



The Buddhist Society of Western Australia (Inc.)

*www.bswa.org*

Dhammaloka Buddhist Centre

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# **The Buddhist Society of Western Australia (Incorporated) Constitution.**

As amended at the BSWA AGM 23 March 2019.

Effective from 26 April 2019.

**Bodhinyana Buddhist Monastery**

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**Dhammasara Nuns Monastery**

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## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**acting spiritual director** means the monk or nun acting on behalf of the Spiritual Director in his or her absence under rule 7(13);

**associate member** means a member with the rights referred to in rule 12(8);

**Association** means the incorporated association to which these rules apply;

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by laws** means by-laws made by the Association under rule 67;

**chairperson** means the committee member holding office as the chairperson of the Association;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**committee** means the management committee of the Association;

**committee meeting** means a meeting of the committee;

**committee member** means a member of the committee;

**executive committee** means a subcommittee of the committee members, which will conduct the business of the Association between committee meetings and which will meet as and when required and it shall consist of the Spiritual Director or the Acting Spiritual Director, and the President, Vice President, Secretary and Treasurer;

**financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 2;

**first assistant spiritual director** means the monk or nun holding office as First Assistant Spiritual Director of the Association under rule 7;

**full member** means a member with the rights referred to in rule 12(7);

**general meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**member** means a person (including a body corporate) who is a full member or an associate member of the Association;

**objects** means the aims and objectives specified in rule 4 and, where applicable, any one or more of them;

**office bearer** means an office holder referred to in rule 30(3);

**ordinary committee member** means a committee member who is not an office bearer;

**register of members** means the register of members referred to in section 53 of the Act;

**rules** means these rules of the Association, as in force for the time being;

**secretary** means the committee member holding office as the secretary of the Association;

**second assistant spiritual director** means the monk or nun holding office as Second Assistant Spiritual Director of the Association under rule 7;

**special general meeting** means a general meeting of the Association other than the annual general meeting;

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**spiritual director** means the monk or nun holding office as Spiritual Director of the Association under rule 7;

**subcommittee** means a subcommittee appointed by the committee under rule 51(2);

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**treasurer** means the committee member holding office as the treasurer of the Association.

## **2. Name and Financial year**

- (1) The name of the Association shall be: THE BUDDHIST SOCIETY OF WESTERN AUSTRALIA (INCORPORATED).
- (2) The financial year of the Association is from 1 January to the next 31 December.

## **PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **3. Not-for-profit body**

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## PART 3 — AIMS AND OBJECTIVES AND POWERS

### 4. Aims and Objectives of the Association

- (1) The propagation of the teachings of the Buddha and the practice and realisation of Buddhist Principles, with a special emphasis on morality, meditation, and wisdom and the Theravada tradition.
- (2) To establish and maintain existing and new teaching and operational facilities to make available to the general public the teachings and practices of the Buddha. These facilities are not limited to buildings and tangible assets and will include media and technologies relating to fulfilling the objectives set out in 4.(1).
- (3) To further those aims and objectives by:
  - (a) allowing the Sangha to concentrate on their monastic commitments whilst the committee ensure that all operational, regulatory and legal commitments are consistently met;
  - (b) operating on a basis which recognises the inter-dependency and responsibilities of all of the Association's activities;
  - (c) applying donor directed funds for the specific purpose for which they were donated;
  - (d) establishing suitable facilities for and to support the invited Sangha (Buddhist Monk(s) and Nun(s)) so they may act as spiritual guides and teachers for the well-being of the Buddhist community as a whole;
  - (e) establishing and maintaining, for propagation of the teachings of the Buddha:
    - (i) a permanent Buddhist centre or centres in the Perth metropolitan area and in such other places as the Association may determine; and
    - (ii) a forest monastery or forest monasteries in the tradition of the Vinaya (the code of discipline of Buddhist Monks and Nuns) 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;
  - (f) fostering association with Buddhist societies and organisations with similar aims and objectives as the Association and to show tolerance to:
    - (i) all schools of Buddhist thought; and
    - (ii) other religions; and
  - (g) complying with rule 7 with respect to the Sangha.

