

THE BUDDHIST SOCIETY OF VICTORIA INC.

Constitution



Last amended: 16 April 2023

The Buddhist Society of Victoria was incorporated on 31 July 1991

Inc. No. A0023538B

ABN 89 738 755 249

Contents

Clause	Page
Revision History	3
1. Name	3
2. Interpretation.....	3
3. Aims and Objectives.....	3
4. Powers.....	4
5. Special Powers	5
6. Assets - Investment	6
7. Property Held on Trust for the Sangha of the Present and Future.....	6
8. Class of Membership.....	6
9. Applications for and Consequences of Membership.....	7
10. A. The Sangha.....	8
10. B. Monastery	9
10. C. Resolution of ‘Disputes between Sangha and Laity	9
10. D. Working with Children, Sangha and Laity.....	9
11. Custody and inspection of books and records	10
12. Management.....	10
13. Committee	11
14. A. Elections and Membership of the Committee.....	11
14. B. General Duties of Committee Members	13
14. C. Conflict of interest	13
14. D. Vacation of office	14
15. Removal of Committee Member	14
16. Proceedings of the Committee.....	14
17. Seal.....	15
18. Meetings	15
19. Audit	19
20. Financial Year.....	19
21. Special Funds	19
22. Amendment to the Constitution and Statement of Aims and Objectives	19
23. Spiritual Association with Monasteries	20
24. Spiritual Adviser.....	20
25. Resolution of Internal Disputes.....	20
26. Wind Up	20
27. Disposal of The Society’s Assets.....	20

Revision History

Amended and accepted at the AGM of the *Society* on 19th March 1970.
Amended and accepted at the AGM of the *Society* on 31st August 1989.
Amended and accepted at the AGM of the *Society* on 10th May 1990.
Amended and accepted at the AGM of the *Society* on 24th April 1991.
Amended and accepted at the AGM of the *Society* on 26th March 1995.
Amended and accepted at the SGM of the *Society* on 20th August 2000.
Amended and accepted at the AGM of the *Society* on 18th March 2001.
Amended and accepted at the AGM of the *Society* on 30th March 2003.
Amended and accepted at the AGM of the *Society* on 30th March 2008.
Amended and accepted at the SGM of the *Society* on 28th July 2013.
Amended and accepted at the AGM of the *Society* on 30th March 2014.
Amended and accepted at the AGM of the *Society* on 26th April 2015.
Amended and accepted at the AGM of the *Society* on 16th April 2023.

1. Name

The name of the *Society* shall be - The Buddhist Society of Victoria.

2. Interpretation

In this Constitution, unless the contrary intention appears:

Committee means the Committee of Management of the *Society*,

General Meeting means a general meeting of *Members* convened in accordance with clause 17,

Member means an Honorary member, Ordinary member or Associate member of the *Society*, as defined in clause 8,

Negotiable Instrument refers to an unconditioned writing that promises or orders the payment of a fixed amount of money.

Society means the Buddhist Society of Victoria including any monastery or monasteries and retreat centre(s) established under its jurisdiction.

Sangha refers to (unless otherwise specified) Buddhist Bhikkhus (male monks) and Bhikkhunis (female monks), in addition to Samaneras (male novices), Samaneris (female novices), and Sikkhhamanas (female trainees) who have received the going forth (pabbaja) and are following the ten precepts.

3. Aims and Objectives

- (i) To encourage the teaching, practice and realisation of the Buddha-Dhamma (the teaching of the Buddha), that is Sila (morality), Samadhi (meditation) and Panna (wisdom), in the Theravada tradition.
- (ii) To establish suitable facilities for and to support the invited *Sangha* so they may act as spiritual guides and minister for the well-being of the Buddhist community in particular and the general community as a whole.
- (iii) To foster the establishment of a Buddhist lay-community to support the *Sangha*.
- (iv) To provide facilities for meditation, Buddhist ceremonies and other related functions.
- (v) To foster association with Buddhist societies and organisations with similar aims and objectives as the *Society* and to show respect for all schools of Buddhist thought.

- (vi) To establish and maintain for the propagation of the teachings of the Buddha, a forest monastery or forest monasteries in the tradition of the Vinaya (the code of discipline of *Sangha*) and subject to the guidelines and limitations as laid out in the Vinaya-Pitaka of the Pali Canon under the sections dealing with *Sangha* property, such monastery or monasteries to be under the control of the resident *Sangha* in all aspects.

4. Powers

In furtherance of the said objects, but not otherwise, the *Society* shall have power:

