

**BUDDHA HOUSE CENTRE FOR ADVANCED BUDDHIST STUDIES INC.**

Constitution November 2020

**1. NAME:**

The name of the association is Buddha House Centre for Advanced Buddhist Studies Inc., hereinafter referred to as Buddha House.

**1A. DEFINITIONS:**

In these rules:

*the Act* means the *Associations Incorporation Act 1985* as amended and includes any legislation in substitution therefor and any regulations made under it or such substituted legislation; *the Association* means Buddha House Centre for Advanced Buddhist Studies Inc.

*Committee* means the Executive Committee established by clause 5;

*FPMT Inc.* means the company named as FPMT Inc. and registered in California, United States of America, under the California non-profit Religious Law, being a notfor-profit religious corporation;

*Spiritual director* means the spiritual director of FPMT Inc.

**2. OBJECTS:**

Buddha House is dedicated to

- The provision of an integrated education through which people's minds and hearts can be transformed to express their highest potential for the benefit of others, inspired by an attitude of universal responsibility

and

- The transmission of Tibetan Buddhism through the study, practice and dissemination of Mahayana Buddhist teachings, emphasising the teachings of the Gelukpa school of Tibetan Buddhism, as taught by Lama Thubten Yeshe and Lama Zopa Rinpoche

and

- The preservation of Tibetan Buddhist philosophy, psychology, logic, metaphysics, art, sacred dance, sacred music, crafts and skills and Tibetan medicine.

These objects are consistent with those adhered to by FPMT Inc., and its affiliates, which includes Buddha House.

FPMT Inc. is the hub of an international affiliation of organisations and individuals devoted to the transmission of the Mahayana Buddhist tradition and values worldwide through teaching, meditation and community service.

FPMT Inc. and its affiliates are based on the Buddhist tradition of Lama Tsongkhapa of Tibet, as taught by Lama Thubten Yeshe and Lama Thubten Zopa Rinpoche.

Buddha House will always affiliate with FPMT Inc. and maintain an affiliation with FPMT Inc. and refer to itself as an FPMT centre.

Buddha House is a non-profit association and all income and property of Buddha House must be applied to the promotion of its objects. No portion of property or income is to be paid or transferred directly or indirectly by way of profit to members.

### **3. POWERS:**

- (a) Subject to paragraph (b), Buddha House shall have the powers set out in section 25 of the Act and such other powers as the Committee may determine are necessary for the purpose of carrying out its objects.
- (b) Appendix 1 sets out matters requiring the approval of FPMT Inc. Any decision on any such matter (whether by the Committee or, where relevant, by the members in general meeting) may not be carried out without the written consent of FPMT Inc.

### **4. MEMBERSHIP:**

- (a) Any person who supports the objects of Buddha House and whose application for membership is accepted by the Committee may become a member.
- (b) Application for membership must be made in writing in the form set out in Appendix 2 to these rules or in a form that is approved by the Committee and lodged with the Secretary.
- (c) All members shall pay an annual membership fee which shall be determined by the Committee.
- (d) The Committee shall have power to confer honorary membership on resident teachers and other nominated persons. Honorary members shall not be required to pay membership fees, but otherwise have the same rights and obligations under these rules as other members.
- (e) a person ceases to be a member of Buddha House if the person:
  - (i) dies;
  - (ii) gives the Secretary at least one month's written notice of resignation.
  - (iii) is expelled from membership in accordance with clause 8; or
  - (iv) remains in arrears of payment of the annual membership fee one month after receipt from the Secretary of a notice of termination of membership, where

such notice is given not less than two months after an earlier written notice from the Secretary or Treasurer detailing the arrears.

**5. COMMITTEE:**

- (a) Subject to these rules, the management of the affairs of Buddha House shall be vested in an Executive Committee consisting of:
  - (i) the office-bearers; and
  - (ii) two other members of the Committee or such higher number as may be determined from time to time (subject to paragraphs (d) and (e)) at an annual general meeting.
- (b) All members of the Committee must be members of Buddha House. The office bearers are to be:
  - (i) the Centre Director;
  - (ii) the Spiritual Program Coordinator;
  - (iii) the Secretary; (iv) the Treasurer; and (v) the Chairperson.
- (c) If there are more than 7 Committee members, the Committee may appoint an additional member with the agreement of FPMT Inc. and any additional Committee member so appointed may only be removed from the Committee with the agreement of FPMT Inc.
- (d) All those members of the Committee who are not appointed with the agreement of FPMT Inc. are to be elected at the annual general meeting in accordance with Clause 5(a).
- (e) An elected Committee member shall continue, subject to these rules, to be a member of the Committee until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (f) At its first meeting after the annual general meeting in each year the Committee shall (in accordance with such procedures as it thinks fit) choose the Secretary, Treasurer and Chairperson from amongst those of its members who were elected at the annual general meeting or who (with the exception of the Centre Director and Spiritual Program Coordinator) were appointed by the Committee with the agreement of FPMT Inc.
- (g) In the event of a casual vacancy occurring in the membership of the Committee, other than in the position of Centre Director, Spiritual Program Coordinator or other member appointed with the agreement of FPMT Inc., the Committee may appoint any member of Buddha House to fill the vacancy and the member so appointed will remain a member of the Committee, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment. To the extent that the casual vacancy in the membership of the Committee relates to a member of the Committee who holds the office of Treasurer or Secretary, the Committee may choose any of its members not

appointed with the agreement of FPMT Inc. to fill the resulting vacancy in that office.