### 5. Additional Powers

In furtherance of the object, but not otherwise, the Association shall have power: -

- (a) To establish, operate and maintain in the State of Western Australia schools and colleges and other facilities;
- (b) To establish and maintain public funds, each of which fund 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 the *Income Tax Assessment Act 1997* (CTH) as amended) by the Association without profit or gain for the furtherance of the objects;
- (c) To invite Buddhist Monks and Nuns to reside in any monastery or other facility of the Association or elsewhere in Western Australia for periods agreeable to the Association and any such Monks or Nuns;
- (d) To provide all necessary material support, protection and requisites (including, and without limiting the generality of the foregoing: food, shelter, robes and medicine) for any Buddhist Monks and Nuns invited by the Association whilst they are in Western Australia;
- (e) To pay all travel expenses to Western Australia for any Buddhist Monks or Nuns invited by the Association and for return to their normal place of residence;
- (f) To provide libraries and facilities for writing, translating, printing, publishing, distributing and selling such books and pamphlets as will serve to advance the objects;
- (g) To accept donations (whether periodical or otherwise) from such persons as the Association shall in its discretion think fit or to refuse to accept any donation;
- (h) To issue appeals for donations and newsletters and periodical reports on the work of the Association;
- (i) To accept donations for any specific fund established pursuant to this Constitution and for any special purposes that further the objects but so that every donation so accepted shall be applied in accordance with the terms and conditions of the gift;
- (j) Subject to any requirements of this Constitution, to: mortgage, sell, exchange, let, invest, vary or otherwise dispose of, or deal with, the tangible and intangible property of the Association or any part thereof and to issue a valid receipt for any money received by the Association;
- (k) Prior to executing any decision to sell, exchange or otherwise dispose of any real estate belonging to the Association or any part thereof, the committee shall have the decision ratified, as a special resolution, at a General Meeting;

- (l) To borrow money or other property on such terms as to interest repayments and otherwise as the Association thinks fit and whether upon the security of the property of the Association or part thereof or upon personal security only and to use such money as borrowed for any purpose for which the property of the Association may be used;
- (m) To take or rent, license, hire or otherwise temporarily acquire the use of any property for such period and at such rent or cost and on such terms and conditions as the Association may think fit;
- (n) To insure against loss or damage, whether by fire or otherwise, any insurable property to any amount, not exceeding the full replacement value of the property and also, purchase any other insurance including, but not limited to building and contents, public liability, workers' compensation and fidelity guarantee;
- (o) To purchase any land to be used for the purpose of the objects and to improve any land which may belong to the Association 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, and to insure the same against such risks and for such amount as the Association may think fit;
- (p) To employ and pay any agent or servant or contractor to transact all or any business of whatever nature required to be done in pursuance of the said objects including the payment and receipt of money and the Association 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;
- (q) To open and maintain in the name of the Association a bank account or bank accounts at any bank or banks and to deposit all funds of the Association 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;
- (r) To take such legal or other proceedings and steps for the recovery or protection of the property of the Association or any part thereof and to adjust, settle, compromise or refer to arbitration any claims, demands and proceedings whatsoever;
- (s) To enter into any guarantee or indemnity subject to the following conditions:
  - (i) if the guarantee and/or the indemnity is one-off in nature and up to the limit and for not longer than the maximum period from time to time set by a general meeting, such a guarantee or indemnity must be approved by 75% of those present at a committee meeting;
  - (ii) if there is a requirement for a second or more guarantees and/or indemnities, which are one-off in nature, and the first guarantee or indemnity is still in place, irrespective of the value of such guarantee and/or indemnity, such second and all subsequent guarantees & indemnities shall be given only after obtaining the prior approval by a simple majority of a general meeting; and
  - (iii) if the guarantee and/or indemnity is one of continuing financial obligations, irrespective of the total value and the duration, all such guarantees and/or indemnities shall be given only after obtaining the prior approval by a special resolution;
- (t) To hold or invest in any property hereby authorized or to do any act or thing hereby authorized in the name of the Association or in the name of any person in trust for the Association or otherwise;
- (u) To be and remain incorporated pursuant to the *Associations Incorporation Act 2015*;
- (v) To do all such acts or things as are in the opinion of the Association necessary for the attainment of the said objects;
- (w) Consistently with all regulatory, operational and governance requirements, to seek donations by benefactors of time and professional services to fund training, memberships and/or professional subscriptions, short-term consultancy and/or resources in any media.