- (i) To establish in the state of Victoria centres, schools, colleges, monasteries and other institutions (including residential facilities) for the encouragement of the said objectives;
- (ii) To establish and maintain public funds, each of which funds shall be for the exclusive purpose of providing money for the acquisition, construction and maintenance of buildings to be used as a school or college (within the meaning of Section 78(1)(a)(xv) of the Income Tax Assessment Act, 1936 as amended) by the *Society* without profit or gain for the furtherance of the said objectives;
- (iii) To invite *Sangha* to reside in any institution of the *Society* or elsewhere in Victoria for periods agreeable to the *Society*. In the event that the *Sangha* being invited is not acceptable to the resident *Sangha*, the matter is to be referred to the Spiritual Adviser for a decision;
- (iv) To provide all necessary material support, protection and requisites (including, without limiting the generality of the foregoing, food, shelter, robes and medicine) for any *Sangha* invited by the *Society* whilst they are in Victoria;
- (v) To pay all travel expenses to Victoria for any *Sangha* invited by the *Society* and for return to their normal place of residence;
- (vi) To accept donations (whether periodical or otherwise) from such persons as the *Society* shall in its discretion think fit or to refuse to accept any donation;
- (vii) To provide libraries and facilities for writing, translating, printing, publishing, distributing and selling such books and pamphlets as will serve to advance the said objectives;
- (viii) To issue appeals for donations and to prepare periodical reports on the work of the *Society*;
- (ix) To accept donations for any specific fund pursuant to this Constitution and on any special trusts that further the said objectives but so that every donation so accepted shall be held subject to the terms and conditions of the gift;
- (x) To mortgage, sell, exchange, let, invest, vary or otherwise dispose of, or deal with, the property (real and personal) of the *Society* or in the name of any person or persons as trustee for the *Society* or otherwise where the *Society* is the ultimate beneficial owner of such property or any part thereof and to give a good receipt for any money received by the *Society*;
- (xi) To invest any money of the *Society* for the time being not required for the objectives of the *Society* in any investment authorised by the constitution in accordance with Buddhist principles;
- (xii) To borrow money or other property on such terms as regards interest repayments and otherwise as the *Society* thinks fit upon the security of the property of the *Society* or part thereof and to use such money for any purpose for which the *Society* may deem fit, in accordance with the constitution;

- (xiii) To rent, lease, hire or otherwise acquire the use of any property for such period and at such rent or cost and on such terms and conditions as the *Society* may think fit;
- (xiv) To insure the property of the *Society* or any part of it and all persons employed by or engaged in work associated with the *Society* against such risks and for such amounts as the *Society* may think fit;
- (xv) To purchase any land in the name of the *Society* or in the name of any person or persons as trustee for the *Society* or otherwise so long as the *Society* is the ultimate beneficial owner of such property to be used for the purpose of the objectives of the *Society* and to improve any land which may belong to the *Society*, and to erect, enlarge, alter, improve, rebuild and repair any buildings thereon and generally to manage, maintain and deal with such land and the layout and arrangement thereof and buildings and to decorate, furnish and fit out such buildings;
- (xvi) To employ and pay agents or servants or contractors to transact all or any business of whatever nature to be done in pursuance of the said objectives including the payment and receipt of money and the *Society* shall pay all charges and expenses so incurred and shall not be responsible for the defaults of any such agent or servant or any loss occasioned by his employment if such employment shall have been in good faith;
- (xvii) To open and maintain in the name of the *Society* a bank account or bank accounts at any bank or banks or like institution and to pay any part of the funds of the *Society* to the credit of any such account or accounts provided that a separate account shall be operated for each specific fund or special trust established pursuant to this Constitution;

All bank accounts so established by the *Society* are solely for the activities of the *Society* and funds which do not belong to the *Society* shall not be kept in such accounts excepting that: any donation(s) received by or on behalf of visiting teacher(s) in residence at the *Society* may be held temporarily providing that:

Donations so accumulated are cleared out of the *Society*'s accounts and transferred to Persons/Fund(s)/Institutions nominated by the visiting teacher(s) prior to their departure.
- (xviii) To take such legal or other proceedings and steps whatsoever including without limitation for the recovery or protection of the property of the *Society* or any part thereof and to adjust, settle, compromise or refer to arbitration any claims, demands and proceedings whatsoever;
- (xix) To hold or invest in any property authorised by this constitution or to do any act or thing authorised in the name of the *Society* or in the name of any person or persons as trustee for the *Society* or otherwise so long as the *Society* is the ultimate beneficial owner of such property;
- (xx) To be and remain incorporated pursuant to the *Associations Incorporation Reform Act 2012*;
- (xxi) To do all such acts or things that are in the opinion of the *Society* necessary for the attainment of the objectives of the *Society*;

5. Special Powers

The *Society* may by **Special Resolution**, as defined in clause 17 (xviii):

- (i) Make, alter or modify such regulations, schemes and rules (not inconsistent with the terms of this Constitution) for carrying out the said objectives and management of the affairs of the *Society* and the management of the property of the *Society* as the *Society* shall think fit;

- (ii) Confer upon the *Society* or the *Committee* of the *Society* such additional powers, authorities and discretionary powers as are in furtherance of and not inconsistent with the said objectives as the *Society* may think fit.

6. Assets - Investment

The funds of the *Society* derived from annual subscriptions, donations and such other sources as the *Committee* determines shall be subject to record keeping and auditing as required under clause 18.

Money to be invested pursuant to this Constitution:

- (i) Being money held in the funds to be established pursuant to sub-paragraph (ii) of clause 4 may be invested in the manner in which Trustees are from time to time permitted to invest funds pursuant to the Trustee Act, 1958 as amended or any statutory modification or re-enactment for the time being in force; and
- (ii) Being other money held pursuant to this Constitution may be applied or invested in the purchase of such stocks, funds, securities or other investments or property of whatever nature and wheresoever situate (including the purchase of any Unit Trusts or of any freehold or leasehold property in Australia or elsewhere) and whether involving liability or not and whether income producing or not, as the *Society* in its absolute discretion thinks fit and is in accord with the Aims and Objectives of the *Society* as outlined in clause 3.

7. Property Held on Trust for the Sangha of the Present and Future

Notwithstanding the foregoing in all matters arising concerning monastery property (real and personal) given or acquired for the use of the monastery or monasteries or resident *Sangha(s)* the consent of the Spiritual Adviser as defined in Clause 23 shall be required before any resolution of the *Society* may be acted upon.

8. Class of Membership

The following classes of Membership of the *Society* shall be available:

- (i) **Honorary Membership.** Honorary Membership may be conferred at a general meeting of the *Society* on Buddhist *Sangha* or any other persons who have rendered outstanding services to the cause of Buddhism. Honorary Membership may be conferred for life or a limited period of time as decided by the *Society*.