- (h) In the event of a casual vacancy occurring in the position of Centre Director, Spiritual Program Coordinator or an additional Committee member appointed in agreement with FPMT Inc., the Committee may only fill vacancies in these positions in accordance with the procedures set out in the Affiliates Area in the FPMT Inc. website.
- (i) For the purposes of these rules, a casual vacancy in the membership of the Committee occurs if a member:
  - (i) dies;
  - (ii) ceases to be a member of Buddha House;
  - (iii) becomes an insolvent under administration within the meaning of the *Corporations Law*;
  - (iv) resigns office by notice in writing given to the Secretary;
  - (v) is removed from office by the Committee in agreement with FPMT Inc. (in the case of the Centre Director, Spiritual Program Coordinator or an additional Committee member appointed in agreement with FPMT Inc.) or by resolution at a general meeting of members of Buddha House (in any other case);
  - (vi) becomes a mentally incapacitated person; or
  - (vii) is absent without the consent of the Committee from all meetings of the Committee held during a period of 3 months.
- (j) The Committee shall meet regularly at such place and time as the Committee may determine. Half of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

## **5A. OFFICE HOLDERS:**

### **Centre Director**

- (1) The Centre Director shall coordinate and supervise the activities of the Centre and provide leadership and guidance to the office bearers and members in accordance with the purposes of the Association.
- (2) The Centre Director must be a member of the Centre.
- (3) The Centre Director is an ex-officio member of the Committee by means of their position within the organisation and may only be appointed or removed from their position by the Committee with the agreement of FPMT Inc. As an ex-officio member of the Committee, the Centre Director has the same rights and responsibilities as an elected member, including voting rights.
- (4) The Centre Director reports to the Committee.

- (5) When the person holding the position of Centre Director retires, resigns, or for any other reason leaves the position of Centre Director, that person automatically gives up their position on the Committee, and is replaced by the next person to be appointed as Centre Director.

### **Spiritual Program Coordinator**

- (1) It is the duty of the Spiritual Program Coordinator (SPC) to coordinate and supervise the spiritual program of the Centre in accordance with the Affiliates Area prepared by FPMT Inc. and the purposes of the Association.
- (2) The SPC must be a member of the Centre.
- (3) The SPC is an ex-officio member of the Committee by means of their position within the organisation and may only be appointed or removed from their position by the Committee with the agreement of FPMT Inc. As an ex-officio member of the Committee, the SPC has the same rights and responsibilities as an elected member, including voting rights.
- (4) When the person holding the position of SPC retires, resigns, or for any other reason leaves the position of SPC, that person automatically gives up their position on the Committee, and is replaced by the next person to be appointed as SPC.

### **Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members; and
  - (b) subject to the Act, provide members with access to the register of members, the minutes of general meetings and these Rules; and
  - (c) perform any other duty or function imposed on the Secretary by these Rules.

### **Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure all withdrawals are authorised by at least 2 Committee members authorised to do so, as per rule 6(a); and
  - (c) ensure that the financial records of the Association are kept in accordance with the Act; and
    - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
  - (e) ensure that at least one other Committee member has access to the accounts and financial records of the Association.

### **Chairperson**

- (1) Subject to subrule (2), the Chairperson is to preside and facilitate at any general meetings and for any Committee meetings.
- (2) If the Chairperson is unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Committee meeting—a Committee member elected by the other Committee members present.

### **5B. ELECTION OF COMMITTEE MEMBERS:**

- (a) Nominations of candidates for election as members of the Committee (other than members appointed in agreement with FPMT Inc.):
  - (i) must be made in writing, signed by two members of Buddha House and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If a number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

### **6. FINANCES:**

- (a) Buddha House may operate cheque and other accounts at such bank as the Committee may determine. The signatories on those accounts shall be the Centre Director, the Treasurer and such other members as the Committee may determine. At least two such signatories must authorise each withdrawal, of whom one must be the Centre Director-or the Treasurer.
- (b) The financial year shall end on 30 June each year.

- (c) The accounts and annual balance sheet shall be audited by an Auditor appointed by the Committee, subject to ratification each year at the annual general meeting.