## 6. Special Powers

- (1) Subject to subrule (2), the Association may by special resolution: -
  - (a) make, alter or modify such regulations, schemes and rules (not inconsistent with the terms of this Constitution) for carrying out the objects and management of the affairs of the Association and the management of the property of the Association as the Association shall think fit;
  - (b) confer upon the Association or the committee, the executive committee or any office bearer such additional powers, authorities and discretionary powers as are in furtherance of and not inconsistent with the said objects as the Association may think fit.
- (2) Notwithstanding subrule 6.(1) or any other provision of this Constitution, in all matters concerning tangible and intangible monastery property and any other Association property or asset whether received as a donation or acquired out of the Association's own funds for the use of the Monasteries or resident Sangha, the consent of the Spiritual Director or the Acting Spiritual Director shall be required before any resolution of the committee or a general meeting relating to such Monastery Property of the Association is acted upon.

## 7. Sangha

- (1) Each monk or nun invited by the Association pursuant to this Constitution is part of the resident Sangha for the duration of their residence in Western Australia.
- (2) Each monk or nun ordained in a monastery operated by the Association is a resident monk or nun of the monastery for so long as he or she remains a member of the Sangha living in that or another monastery of the Association.
- (3) Each monastery set up pursuant to this Constitution must have an Abbot appointed in the following manner.
- (4) The resident Sangha of each monastery shall select the Abbot by unanimous agreement in keeping with the Sangha tradition.
- (5) On receipt of information from the Sangha of a monastery of such selection, the committee shall invite the selected member of the Sangha to accept the position of Abbot. In the event that he or she should accept the position, that Abbot shall retain the position for life or until the resident Sangha at the particular monastery withdraw recognition of that Abbot or the Abbot resigns from his or her position.
- (6) An Abbot of a monastery, established pursuant to this constitution, shall by virtue of his/her position become an Honorary Member of the Association.
- (7) In the event that a number of monasteries are established in Western Australia and each monastery has an Abbot, the Abbots shall select a Representative Abbot and advise the committee accordingly.
- (8) In the event that there is only one monastery established pursuant to this Constitution, the Abbot of that Monastery shall be the Representative Abbot.
- (9) The committee shall invite the Representative Abbot to accept the position of Spiritual Director of the Association. In the event that he/she accepts the position, he/she shall retain that position for life or until such time as the Abbots withdraw recognition of him/her as Representative Abbot or the Representative Abbot resigns from his or her position.
- (10) In the event that there are separate monasteries for male and female Sangha, the selection of Spiritual Director shall be in accordance with this Constitution. If a male Spiritual Director is selected, the female Abbots shall select an Abbot to represent the female Sangha in the committee. If a female Spiritual Director is selected, the male Abbots shall select an Abbot to represent the male Sangha in the committee. The committee shall invite that representative Abbot to accept the position of First Assistant Spiritual Director.
- (11) After the selection of the First Assistant Spiritual Director, the First Assistant Spiritual Director and the Spiritual Director will meet to select a Second Assistant Spiritual Director and then have that nominee confirmed by the Sangha at the monastery where the nominee resides. Each Assistant Spiritual Director will have the role of assisting the Spiritual Director.
- (12) The Spiritual Director and Assistant Spiritual Directors shall consult the Sangha, represent the views of the Sangha and promote the interests of the Sangha and the Buddhist Community as a whole.
- (13) If the Spiritual Director is absent, then the First Assistant Spiritual Director automatically becomes the Acting Spiritual Director. If the First Assistant Spiritual Director is also absent, then the Second Assistant Spiritual Director automatically becomes the Acting Spiritual Director.

