
CONSTITUTION

of the

DROGMI BUDDHIST INSTITUTE INC.

A not-for-profit Association

Incorporated in New South Wales

Adopted by Special Resolution
passed 11th December 2011



Table of Contents

NAME4

OBJECTS AND ACTIVITIES5

 OBJECTS.....5

 ACTIVITIES6

RULES of the ASSOCIATION.....7

 PART 1 DEFINITIONS and INTERPRETATIONS.....7

 1. Definitions.7

 2. Interpretations.9

 PART 2 MEMBERSHIP10

 3. Membership Qualifications.10

 4. Nomination for Membership.10

 5. Cessation of Membership.....10

 6. Membership Entitlements Not Transferable.11

 7. Resignation of Membership.....11

 8. Register of Members.11

 9. Fees and Subscriptions.....12

 10. Member's Liability.....12

 11. Resolution of Disputes.....12

 12. Disciplining of Members.....12

 13. Right of Appeal of a Disciplined Member.13

 PART 3 THE COMMITTEE.....14

 14. Powers of the Committee.....14

 15. Composition and Membership.....14

 16. Election of Committee Members.15

 17. Secretary.15

 18. Treasurer.16

 19. Casual Vacancies.16

 20. Removal of Committee Members.16

 21. Committee Meetings and Quorum.....17

 22. Delegation by Committee to Sub-Committee.....18

 23. Voting and Decisions.....18

 PART 4 GENERAL MEETINGS19

 24. Annual General Meetings – Holding Of.....19

 25. Annual General Meetings – Calling of and Business At.....19

 26. Special General Meetings – Calling Of.19



27. Notice.....	20
28. Quorum for General Meetings.....	20
29. Presiding Member.....	21
30. Adjournment.....	21
31. Making of Decisions.....	21
32. Special Resolutions.....	22
33. Voting.....	22
34. Appointment of Proxies.....	22
PART 5 FINANCIAL.....	23
35. Financial Year.....	23
36. Funds – Source.....	23
37. Funds – Management.....	23
38. Gift Fund.....	24
PART 6 WINDING UP.....	26
39. Dissolution.....	26
40. Winding Up of the Association.....	26
41. Winding Up of the Gift Fund.....	26
PART 7 MISCELLANEOUS.....	28
42. Custody of Books etc.....	28
43. Inspection of Books etc.....	28
44. Insurance.....	28
45. Change of Name, Objects and Constitution.....	28
46. Service of Notices.....	28
47. Appointment of a Resident Teacher.....	29
APPENDIX 1 – MEMBERSHIP APPLICATION FORM.....	30
APPENDIX 2 – APPOINTMENT OF PROXY FORM.....	31



NAME

The name of the Association is:

DROGMI BUDDHIST INSTITUTE INC.



OBJECTS AND ACTIVITIES

OBJECTS

The objects for which the Association is established are:

1. To promote the understanding, study and practice of Tibetan Buddhism in Australia.
2. To educate and inform individuals, the public and other organisations about Tibetan Buddhism.
3. To provide a place of learning and practice for students of, and those interested in, the Sakya School of Tibetan Buddhist tradition.
4. To foster and promote study and collaboration across the Tibetan Buddhist traditions and with other faith groups.
5. To promote, sponsor and encourage research, education and training in the field of Buddhism.
6. To raise funds for activities which promote and support Buddhist education, schools and teaching monasteries.
7. To raise funds for the relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness in Tibetan and other Buddhist communities.
8. To provide a place for Buddhist students to undertake short or long retreats.
9. To provide accommodation and support services for Tibetan Buddhist practitioners.
10. To provide accommodation, sustenance and support, financial or otherwise, to the Founder and Spiritual Director, the Resident Teacher, and any visiting Teachers or Assistant Lamas invited by the Association.