## **7. INCOME & PROPERTY:**

The income and property of Buddha House shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonuses or otherwise howsoever by way of profit to the members or relatives of members of Buddha House provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of Buddha House or to any member of Buddha House in return for any services actually rendered to Buddha House or reasonable and proper rental for premises let by any member to Buddha House.

## **8. DISCIPLINE:**

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of Buddha House or FPMT Inc.
- (b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 8 (d) below), cease to be a member 14 days after the committee has communicated its determination to the member.
- (d) It shall be open to the member to appeal the expulsion at a general meeting. The intention of the appeal shall be communicated to the secretary of the association within 14 after the determination of the Committee has been communicated to the member.
- (e) In the event of an appeal under 8 (d) above, the appellant's membership of the association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.:-

## **9. GRIEVANCE PROCEDURE:**

- (a) The grievance procedure set out in this rule applies to disputes under these rules between:
  - (1) A member and another member,
  - (2) A member and the Committee, and
  - (3) A member and the Association
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) Disputes are to be resolved in accordance with the grievance procedures, as modified for use in Australia, laid down by FPMT Inc. from time to time and contained in the Affiliates Area on the FPMT Inc. website, but if no such

procedures are available or are incomplete, the procedures in these rules shall apply.

- (d) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (e) Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.
- (f) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 9(d), the parties must within 10 days:
  - (1) Notify the Committee of the dispute; and
  - (2) Agree to or request the appointment of a mediator; and
  - (3) Attempt in good faith to settle the dispute by mediation.

The mediator must be—

- (1) A person chosen by agreement between the parties; or
- (2) In the absence of agreement—
  - i. If the dispute is between a member and another member—a person appointed by the Committee; or
  - ii. If the dispute is between a member and the Committee or the Association—a person appointed or employed by an independent third party
- (g) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who—
  - i. Has a personal interest in the dispute; or
  - ii. Is biased in favour of or against any party.
- (h) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10. MEETINGS:**

- (a) There shall be an annual general meeting held in each financial year within five (5) months of the end of the previous financial year, if Buddha House is a *prescribed association* for the purposes of the Act, but if it is not, then within six (6) months of the end of the previous financial year.
- (b) Special general meetings shall be held from time to time, either at the request of the Committee, or at the written request of at least five (5) members of Buddha House, given or sent to the Director. Prior to the convening of a special general meeting, the Director may invite those making the request to attend a meeting of the Committee to discuss the matters which they are wishing to raise at the special general meeting.

### **Notification**

- (c) Members shall be notified of general meetings at least fourteen (14) days prior to the date of the meeting.

- (d) Notice of a general meeting at which a special resolution is to be proposed must be given at least twenty-one (21) days prior to the date of the meeting.

### **Quorum**

- (e) Fifteen (15) members or half the members of Buddha House (whichever is the fewer) present (physically, by proxy or as allowed under rule 10(n)) shall constitute a quorum for general meetings.

### **Adjournment**

- (f) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

### **Voting**

- (g) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- (h) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (i) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or by proxy, at that meeting.

### **Special Resolutions**

- (j) A special resolution is defined in the Act. A special resolution is passed if not less than three quarters of the members voting in person, or by proxy, at the meeting vote in favour of the resolution.

### **Proxies**

- (k) A member shall be entitled to appoint in writing, using a copy of a form that the Committee has approved for the appointment of a proxy, a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.
- (l) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- (m) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **Use of technology**

- (n) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows the member and the members present to clearly communicate with each other.
- (o) The agenda of the Annual General Meeting shall include:
  - (i) The Centre Director's report.
  - (ii) The Treasurer's report and presentation of audited income and expenditure account and balance sheet for the previous financial year.
  - (iii) Ratification of the appointment of an auditor.
  - (iv) The election of ordinary members and office bearers of the Committee, other than those appointed in agreement with FPMT Inc.
  - (v) Any other business

**11. ALTERATION OF RULES:**

- (a) Subject to paragraph (b) and to the Act, these rules (including the name and objects of Buddha House) may be altered, rescinded or added to by a majority of not less than three-quarters of the members of Buddha House present and voting at a general meeting.
- (b) No alteration, rescission or addition to these rules comes into force unless and until approved in writing by FPMT Inc.

**12. COMMON SEAL:**

Buddha House shall have a Common Seal, which shall be held by the Centre Director at the associations registered address for safe custody. The seal shall not be affixed to any document except by prior authority of the Committee. Any document to which the seal is affixed shall be attested and signed by the Director and one other member of the Committee.

**13. DISSOLUTION:**

- (a) Buddha House as an association shall not be dissolved except by resolution passed by a majority of not less than three quarters of the members present and voting at a general meeting called by notice specifically to consider its dissolution.
- (b) A general meeting shall not be called to consider the dissolution of Buddha House as an association without the prior written authority of FPMT Inc.
- (c) Subject to paragraph (b), in the event of a resolution to dissolve being passed by the required majority, the Committee shall proceed forthwith to realise the

assets of Buddha House and, after payment of all outstanding debts and liabilities, shall transfer the surplus assets subject to paragraph (d).