## **PART 4 — MEMBERS**

### **Division 1 — Membership**

#### **8. Eligibility for membership**

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

#### **9. Applying for membership**

- (1) A person who wants to become a member must apply in writing to the Association.
- (2) The application must include a member's nomination of the applicant for membership. The application shall be on such forms as shall be prescribed by the Association from time to time and shall be accompanied by such payment as the Association may from time to time direct.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

#### **10. Dealing with membership applications**

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
  - (a) is eligible under rule 8; and
  - (b) has applied under rule 9.
- (5) The committee may reject an application even if the applicant —
  - (a) is eligible under rule 8; and
  - (b) has applied under rule 9.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

#### **11. Becoming a member**

- An applicant for membership of the Association becomes a member when —
- (a) the committee accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule 15.

## 12. Classes of membership

- (1) The Association consists of full and associate members provided for under subrules (2), (3) and (4).
- (2) The Association may have any class of full membership approved by resolution at a general meeting, including honorary membership and life membership.
- (3) The Association may have any class of associate membership approved by resolution at a general meeting, including youth membership.
- (4) The classes of membership are defined as follows:
  - (a) Full Membership. Full Membership shall be available to those adult persons who take refuge in the Buddha (the Teacher), the Dhamma (His teachings) and the Sangha (Buddhist Monks and Nuns), and who endeavour to undertake the five precepts of a Buddhist lay person.
  - (b) Associate Membership. Associate Membership shall be available to those persons not fulfilling the requirements of Full Membership but who, in the opinion of the committee, are supportive of the aims and objectives of the Association. Associate Members shall have no voting rights and shall not be eligible to be office holder or committee members of the Association.
  - (c) Honorary Membership. Honorary Membership may be conferred at a general meeting of the Association on visiting Buddhist Monks or Nuns 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 Association. Any Monk or Nun who is admitted to Honorary Membership only retains that Honorary Membership for so long as he or she remains a member of the Sangha. Any Monk or Nun who is an Honorary Member shall be entitled to participate in meetings of the committee or the Association when he or she think it desirable, but shall have no voting rights.
  - (d) Youth Membership. Youth Membership is open to anyone under 18 years of age, at the time of application.
  - (e) Paid for Lifetime Membership. A member who pays the Full membership annual fee, in a multiple of 20 times, will be designated a Paid for Lifetime member and will pay no future fees
- (5) An individual who has not reached the age of 18 years is only eligible to be a Youth member.
- (6) A person can only be a full member or an associate member, including any subclasses mentioned in 12(2) and 12(3).
- (7) A full member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (8) An associate member has the rights referred to in subrule (7) other than full voting rights.
- (9) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

### 12 B. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Association under rule 13;
  - (d) the person is expelled from the Association under rule 18;
  - (e) the person ceases to be a member under rule 15(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 13. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.



- (2) The resignation takes effect —
  - (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 14. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## Division 2 — Membership fees

### 15. Membership fees

- (1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 12 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3 — Register of members

### 16. Register of members

- (1) The secretary or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the BSWA main office, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **PART 5 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **Division 1 — Term used**

#### **17. Term used: member**

In this Part —

*member*, in relation to a member who is expelled from the Association, includes former member.

### **Division 2 — Disciplinary action**

#### **18. Suspension or expulsion**

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- (4) At the committee meeting, the committee must —
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) that it requires more time to make a decision and, if so, inform the member when a decision will be made; or
    - (ii) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (iii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 26.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation. After a mediation, the committee may revoke the suspension or expulsion of a member and, if it does, shall give notice of the decision to the member within 7 days of the decision.

## 19. Consequences of Suspension.

- (1) During the period a member's membership is suspended, the member —
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## Division 3 — Resolving disputes

### 20. Terms used

In this Division —

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 21. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

### 22. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### 23. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined, at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —

- (i) does not agree to the dispute being determined by the committee; and
- (ii) requests the appointment of a mediator under rule 26,

the committee must not determine the dispute.