Any *Sangha* may be admitted to Honorary Membership only for so long as he or she remains a member of the *Sangha* and any *Sangha* who is an Honorary *Member* shall be entitled to participate in meetings of the *Committee* or the *Society* when he or she think it desirable, but shall have no voting rights. Any Honorary *Member* who is not a monk or nun shall have the same voting rights as Ordinary *Members*.

- (ii) **Ordinary Membership.** Ordinary Membership shall be available to those persons who take refuge in the Buddha (the Teacher), the Dhamma (His teachings) and the *Sangha* and the five precepts in the presence of the *Sangha* representative(s). Should there be no *Sangha* representative(s) as defined in section 10A, then the *Committee* may call upon any Bhikkhu or Bhikkhuni to undertake this duty. An associate member is also required to take refuge in the triple Gem and the Five (5) Precepts in front of the *Sangha* representative(s) before converting to ordinary membership.

Ordinary *Members* of less than two (2) years standing are not entitled to vote at *General Meetings* or *Special Meetings* of the *Society*.

- (iii) **Associate Membership.** Associate Membership shall be available to those persons not fulfilling the requirements of Ordinary Membership but who, in the opinion of the *Committee*, are supportive of the aims and objectives of the *Society*. Associate

Membership shall also be available to organisations, subject to their approval by the *Committee*.

Associate *Members* shall have no voting rights and shall not be eligible to be office bearers or *Committee* members of the *Society*.

Associate *Members* who have taken refuge in the Buddha, the Dhamma and the *Sangha* in the presence of *Sangha*, may transfer to Ordinary Membership by application in accordance with Clause 9. The *Members* so transferred will be entitled to full benefits of Ordinary Membership from the date they joined the *Society*.

- (iv) **Membership for Children.** Any child under the age of 18 may apply for and receive Ordinary membership for free. Children on this free membership do not have any voting rights until they reach 18 years of age and are otherwise subject to the normal terms and conditions of *Society* membership.

9. Applications for and Consequences of Membership

- (i) Applications for Ordinary or Associate Membership shall be on such forms as shall be prescribed by the *Society* from time to time and shall be accompanied by such payment as the *Society* directs (students, unemployed and retired persons shall be eligible for concessionary payments). The amount of that payment (known as the "Annual Subscription") shall be determined by the *Committee* no later than October of the preceding year and it shall be ratified at the Annual General Meeting as per clause 17(xxiii)(i).
- (ii) All applications for Membership shall be considered by the *Committee* and shall be signed by the *Committee* member receiving the application
- (iii) When the *Committee* has received and considered an application or applications for Membership, if the *Committee* has resolved to accept an applicant for Ordinary or Associate Membership or a proposed Honorary *Member* for admission, then from the time of such resolution such applicant or Honorary *Member* may exercise all the rights and privileges of the appropriate class of Membership.
- (iv) If any application for Membership is rejected the amount paid with the application shall be refunded to the applicant.
- (v) The Constitution and any amendments to it and any rules or regulations made under it from time to time in force shall be binding on all *Members*.
- (vi) Subscriptions shall be due and owing on the first day of January in each year for those members who have joined the *Society* before the Annual General Meeting of 2014 (30 March 2014). For members who join the *Society* after that date subscriptions shall be payable each year on the anniversary of the date of joining the *Society*.

For the purposes of this sub-clause—

date of joining the Society means the date recorded on the application for membership.”

- (vii) All arrears of previous years are payable prior to payment of current year's subscriptions. Any member whose subscription has not been paid prior to a *General Meeting* of the *Society* shall be deemed not financial and shall not be entitled to Vote.
- (viii) In the event of non-payment of subscriptions due for two years or more, the membership shall not be renewable and the person will require to join as a new *Member*.

- (ix) Any person shall cease to be a member of the *Society* in the event of resignation, dismissal by the *Committee*, or failure to comply with the requirements of Membership.
- (x) The *Committee* may dismiss, or ask to resign, any member who works against the Objectives of the *Society*, or in a manner prejudicial to the interests of the *Society*.
- (xi) Any member who has been dismissed, or asked to resign, may within twenty eight (28) days of his or her dismissal, or resignation, lodge an appeal in writing. Such appeal shall be decided by a simple majority vote at the next *General Meeting*. If such a member wishes the appeal to be determined prior to the date of the next *General Meeting*, he or she shall deposit with the notice of appeal a sum equal to the Annual Subscription to the *Society*. Such deposit shall be forfeited if the appeal is dismissed, and refunded if the appeal is upheld.
- (xii) On receipt of an appeal, and the appropriate deposit, the Secretary shall call a special *General Meeting* within twenty-eight (28) days, and of which seven (7) days' notice shall be given.
- (xiii) The appellant shall be entitled to be present and to be heard in support of his or her claim at such time as it is dealt with.
- (xiv) The Honorary Secretary shall keep and maintain a register of *Members* in which shall be entered the full name, address and date of entry of the name of each member of each class and the register shall be available for inspection by *Members* at the premises of the *Society*.