ACTIVITIES

The activities the Association will engage in to meet these objects are:

1. To organise and conduct:
 - a) Classes, courses, discussions, seminars, public talks and lectures etc. on Buddhism, Buddhist culture and language in order to support and promote the understanding of the Buddhist viewpoint, and to show the practical application of Buddhist philosophy in daily life.
 - b) Courses in the study of Tibetan Buddhism in structured, certified programs and seminars.
 - c) Short and long retreats for the practice and study of Buddhism.
2. To prepare, edit, publish and/or distribute by sale or otherwise, such books, journals, newsletters, audio-visual material or other publications as may be related to Buddhism or to the activities of the Drogmi Buddhist Institute inc.
3. To engage in any and all fundraising activities necessary to support the objects of the Association.
4. To establish and administer, subject to Rules 38 and 41, a Gift Fund to which gifts to the Association may be made. The objects of the Gift Fund shall comprise some or all of the objects of the Association.
5. To liaise with similar organisations in Australia and worldwide for the purposes of achieving the objects of the Association.



RULES of the ASSOCIATION

PART 1 DEFINITIONS and INTERPRETATIONS

1. Definitions.

In this Constitution:

Deductible Gift Recipient (DGR) has the meaning given in the Income Tax Assessment Act 1997.

Director-General means the Director-General of the New South Wales Department of Services, Technology and Administration.

Founder and Spiritual Director means Khenpo Ngawang Dhamchoe.

Gift means a donation, contribution, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits whether inter vivos or by will arising from a detached and disinterested generosity.

Gift Fund means the fund established and maintained by the Association in respect of its endorsement as a Deductible Gift Recipient pursuant to Rules 38 and 41.

Member means a member of the Association.

Ordinary Committee Member means a member of the Committee who is not an office-bearer of the Committee.

Resident Teacher means the person so appointed under Rule 47 clause (3).

Secretary means:

- a) the person holding office under these Rules as Secretary of the Association, or
- b) if no such person holds that office – the Public Officer of the Association.

Responsible Person means an individual who is considered to have a degree of responsibility to the community as a whole and who is known to a broad section of the community, including an individual who:

- a) performs a significant public function, or
- b) is a member of a professional body having a code of ethics or rule of conduct, or
- c) is officially charged with spiritual functions by a religious institution, or
- d) is a director of a company whose shares are listed on the Australian Stock Exchange, or
- e) has received formal recognition from the government for services to the community, or
- f) is approved as a Responsible Person by the Commissioner of Taxation

Shall means conformance is mandatory.



Special General Meeting means a general meeting of the Association other than an Annual General meeting.

The Act means the Associations Incorporation Act 2009.

The Association means Drogmi Buddhist Institute Inc.

The Regulations means the Associations Incorporation Regulations 2010.



2. Interpretations.

In this Constitution the following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- a) The singular includes the plural and vice versa.
- b) A reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would also apply if this Constitution were an instrument made under an Act.
- d) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- e) A mention of anything after *include*, *includes* or *including* does not limit what else might be included.



PART 2 MEMBERSHIP

3. Membership Qualifications.

(1) A person is qualified to be a member of the Association if:

a) the person is a natural person, and

(i) the person has been nominated for membership of the Association as provided in Rule 4, and

(ii) approved for membership of the Association by the Committee of the Association.

4. Nomination for Membership.

(1) A nomination of a person for membership of the Association:

a) shall be made by a member of the Association in writing in the form set out at Appendix 1 to these Rules, and

b) shall be lodged with the Secretary of the Association.

(2) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the Committee makes that determination, the Secretary shall:

a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and

b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member as the entrance fee and annual subscription.

(4) The Secretary shall, on payment by the nominee of the amounts referred to in clause (3)(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

(5) The Committee need give no reason for the rejection of an application.

5. Cessation of Membership.

(1) A person ceases to be a member of the Association if the person:

a) dies, or

b) resigns membership, or

c) is expelled from the Association, or



- d) fails to pay the annual membership fee under Rule 9 within 3 months after the fee is due.

6. Membership Entitlements Not Transferable.

- (1) A right, privilege or obligation which a person has by reason of being a member of the Association:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates on cessation of the person's membership.

7. Resignation of Membership.

- (1) A member of the Association may resign from the membership of the Association by first giving the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under clause (1) above, and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of Members.

- (1) The Public Officer of the Association shall establish and maintain a register of members of the Association, specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Association and is to be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of AUD \$1.00 for each page copied or, if some other amount is determined by the Committee, that other amount.
- (4) If a member of the Association requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information shall not be made available for inspection.
- (5) A member shall not use information about a person obtained from the register to contact or send material to the person other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulations.