## **24. Determination of dispute by committee**

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute or if they require additional time to make a determination, inform the parties of a date when the determination will be made.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the determination.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 26.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## **Division 4 — Mediation**

### **25. Application of Division**

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
  - (a) by a member under rule 18(7); or
  - (b) by a party to a dispute under rule 23(5)(b)(ii) or 24(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 26.

### **26. Appointment of mediator**

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 18(7) — by agreement between the Member and the committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 23(5)(b)(ii) or 24(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1) (a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 18(7); or
  - (b) a party to a dispute under rule 23(5)(b)(ii); or
  - (c) a party to a dispute under rule 24(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **27. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written or oral statement made by another party.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given for the purpose of the mediation or at the mediation is confidential and must not be used for any other purpose by any party to the mediation or the mediator or in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediator are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **28. If mediation results in decision to suspend or expel being revoked**

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 18(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked by the committee,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **PART 6 — COMMITTEE**

### **Division 1 — Powers of Committee**

#### **29. Committee**

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee, and between committee meetings the executive committee, has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee, and between committee meetings the executive committee, must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

### **Division 2 — Composition of Committee and duties of members**

#### **30. Committee members**

- (1) The committee members consist of —
  - (a) the office holders of the Association; and
  - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the office holders of the Association —
  - (a) the President who acts as chairperson under this Constitution;
  - (b) the Vice President who acts as deputy chairperson under this Constitution;
  - (c) the Secretary;
  - (d) the Treasurer;
  - (e) the Spiritual Director;

- (f) the First Assistant Spiritual Director;
  - (g) The Second Assistant Spiritual Director
  - (h) Assistant Treasurer;
  - (i) Assistant Secretary.
- (4) A person may be a committee member if the person is —
- (a) an individual who has reached 18 years of age; and
  - (b) a full member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.
- (6) The Executive Committee will consist of the Spiritual Director or Acting Spiritual Director, the President, Vice President, Secretary and Treasurer.
- (7) The Committee can allocate 3 to 5 non office bearer Committee positions each year prior to nominations opening for the Annual General Meeting elections.

### **31. Chairperson**

- (1) It is the duty of the chairperson, assisted by the deputy chairperson, to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- (3) If the chairperson is unavailable at any time, the function of the chairperson shall be performed by the deputy chairperson.

### **32. Secretary**

- (1) The secretary, assisted by the assistant secretary, has the following duties —
- (a) dealing with the Association's correspondence;
  - (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
  - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
  - (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
  - (h) maintaining full and accurate minutes of committee meetings and general meetings;
  - (i) carrying out any other duty given to the secretary under these rules or by the committee.
- (2) If the secretary is unavailable at any time, the functions of the secretary shall be performed by the assistant secretary.

### **33. Treasurer**

- (1) The treasurer, assisted by the assistant treasurer, has the following duties —
- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
  - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
  - (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;

- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
  - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
  - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
  - (i) carrying out any other lawful duty given to the treasurer under these rules or by the committee.
- (2) If the treasurer is unavailable at any time, the functions of the treasurer shall be performed by the deputy treasurer.

## **Division 3 — Election of Committee members and tenure of office**

### **34. How members become Committee members**

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 41.

### **35. Nomination of committee members**

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
  - (a) calling for nominations for election to the committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting. Nominations for a position with the committee are subject to the following conditions:
  - (a) before being eligible for nomination for election to the committee, a person must have been a member of the Association for a period of at least two years as at the date of the nomination. The committee may waive part or all of the requisite period of membership, in exceptional circumstances; and
  - (b) the chairperson, the deputy chairperson, secretary or treasurer may only serve in the same position, for 3 consecutive years, unless such nomination is ratified at the annual general meeting prior to an election being held for such position.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 36(2) or 37(2) (b).

### **36. Election of office holders**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the full members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the full members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each full member present at the meeting may vote for one member who has nominated for the position.

- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

### **37. Election of ordinary committee members**

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (at least one) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the full members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
  - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

the full members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

### **38. Term of office**

- (1) The term of office of a committee member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 39(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 41.
- (2) Subject to rule 40, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

### **39. Resignation and removal from office**

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 30(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3) (a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **40. When membership of committee ceases**



A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 39; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

#### 41. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 30(4) to fill a position on the committee that —
  - (a) has become vacant under rule 40; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 39(3) (b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 30(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 48, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 48, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

#### 42. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

#### 43. Payments to committee members

- (1) In this rule —

**committee member** includes a member of a subcommittee, including the executive committee;

**committee meeting** includes a meeting of a subcommittee, including the executive committee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a committee meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

### Division 4 — Committee meetings

#### 44. Committee meetings

- (1) The committee must meet at least 4 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.

#### 45. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

#### **46. Procedure and order of business**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### **47. Use of technology to be present at committee meetings**

- (1) The presence of a committee member at a committee meeting or subcommittee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting or subcommittee meeting as allowed under subrule (1) 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.

#### **48. Quorum for committee meetings**

- (1) Subject to rule 41(4), no business is to be conducted at a committee meeting unless a quorum is present. A quorum for a committee meeting shall require the attendance of 5 committee members, including at least:
  - (a) one office bearer; and
  - (b) the Spiritual Director or the Acting Spiritual Director.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
  - (b) at least the Spiritual Director or the Acting Spiritual Director and 2 committee members are present at the meeting,

those members present are taken to constitute a quorum.

## **49. Voting at committee meetings**

- (1) Each committee member present at a committee meeting or subcommittee meeting has one vote on any question arising at the meeting.
- (2) Questions arising at any meeting of the Committee shall as far as possible be resolved by consensus of opinion of all members present including the Spiritual Director and the 1<sup>st</sup> or 2<sup>nd</sup> Assistant Spiritual Director. If no consensus of opinion is reached, questions shall be resolved by a majority of the members present (other than the Spiritual Director and the 1<sup>st</sup> or 2<sup>nd</sup> Assistant Spiritual Director who shall have no vote).
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee or subcommittee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- (6) Subject to subrule (7), all resolutions of by the committee must be ratified by the Spiritual Director or the Acting Spiritual Director and no resolution of the committee shall be effective unless the Spiritual Director or the Acting Spiritual Director ratifies it.
- (7) In the event that the Spiritual Director or the Acting Spiritual Director does not agree to ratify a resolution of the committee and a majority of the committee wishes to proceed with the adoption of the resolution, the committee may:
  - (a) call a special general meeting to determine whether the resolution should be adopted; or
  - (b) refer the resolution to a general meeting for determination whether the resolution should be adopted, and
  - (c) if a special general meeting or a general meeting resolves that the resolution should be adopted, the committee must implement the resolution.

## **50. Minutes of committee meetings**

- (1) The committee and each subcommittee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the committee or subcommittee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 46(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee or subcommittee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee or subcommittee meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee or subcommittee meeting.
- (5) When the minutes of a committee or subcommittee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## **Division 5 — Subcommittees and subsidiary offices**

### **51. Subcommittees and subsidiary offices**

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees (in addition to the executive committee);
  - (b) create one or more subsidiary offices and appoint people to those offices.

- (2) A subcommittee other than the executive committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- (5) Resolutions of the executive committee shall be:
  - (a) recorded by the person appointed to be secretary of the meeting of the executive committee in the minutes of the meeting;
  - (b) subject to subrules 49(6) and (7); and
  - (c) be subject to revocation at the next committee meeting, but revocation will not affect the validity of anything done pursuant to an executive committee resolution before it is revoked.

## 52. Delegation to subcommittees and office bearers

- (1) In this rule —  
***non-delegable duty*** means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee (including the executive committee) or an office bearer the exercise of any power or the performance of any duty of the committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or an officer bearer under this rule, may be exercised or performed by the subcommittee or office bearer in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or an office bearer, under the delegation has the same force and effect as if it had been done by the committee pursuant to an effective resolution of the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

## PART 7 — GENERAL MEETINGS OF ASSOCIATION

### 53. Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the office holders of the Association and other committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### 54. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3) (a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

### 55. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 54(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 35(2); and
- (d) if a special resolution is proposed —
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (ii) state that the resolution is intended to be proposed as a special resolution; and
  - (iii) comply with rule 56(7).