10.A. The Sangha

- (i) No *Sangha* member shall be made permanent at the *Society's* City Centre.
- (ii) The continued service of the *Sangha* at the *Society* will be dependent on the approval and support of the Spiritual Adviser of the *Society*. In the event that a matter in relation to *Sangha* is unresolved, then the *Committee* must refer the matter to the Spiritual Adviser of the *Society*. Decisions made by the Spiritual Adviser shall be final and binding on the *Members* of the *Society* and the *Sangha*.
- (iii) The following shall apply to the *Sangha* in residence at the *Society's* City Centre: Any *Sangha* invited to stay at the *Society's* City Centre shall consult with the Resident *Sangha* (at the Monastery or Monasteries) and the *Society's* *Committee* to deliver the teaching programme, pastoral duties, ceremonies and any other aspects of the *Sangha* – Lay interface at the *Society's* City Centre. The duration of their stay shall be determined by the *Committee* with consultation of the Resident *Sangha* and Spiritual Adviser.
- (iv) The following shall apply to the Forest Monastery *Sangha(s)*:
 - a) Each monastery set up as defined in Clause 3(vi) shall nominate one member of the Bhikkhuni *Sangha* and one member of the Bhikkhu *Sangha* to act as *Sangha* representatives on the *Society's* *Committee* with full voting rights.
 - b) These *Sangha* representatives shall be nominated by the respective Bhikkhu and Bhikkhuni *Sangha* with the approval of the Spiritual Adviser of the *Society*.
 - c) The *Sangha* representative(s) so nominated may retain their position for twelve (12) months unless his or her recognition is withdrawn under sub-clause 10 A.(ii) hereof or until he or she resigns from that position, dies or becomes incapacitated. At the end of the *Sangha* representative(s) twelve (12) month term, the *Sangha* representative(s) position becomes open for nominations (or automatic re-nomination of the previous *Sangha* representative if there are no new

nominations). A *Sangha* representative can delegate another *Sangha* member (fully ordained) to act in their stead for a period not exceeding four (4) months. Should a *Sangha* representative be away longer than four (4) months, another *Sangha* representative shall be nominated by the resident *Sangha*, with the absent *Sangha* representative losing their status as a *Sangha* representative.

- d) *Sangha* at the Forest Monastery shall consult with the *Sangha* at the *Society's* City Centre and the *Society's* *Committee* to deliver the teaching programme, pastoral duties, ceremonies and any other aspects of the *Sangha* – Lay interface at the *Society's* City Centre. The duration of their stay shall be determined by the Resident *Sangha* with consultation of the Spiritual Adviser.

10. B. Monastery

In the event that a Monastery is set up by the *Society* under Clause 4 (i), The *Sangha* representative(s) (one (1) Bhikkhu and one (1) Bhikkhuni) of the monastery or monasteries shall be selected or removed by the resident *Sangha* by unanimous agreement. Where unanimity is not reached, a decision will be made in keeping with the Vinaya. The *Sangha* representative(s) shall consult the resident *Sangha(s)* and represent the view of the *Sangha(s)* to the Buddhist Society of Victoria *Committee*.

Bhikkhuni issues will be dealt with by the Bhikkhuni *Sangha*, and then presented to the *Committee* by the Bhikkhuni *Sangha* representative. Bhikkhu issues will be dealt with by the Bhikkhu *Sangha*, and then presented to the *Committee* by the Bhikkhu *Sangha* representative.

In the case where the position of *Sangha* representative is contested with a divided *Sangha*, (i.e. two or more candidates have equal support from within the *Sangha* for the role), the decision of which candidate shall assume the role of *Sangha* representative shall be made by the Spiritual Adviser whose decision shall be final and binding on the resident *Sangha*.

10. C. Resolution of 'Disputes between Sangha and Laity

In the event of a dispute arising between the laity and the *Sangha* the following procedure shall apply:

- (i) Each party to the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- (ii) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- (iii) If the dispute is still unresolved, then the matter must be referred to the Spiritual Adviser, whose decision shall be final and binding on the parties to the dispute.

10. D. Working with Children, Sangha and Laity

- (i) Any monastic staying at the premises of The Buddhist Society of Victoria or the Newbury Buddhist Monastery must comply with the Victorian legislation relating to the Working with Children Act and where required produce proof of such compliance.

- (ii) Any teachers teaching at the premises of The Buddhist Society of Victoria must comply with the Victorian legislation relating to the Working with Children Act and where required produce proof of such compliance.

11. Custody and inspection of books and records

- (i) Except as otherwise provided in this Constitution, the Honorary Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the society.
- (ii) Members may on request inspect free of charge---
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-clause (iii), the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings.
- (iii) The Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (iv) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (v) Subject to sub-clause (iii), a member may make a copy of any of the other records of the Society referred to in this clause and the Society may charge a reasonable fee for provision of a copy of such a record.
- (vi) For the purposes of this clause---

relevant documents means records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following---

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Society.

12. Management

- (i) The business and operations of the *Society* shall be managed and controlled by a Committee of Management (herein referred to as the *Committee*).
- (ii) The *Committee*:
 - a) may, subject to any restrictions imposed by any Act or by this Constitution, exercise all such powers and functions as may be exercised by the *Society* other than those powers and functions that are required by this Constitution or by the Associations Incorporation Reform Act 2012 to be exercised by general meetings of the Members of the Society; and
 - b) subject to any restrictions imposed by any Act or by this Constitutions, has power to perform all such acts and things as appear to the *Committee* to be essential for the proper management of the business and operations of the *Society*; and
 - c) shall not make any financial commitments of a capital nature such as development of the existing properties, acquisition, sale or lease of property (real) or the

obtaining of loans on behalf of the *Society* unless approved by the *Members* of the *Society* by a special resolution as defined in clause 17(xviii) of this Constitution.

- (iii) The Committee must not establish any TRUST or TRUSTS in respect of the Society's real-estate unless approved by the Members of the Society by a special resolution as defined in clause 17(xviii) of this Constitution. Any such TRUST or TRUSTS shall comply with the Trustee Act 1958 (Vic) or any re-enactment thereof. The nature of the Trustees will be defined in the TRUST DEED that is approved by the Members of the Society by a special resolution.

