounts**  
The Trustees shall open and maintain in the name, and on behalf of The Organisation such account or accounts at such bank, banks or building societies as the Board determines.
- (e) **Payment of Monies into Account of the Organisation**  
All monies received by the Organisation will be deposited into an account of Organisation.
- (f) **Payment Out of Monies**
  - (i) No monies shall be drawn from an account of the Organisation except by cheque or order signed by two persons, at least one of who shall be an Office-Bearer, authorised as cheque signatories by the Board.
  - (ii) All accounts payable shall be ratified by a future Board Meeting. A bank reconciliation statement for the General Account and any Trust Account shall be prepared for each meeting.
- (g) **Presentation of Statements**  
A financial statement of the General Account shall be presented to each ordinary meeting of the Board.
- (h) **Auditors**  
An auditor shall be appointed at each Annual General Meeting. Such Auditor shall examine all accounts, vouchers, receipts, books of account etc. relating to all accounts and furnish a report to the Annual General meeting. Qualified Public Accountants only shall be eligible as auditors.

## **11. AMENDMENTS OF THE CONSTITUTION**

These rules may be amended by a resolution passed by a majority of the members present at an Annual General Meeting at which notice of the proposed amendment shall be given or at a Special General Meeting called for this purpose; provided that the Minister for the Crown for the time being administering the Charitable Fundraising Act 1991, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified their approval to such amendments being made.

## **12. REGISTRATION AS A CHARITY**

The Board shall make the application for the Organisation to be registered under the Charitable Fundraising Act 1991.

## **13. DISSOLUTION**

(a) The Organisation shall be dissolved in the event of the membership being less than ten (10) persons, is wound up, it's endorsement of as a deductible gift recipient is revoked, or upon the vote of a two-thirds majority of the members present at a Special Meeting to consider such dissolution and disposal of assets and funds.

(b) Upon a resolution being passed in accordance with Sub-paragraph (a) hereof, all assets, gifts and funds of the Organisation on hand, after payment of all expenses and liabilities, not be given to any members of the Organisation but be placed in the hands of the Trustees to be handed over to such registered or exempt charities with DGR referred to by the Commissioner of Taxation in any of the sub-paragraphs of Section 78 (i) (a) or (ii) of the Income Tax Assessment Act 1936, who have similar aims and objectives to the Organisation and whose rules preclude any surplus property to be given to members.

(c) In the event of the membership being less than ten (10) persons, those remaining members shall meet at a Special General Meeting and shall dispose of the assets and funds in the manner described in Sub-paragraph (b) above.

The End