## **56. Proxies**

- (1) Subject to subrule (2), a full member may appoint an individual who is a full member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) A full member may be appointed the proxy for not more than 5 other members at a general meeting. If nominations by more than 5 other members of one full member are received by the Association, the secretary must immediately notify the nominated proxy and allow the nominated proxy to elect which 5 of the nominating other members the nominated proxy will represent at the general meeting. The secretary shall then notify the nominating members other than the 5 elected by the nominated proxy that their nomination of a proxy is invalid under this subrule and that they may nominate another member as their proxy.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) 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.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to a full member under rule 55 must —
  - (a) state that the member may appoint an individual who is a full member as a proxy for the meeting; and
  - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## **57. Use of technology to be present at general meetings**

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) 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.

## **58. Presiding member and quorum for general meetings**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. A quorum shall be thirty (30) Full Members or twenty five percent (25%) of the total number of Full Members, whichever is the less.

- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - (b) at least 2 full members are present at the meeting,those members present are taken to constitute a quorum.

## 59. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the full members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 55.

## 60. Voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (6), each full member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
  - (b) full members may vote personally or by proxy.
- (2) A full member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the full members present at a general meeting vote in favour of the motion. A special resolution shall require a 75% majority of members entitled to vote who are voting in person or by proxy.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as a full member, or on behalf of a full member that is a body corporate under subrule (2), the full member —
  - (a) must have been a full member at the time notice of the meeting was given under rule 55; and

- (b) must have paid any fee or other money payable to the Association by the member.

## 61. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 62. Determining whether resolution carried

- (1) In this rule —

**poll** means the process of voting, in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other full members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 63. Minutes of general meeting

- (1) The secretary, or a person delegated the function by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the full members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 56(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.



- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
  
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 8 — FINANCIAL MATTERS

### 64. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### 65. Control of funds

- (1) The Association must open at least one account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) The Association may invest any funds surplus to its immediate requirements in any form of investment, in any bank or any deposit taking financial institution that has the approval of APRA in accordance with the following:
  - a) the power to invest must be exercised in the best interest of the Association; and
  - b) investments that are speculative or hazardous must not be made; and
  - c) investment advice may be taken when considered necessary and appropriate.
- (5) Subject to subrule (4), the Association may, at any time, vary an investment or realise an investment and re-invest money resulting from the realisation in any form of investment.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by the treasurer or assistant treasurer and by—
  - (a) another committee member; or
  - (b) a person authorised by the committee.
- (7) The Spiritual Director and the two Assistant Spiritual Directors shall have the power to initiate and authorise internet banking payments for their respective monasteries as first authorising person only. The said payments initiated shall be subject to a second authorisation by the Treasurer or assistant Treasurer.
- (8) All funds of the Association must be deposited into the Association's account within 8 working days after their receipt.

### 66. Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## PART 9 — GENERAL MATTERS

### 67. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 12(3); and
  - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### 68. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee.
- (2) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
    - (i) 2 committee members; or
    - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

### 69. Giving notices to members

- (1) In this rule —  
**recorded means** recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### 70. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.

- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

## 71. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

## 72. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 73. Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

## 74. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed to a body mentioned in section 24(1) of the Act which:-
  - a) is another Buddhist organisation of Theravada Forest Tradition, based in Western Australia, incorporated under the Act which has similar objectives; and, if no such organisation exists, then

- b) is another Buddhist organisation of Theravada Forest Tradition, based in Australia, incorporated under similar Act which has similar objectives; and, if no such organisation exists, then
- c) is another Buddhist organisation, based in Western Australia, incorporated under similar Act which has similar objectives; and, if no such organisation exists, then
- d) is another Buddhist organisation, based in Australia, incorporated under similar Act which has similar objectives; and, if no such organisation exists, then
- e) to another Association, incorporated under the Associations act, or a similar act, which has similar objectives; and, if no such organisation exists, then
- f) is for charitable purposes which are as closely similar to the objects as possible, as determined by a special resolution.

## **75. Alteration of rules**

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

END.