13. Committee

The *Committee* shall consist of:

- (i) The President of the *Society*;
- (ii) The Vice-President of the *Society*;
- (iii) The Honorary Secretary of the *Society*;
- (iv) The Honorary Treasurer of the *Society*;
- (v) Five other elected persons who are Ordinary or Honorary *Members* of the *Society*;
- (vi) One Bhikkhu *Sangha* representative and one Bhikkhuni *Sangha* representative where nominated (see Clause 10A of this Constitution). If such *Sangha* representatives have not been nominated consistent with Clause 10A of this Constitution, then the *Committee* shall consist of the positions listed above, (i) to (v).

The persons from time to time occupying the offices referred to in paragraphs (i) to (iv) shall be the office bearers of the *Society*.

14.A. Elections and Membership of the Committee

- (i) All positions on the *Committee* of the *Society* shall be declared vacant at each annual general meeting of the *Society* and an election for all *Committee* members and office bearers in the *Society* will be immediately held, providing that the President remains the chairperson of that meeting until the incoming president has been elected.
- (ii) No office bearer in the *Society* shall occupy the same position for a period longer than four (4) consecutive years.
- (iii) Nominations for election of office bearers and *Committee* members shall be called not less than three (3) weeks before the date upon which such nominations are to close.
- (iv) Sufficient compliance with the last preceding rule shall have occurred if there has been a notice published in any journal, paper or other publication of the *Society* which is circulated to all of its *Members* calling for such nominations.
- (v a) Only financial *Members* of not less than two (2) years standing may stand for election to the *Committee*, or be office bearers of the *Society* or nominate or second for the purposes of such election.
- (v b) Nominations for the positions of President, Vice-President, Treasurer and Secretary are contingent upon the production of a search result issued by the Australian Financial Security Authority in respect of Personal Insolvency. This certificate must be produced within 30 days of election or appointment. Failure to do so within this period will make the Appointment null and void.
- (v c) All *Committee* members must comply with the Victorian legislation relating to the Working with Children Act.
- (vi) Nominations shall be made in writing and all such nominations must be seconded to be accepted. Written nominations shall be submitted not less than fourteen (14) days

prior to the Annual *General Meeting*. A list of nominees shall be placed on the noticeboard of the *Society*, by the Honorary Secretary, as the nominations are received. In the event that there have been insufficient written nominations received prior to the Annual general Meeting, then verbal nominations may be accepted, when called, during the Annual *General Meeting* of the *Society*. In all cases, both the proposer and the seconder must be *Members*, of not less than two (2) years standing, of the *Society*. A person may be nominated for more than one office but may be elected to one office only. If elected to any one office, nomination for any other office shall be null and void.

- (vii) The outgoing Honorary Secretary for the time being of the *Society* shall be the returning officer provided that if for any reason the Honorary Secretary is unable to act or having commenced to act in respect to any election is unable to continue to so act, the *Committee* shall appoint a member who is not an office bearer of the *Society*, a candidate or relative or agent of a candidate to be the returning officer.
- (viii) If the number of nominations for any office does not exceed the number required to be elected, the nominee so nominated shall be declared elected by the returning officer, but if the number of nominations shall exceed the number required a ballot shall be taken which shall be conducted in the following manner:
 - a) Polls shall be held in order for the positions of President, Vice-president, Honorary Secretary, Honorary Treasurer and other *Committee* members.
 - b) All voting shall be on an “exhaustive preference” basis, that is *Members* shall mark their ballots in order of preference for candidates and the candidate(s) with the least number of primary votes shall be successively eliminated from the ballot, by the returning officer, as the votes are counted, and their second preferences distributed, at full value, until, in the case of office-bearers of the *Society*, one candidate has a simple majority of votes, and, in the case of ex-officio *Committee* members of the *Society*, the number of candidates is reduced to five (5).
- (ix) Each candidate may appoint a scrutineer of ballots for the position for which that candidate is a nominee. That scrutineer must be a member of the *Society*, who is eligible to vote.
- (x) Voting shall not be compulsory.
- (xi) Proxies
 - a) A member entitled to vote may in writing appoint a different member as a proxy to vote and the proxy shall deliver the appointment to the returning officer at least two (2) days prior to the election.
 - b) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Honorary Secretary by the due date stipulated in clause (xi)(a).
 - c) A full member may be appointed the proxy for not more than 3 other members at a general meeting. If nominations by more than 3 other members of one full member are received by the *Society*, the Honorary Secretary must immediately notify the nominated proxy and allow the nominated proxy to elect which 3 of the nominating other members the nominated proxy will represent at the general meeting. The Honorary Secretary shall then notify the nominating members other than the 3 elected by the nominated proxy that their nomination of a proxy is invalid under this clause and that they may nominate another member as their proxy.
 - d) The Honorary Secretary may be appointed as a proxy to vote by a member entitled to vote and the member shall deliver the appointment (by email or by completing the approved form) to the Honorary Secretary at least two (2) days prior to the election. The maximum rule of 3 proxies will not apply to the Honorary Secretary.