- (d) Subject to the Incorporated Associations Act or any other applicable Act, and any court order, any surplus assets that remain after the association is wound up must be distributed to one or more charities:
  - i. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Clause 2 of these rules, and
  - ii. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and
  - iii. subject to any direction given by FPMT Inc.
  
- (e) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with objects similar to, or inclusive of, the purpose(s) in Clause 2 of these rules, which is charitable at law, to which income tax deductible gifts can be made:
  - i. Gifts of money or property for the principal purpose of the organisation:
  - ii. Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and
  - iii. Money received by the organisation because of such gifts and contributions.

#### **14. BUILDING FUND**

- (a) Buddha House may establish and/or maintain a fund solely for providing money for the acquisition, construction or maintenance of a building used, or to be used, as a religious education centre operating consistently with the objects set out in clause 2(b) and (d) of these rules.
  
- (b) It is intended that:
  - (i) the public contribute to the fund and that Buddha House invite the public to make such contributions; and
  
  - (ii) the fund be recognised by the Australian Taxation Office as a deductible gift recipient pursuant to Item 2.1.10 in section 30-25 of the Tax Act.
  
- (c) The fund shall be administered and controlled:
  - (i) in a manner consistent with securing and maintaining such recognition;
  
  - (ii) by such persons (being not less than three in number) appointed from time to time by the Committee who, because of their tenure of some public office or their position in the community, satisfy the requirements for this purpose under the Tax Act.

(ca) without limiting the generality of clause 13 (c)(i) the following shall apply in relation to the fund:

- (i) the fund must be maintained for the purpose of the acquisition, construction or maintenance of a building used, or to be used, as a religious education centre operating consistently with the objects set out clause 2(b) and (d) of these Rules (“the purpose”):
- (ii) all gifts or donations of money or other property received by Buddha House for the purpose must be credited to the fund, and
- (iii) the fund, and all money and other property in the fund, must be kept separately from all other money and property of Buddha House;
- (iv) separate accounts shall be kept for the fund, and receipts for gifts and donations to the fund must show its name and Australian Business Number;
- (v) the money and other property in the fund must be applied solely for the purpose, and no portion of the fund may be distributed to members of Buddha House except by way of bona fide remuneration or other compensation for services rendered or expenses incurred on behalf of the fund; and
- (vi) if the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first),, any surplus of the following assets shall be transferred to another organisation with objects similar to, or inclusive of, the purposes(s) in Clause 2 of these rules, which is charitable at law, to which income tax deductible gifts can be made:
  - a. Gifts of money or property for the principle purpose of the organisation;
  - b. Contributions made in relation to an eligible fundraising event held for the principle purpose of the organisation, and
  - c. Money received by the organisation because of such gifts and contributions

(d) For the purposes of this clause 13:

“**building**” includes one or more buildings, a group of buildings, part of a building or additions to a building;

“**Tax Act**” means the *Income Tax Assessment Act 1997* and includes any statutory modification or re-enactment thereof.

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To the extent of their inconsistency (if any), the provisions of this clause 13 shall prevail in relation to the fund over the other provisions in these rules.

# **APPENDIX 1**

## **Matters Requiring FPMT Inc. Approval**

The matters requiring FPMT Inc approval are:

- (a) The transfer, sale, purchase, leasing or sub-leasing or mortgage of real property;
- (b) The appointment of a resident teacher;
- (c) Changing the name of the Centre (Buddha House);
- (d) The appointment, dismissal or re-appointment of the Buddha House Centre Director, Spiritual Program Coordinator, or other Committee members appointed under rule 5(c);
- (e) The alteration of these rules;
- (f) Any matter which significantly affects or is likely to significantly affect any other FPMT centre.

## APPENDIX 2

### APPLICATION FOR MEMBERSHIP OF BUDDHA HOUSE

Buddha House Centre for Advanced Buddhist Studies Incorporated (incorporated under the *Associations Incorporation Act 1985*)

I .....

*(full name of applicant)*

of

.....

*(address)*

.....

*(occupation)*

hereby apply to become a member of the abovenamed incorporated centre. In the event of my admission as a member, I agree to be bound by the rules of the centre, including its statement of objects, for the time being in force.

.....

*Signature of applicant*

Date .....

I, ..... a member of the centre,

*(full name of proposer)* nominate the applicant, who is personally known to me, for

membership of the centre.

.....

*Signature of proposer*

Date .....

I, ..... a member of the centre,

*(full name of seconder)*

second the nomination of the applicant, who is personally known to me, for membership of the centre.

.....

*Signature of seconder*

Date .....