- e) The appointment of a proxy must be in writing and signed by the member making the appointment as well as the proxy.
- f) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- g) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- h) If the committee has approved a form for the appointment of a proxy, the member must use that form.
- i) Notice of a general meeting given to a full member under Clause 17 must —
 - i) state that the member may appoint an individual who is a full member as a proxy for the meeting; and
 - ii) include a copy of the form that the committee has approved for the appointment of a proxy.
- (xii) Casual vacancies on the *Committee* shall be filled as follows:
- (xiii) On the resignation, temporary absence, removal or death of the President, the Vice-President shall fill that vacancy;
- (xiv) In any other vacancy, the *Committee* may appoint a member of the *Society* to fill that vacancy for the duration of the period for which the vacancy has arisen as the *Committee* thinks fit.
- (xv) Any *Committee* member who is absent from *Committee* meetings three (3) times in succession without leave of absence shall be deemed to have vacated his or her position. The term “meetings” shall be interpreted to mean all committees and Special *General Meetings*.

14.B. General Duties of Committee Members

- (i) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with the Rules in the Society’s Constitution.
- (ii) The Committee is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Committee comply with these Rules.
- (iii) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (iv) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Society; and
 - (b) for a proper purpose.
- (v) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (vi) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

14.C. Conflict of interest

- (i) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (ii) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

14.D. Vacation of office

A committee member may resign at any time by giving reasonable notice in writing to the President, or, in the absence of the President, to the Vice President.

15. Removal of Committee Member

- (i) A general meeting of the Society may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Society to fill the vacant position in accordance with this Constitution.
- (ii) A member who is the subject of a proposed special resolution under sub-clause (i) (a) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (iii) The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

16. Proceedings of the Committee

- (i)
 - a) The *Committee* shall meet together for the despatch of business at such times as it deems advisable but not less frequently than once every three (3) months.
 - b) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
 - c) For the purposes of this Part, a committee member participating in a committee meeting as permitted under 16 (i)(b) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (ii)
 - a) In the case where decisions are to be made pertaining to the monastery or monasteries, the quorum for a Committee shall be six (6), two (2) of whom shall be office bearers, and two (2) of whom shall be nominated Sangha representative(s) except when there is no Sangha representative(s) with voting rights. In which case, the quorum will be as per (ii) b) below.
 - b) Where decisions pertain to non-monastery business, the quorum shall be five (5), two (2) of whom shall be office bearers.
- (iii) The *Committee* shall cause minutes of all meetings to be made and books provided for the purpose which shall include:
 - a) The names of the *Committee* members present at each meeting of the *Committee*;
 - b) All resolutions and records of proceedings of all such meetings.

Minutes of each meeting shall be confirmed at the next succeeding meeting and shall be signed by the Chair of such meeting immediately after such confirmation.
- (iv) Matters arising at any meeting of the *Committee* shall be determined by a majority of the *Members* present and in case of an equality of votes the Chair shall have a second or casting vote.

- (v) The *Committee* may delegate any of its powers to such sub-committees consisting of such *Members* of the *Society* as the *Committee* thinks fit.
- (vi) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any conditions that may be imposed on it by the *Committee*. Every sub-committee shall elect a Chair of its meetings. Sub-committees shall meet for the purposes for which they are appointed at such times and places as the Chair thereof may consider necessary.
- (vii) All cheques, bills of exchange or promissory notes and other negotiable instruments drawn by the *Society* shall be signed by the President, and in the absence of the President the Vice President and either the Honorary Secretary or the Honorary Treasurer.

17. Seal

The *Society* shall have a common seal which shall be a circular device with the name of the *Society* engraved in legible characters thereon. The seal shall be kept in the custody of the Honorary Secretary and shall be affixed to any document only under the authority of a resolution of the *Committee*.

The affixing of the Seal shall be witnessed by the Honorary Secretary of the *Society* and shall be countersigned by any other office bearer of the *Society*.

18. Meetings

- (i) The Annual general meeting of the *Society* shall be held each year not later than the month of April.
- (ii) Special *General Meetings* may be convened whenever the *Committee* thinks it fit to do so.
- (iii) The *Committee* shall, on the requisition of not less than ONE QUARTER (1/4) of the Ordinary *Members* or TEN (10) Ordinary *Members*, whichever is the less, or (one or both) of the nominated *Sangha* representative(s) as defined in clause 10A(iv) or the Spiritual Adviser, convene a Special *General Meeting*.
- (iv) A requisition for a Special *General Meeting* shall state the objectives of the meeting and must be signed by the requisitionists and deposited with the Honorary Secretary of the *Society*. It may consist of several documents in the like form, provided each document is signed by one or more requisitionists.
- (v) If the *Committee* does not proceed within twenty-eight (28) days after receiving a requisition for a Special *General Meeting* to call such a meeting, the requisitionists or any of them may convene the meeting provided it is held not less than three (3) months from the date of the deposit of the requisition. Any Special *General Meeting* convened by requisitionists as provided by this clause shall be convened in the same manner as nearly as possible as that in which Special *General Meetings* are convened by the *Committee* and all reasonable expenses incurred in so convening the meeting shall be refunded by the *Society* to the requisitionists or the persons who incurred them provided that, save as otherwise provided, a quorum is present at the meeting when it is held. Money so refunded shall be made good to the *Society* by the *Committee* members who were in default in convening the meeting in accordance with the requisition.
- (vi) Complete Membership list should be made available to the requisitionists of a Special *General Meeting* including contact addresses.
- (vii) Fourteen (14) days' notice at least, specifying the place, the day and the hour of the meeting and the nature of the business including particularly special business shall be

given in the manner hereinafter provided of any general meeting (whether Annual or Special).

- (viii) Notice of a *General Meeting* shall be sufficiently given if:
 - a) It is published in any journal, paper or other publication including electronic mail and the Web page of the *Society* which is circulated to its *Members*; or
 - b) If there is no such journal, paper or other publication if it is published in the Public Notices of a daily newspaper circulating within the State of Victoria.
- (ix) All business shall be deemed "special" that is transacted at a Special *General Meeting* and all business that is transacted at an Annual *General Meeting* shall also be deemed "special" except that specially referred to hereinafter as being ordinary business to be conducted at an Annual *General Meeting*.
- (x) No business shall be transacted by any Special *General Meeting* other than that for which the meeting was called, but the meeting may resolve to discuss any other such business but no vote shall be taken with respect to any such other business at the meeting.
- (xi) Quorum required and use of technology for attendance in general meetings
 - a) Except as provided in this clause no business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A meeting having duly commenced shall not proceed with any item of business if a quorum is not present.
 - b) The presence of a member at a general meeting need not be by attendance in person. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
A member who participates in a general meeting as allowed under this subrule is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
 - c) The quorum for a general meeting is the presence (physically, by proxy or as allowed under the preceding subrule (b) above) shall either be fifteen (15) percent of the Honorary and Ordinary Members of the *Society*, or twenty-five (25) whichever is the less.
- (xii) If within thirty (30) minutes of the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall:
 - a) If the meeting is an Annual *General Meeting* or a meeting normally convened by the *Committee*, stand adjourned for seven (7) days;
 - b) If the meeting has been convened by requisitionists, as provided by this clause it shall be deemed to have lapsed and shall accordingly be cancelled and the requisitionists shall not be entitled to any reimbursement of associated costs.
- (xiii) If at a meeting reconvened after standing adjourned, as provided in this clause, a quorum is not present at the time fixed for the meeting to be so held, those *Members* present shall form a quorum and shall be entitled to proceed with the business of the meeting.
- (xiv) The President of the *Society*, or in the absence of the President, the Vice president, shall preside as Chair at every general meeting of the *Society* provided that if neither

the President nor Vice-president shall be present, the *Members* present shall choose one (1) of the *Committee* to act as Chair for the meeting.

- (xv) The Chair of the meeting may, with consent of the meeting 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.
- (xvi) It shall not be necessary for any notice to be given of the date, time or place of the adjourned meeting.
- (xvii) Every Honorary Member and every Ordinary Member of not less than two (2) years standing shall be entitled to vote and shall have one (1) vote only and may vote in person or by proxy appointed in writing. In case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands take place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (xviii) Every matter for decision at a general meeting shall, except in the case of special resolutions, be determined by a simple majority of persons entitled to vote present in person or by proxy and unless a poll is demanded (before or after the declaration of the result of a show of hands) by at least three (3) persons entitled to vote, the question shall be determined on a show of hands. A declaration by the Chair of the meeting that a resolution has, on a show of hands, been carried either unanimously or by a particular majority or has been lost shall be prima facie evidence of that fact.

A Special Resolution shall require three fourths (3/4) majority of persons entitled to vote who are voting in person or by proxy.

- (xix) If a poll is demanded it shall be taken in such manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was demanded.
- (xx) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- (xxi) A poll demanded on any other question shall be taken at a time at which the Chair of the meeting shall direct.
- (xxii) The following standing orders shall be observed at a general meeting of the *Society* (subject to a meeting being empowered to suspend standing orders if it shall so desire):
 - a) The mover of a proposition shall speak for not more than five (5) minutes and subsequent speakers shall each be allowed five (5) minutes. The mover shall be entitled to speak in reply for three (3) minutes, provided however that the Chair of the meeting may, with the approval of the meeting, extend the time for any speaker;
 - b) Where an amendment is proposed upon an original proposition, no second amendment shall be taken under consideration until the first amendment shall have been disposed of, but notice may be given of intention to move a further amendment;
 - c) If an amendment is carried, it shall displace the original proposition and become itself a proposition to which any further amendment may be moved;
 - d) If an amendment is negatived, a further amendment, of which notice of intention to move has been given, may be moved to the original proposition. Only one (1) amendment may be submitted to the meeting for discussion at one time;
 - e) The mover of an amendment shall not have any right of reply;

- f) Immediately after the mover of every original proposition has replied, should he or she exercise his or her rights to do so, the question shall be put;
 - g) Except as provided in this clause, no speaker shall speak more than once on the same question unless permission so to do shall be given by the Chair or unless the speaker is desirous of making an explanation or calling attention to a point of order;
 - h) The mover of a proposition or of an amendment shall reduce the same to writing if requested by the Chair;
 - i) Any discussion may be terminated by a resolution “that the question be now put”. If such a resolution is moved and seconded it shall be put without debate;
 - j) The Chair may ask any person present at a meeting whose conduct at the meeting is unsatisfactory, to leave the meeting.
- (xxiii) At an Annual *General Meeting* the order of business shall be (subject to a meeting being empowered to vary the order):
- a) Opening of meeting; Homage to the Buddha, Dhamma and *Sangha*, the taking of refuge in the Buddha, Dhamma, *Sangha* and Five Precepts and a short meditation;
 - b) Apologies for non-attendance;
 - c) Confirmation of the minutes of the last preceding Annual *General Meeting* and of any Special *General Meeting* held since that meeting;
 - d) Address by the monk’s *Sangha* representative;
 - e) Address by the nun’s *Sangha* representative;
 - f) Presentation of the report of the *Committee* and discussion and adoption thereof;
 - g) Presentation of the report of the Honorary Treasurer and of the *Society's* audited financial statements and balance sheet and the auditor's report and consideration and adoption of the same;
 - h) Consideration of any report to be made by the Honorary Secretary;
 - i) Consideration of special business including the fixing of annual membership fees;
 - j) Appointment of special committees (if any);
 - k) Any necessary elections of office bearers and *Committee* members;
 - l) Declaration of results of election of office bearers and *Committee* members;
 - m) General business;
 - n) Consideration of matters for which due notice has been given in writing to the Honorary Secretary, not less than SEVEN (7) days prior to the date of the meeting;
 - o) Questions without notice. The Chair in their absolute discretion may allow questions to be asked of the *Committee* or of members of the *Committee*, provided however that there shall be no compulsion on the *Committee* or any such member to answer any such question at that meeting and provided further that the Chairman may at any time refuse to accept any further questions and may reject any question;
 - p) Closure.
- (xxiv) Non-Members of the *Society* may, at the invitation of the Chair, be permitted to attend any general meeting of the *Society*.
- (xxv) The Secretary shall keep minutes of all general meetings of the *Society* and books provided for the purposes shall include:

- a) The number of *Members* present at the commencement of each meeting;
- b) All resolutions and records of proceedings of each meeting.

Minutes of each general meeting shall be confirmed at the next general meeting and shall be signed by the Chair of such meeting immediately after confirmation.

19. Audit

The following provisions shall apply in respect of the *Society's* accounts:

- (i) The Treasurer shall keep records of all financial transactions of the *Society* and shall present annually a report and an audited financial statement and balance sheet at the *Annual General Meeting* of the *Society*
- (ii) Not less than fourteen (14) days before each *Annual General Meeting*, the accounts of the *Society* for the previous financial year shall be duly audited;
- (iii) The accounts of the *Society* shall also be audited at such other time or times during each financial year as the *Committee* shall in its absolute discretion decide;
- (iv) The *Committee* shall appoint a qualified accountant as an auditor who shall, unless disqualified from consenting to be appointed or acting as the auditor of the *Society* or of preparing any report, hold office until he or she resigns or is removed by a resolution of the *Committee* of the *Society* or until he or she becomes ineligible to act as auditor;
- (v) A resignation of an auditor shall be submitted to the *Committee* in writing.

20. Financial Year

The financial year of the *Society* shall end on the 31st day of December in each year.

21. Special Funds

No part of the property of the *Society* or any specific fund or special trust fund established or maintained pursuant to the Constitution or the income thereof shall be applied for any purpose that it is not a purpose for which the said fund was established, provided always that where the purposes of a fund cannot be achieved, the *Society* in its *Annual General Meeting* subject to the approval of the donors (if possible), may by special resolution, determine the purposes to which the fund is to be applied consistent with the Aims and Objectives of the *Society*.

22. Amendment to the Constitution and Statement of Aims and Objectives

The Constitution and Statement of Aims and Objectives shall be amended only at a *Special General Meeting* which has been duly called for this purpose, or at the *Annual General Meeting*, provided that notice has been given on the business sheet for that meeting and provided that a minimum of 21 days' notice to *Members* of a proposed change to the Constitution has been given and the approval of the Spiritual Adviser of the *Society* shall have been obtained by the *Committee* prior to this notice before there may be any amendment to the constitution..

The Constitution and Statement of Aims and Objectives shall not be amended except by a resolution passed by a four-fifths majority of persons entitled to vote and present in person or by proxy at the meeting. The *Members* shall be deemed to have been sufficiently advised of any proposed change to the Constitution if there has been a notice published in any journal, paper or other publication including electronic mail and the Web page of the *Society* which is circulated to all of its *Members* and outlining such changes.

23. Spiritual Association with Monasteries

In order to foster the Aims and Objectives of the *Society*, the *Society* seeks particular and close association with Bodhinyana and Dhammasara monasteries in Western Australia.

24. Spiritual Adviser

The Abbot of Bodhinyana Monastery shall be the Spiritual Adviser of the *Society*.

25. Resolution of Internal Disputes

In the event of a dispute arising between *Members* (in their capacity as *Members*), or between a member and the *Society* the following procedure shall apply:

- (i) Each party to the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- (ii) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- (iii) If the dispute is still unresolved, then the matter must be referred to the Spiritual Adviser, whose decision shall be final and binding on the parties to the dispute.

26. Wind Up

The Society may be wound up by the Society passing a resolution passed by a four-fifths majority vote and the resident Sangha members, as determined in clause 21, in that regard provided that a minimum of 21 days' notice to Members of the proposed winding up has been given and provided that the Spiritual Adviser and the nominated Sangha representative(s) agree to the winding up in writing, and thereupon if there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the Members of the Society or former members but shall be given or transferred to:

- a) The Buddhist Society of Western Australia (Incorporated) and which shall prohibit the distribution of its income and property amongst its Members or former members to an extent at least as great as is imposed on the Society; OR
- b) In the event the BSWA refuses to accept such funds or the BSWA becomes legally ineligible or incapable to receive such funds, then to another Buddhist organisation with similar objectives to that of the BSV, supporting the Four Fold Assembly and promoting Lord Buddha's teachings and practice relating to Theravada tradition based in Australia, and which shall prohibit the distribution of its income and property amongst its Members or former members to an extent at least as great as is imposed on the Society.

The Distribution Plan must be given to the Regulator; Consumer Affairs Victoria, for review and final approval.

The *Members* shall be deemed to have been sufficiently advised of any proposed winding up of the *Society* if there has been a notice published in any journal, paper or other publication of the *Society* which is circulated to all of its *Members* and outlining the proposed wind up.

27. Disposal of The Society's Assets

The *Society's* real-estate cannot be disposed of without the approval of the members through a resolution with four-fifths of financial members who are entitled to vote at a general meeting of the *Society* to approve of such disposal and with the approval of the Spiritual Adviser and *Sangha* representative(s).