9. Fees and Subscriptions.

- (1) A member of the Association shall, on admission to membership, pay to the Association a fee of AUD \$75.00 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the member under Rule 9 clause (1) a member of the Association shall pay to the Association an annual membership fee of AUD \$75.00 or, if some other amount is determined by the Committee, that other amount:
 - a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

10. Member's Liability.

- (1) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of the membership of the Association as required by Rule 9.

11. Resolution of Disputes.

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to the Founder and Spiritual Director, or the Resident Teacher. Should this not resolve the dispute, to an independent mediator agreed by both parties, and who is acknowledged and respected by both parties to the dispute, to be a practitioner of Tibetan Buddhism. Should this not resolve the dispute, to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12. Disciplining of Members.

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - a) has persistently refused or neglected to comply with a provision or provisions of this Constitution, and/or
 - b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) Should the Committee decide to deal with a complaint, the Committee:
 - a) shall cause notice of the complaint to be served on the member concerned, and



- b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - c) shall take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Committee expels or suspends a member, the Secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Rule 13.
- (6) The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13.

13. Right of Appeal of a Disciplined Member.

- (1) A member may appeal to the Committee against a resolution of the Committee under Rule 12 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from the member under clause (1), the Secretary shall notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3):
- a) no business other than the question of the appeal is to be transacted, and
 - b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the members of the Association.



PART 3 THE COMMITTEE

14. Powers of the Committee.

- (1) The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulations, these Rules and to any resolution passed by the Association in a general meeting:
 - a) is to control and manage the affairs of the Association, and
 - b) may exercise all functions as may be exercised by the Association, other than those functions that are required to be exercised by a General Meeting of the members of the Association, and
 - c) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

15. Composition and Membership.

- (1) The Committee is to consist of:
 - a) the office bearers of the Association, and
 - b) at least 1 and up to 3 ordinary Committee memberseach of whom is to be elected at the annual general meeting of the Association under Rule 16, and
 - c) ex-officio the Founder and Spiritual Director of the Association or his nominee, or the Resident Teacher or his nominee, who will have full voting rights.
- (2) The office-bearers of the Committee are as follows:
 - a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer
- (3) A committee member may hold up to two offices (other than the offices of both the President and Vice President).
- (4) The Committee will appoint the office bearers of the Association at its first meeting after the Annual General Meeting from amongst its members.
- (5) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the Annual General meeting following the date of the member's election, but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member



so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General meeting following the date of the member's appointment, but is eligible for re-election.

16. Election of Committee Members.

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
 - a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - b) shall be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Association shall be a member of the Association.

17. Secretary.

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the Committee, and
 - b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - c) all proceedings at a Committee meeting and general meetings.



18. Treasurer.

- (1) It is the duty of the Treasurer of the Association to ensure:
- that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

19. Casual Vacancies.

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- dies, or
 - ceases to be member of the Association, or
 - becomes insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - resigns office by notice in writing given to the Secretary, or
 - is removed from office under Rule 20, or
 - becomes a mentally incapacitated person, or
 - is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

20. Removal of Committee Members.

- (1) The Association in general meeting by way of resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is



entitled to require that the representations be read out at the meeting at which the resolution is considered.

- (3) A member of the Committee about whom a resolution is to be considered may be suspended from office by the Committee until the resolution is determined.

21. Committee Meetings and Quorum.

- (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or any member of the Committee.
- (3) Oral or written notice (including email) of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) Committee members are considered to be present at a meeting of the Committee if they are:
 - a) physically present, or
 - b) are connected via teleconferencing i.e. audio and/or audiovisual contact with all other members present.
- (7) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the Committee:
 - a) The President or, in the absence of the President, the Vice President is to preside, or
 - b) If the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.



22. Delegation by Committee to Sub-Committee.

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains in effect, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and Decisions.

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of the members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the Founder and Spiritual Director or his nominee, as determined from time to time, or the Resident Teacher may exercise a second or casting vote.
- (3) Subject to Rule 21 clause (5) the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.



PART 4 GENERAL MEETINGS

24. Annual General Meetings – Holding Of.

- (1) The Association shall hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association shall hold its Annual General Meetings:
 - a) within 6 months after the close of the Association's financial year, or
 - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual General Meetings – Calling of and Business At.

- (1) The Annual General Meeting of the Association is, subject to the Act and to Rule 24, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting,
 - b) to receive from the Committee reports on the activities of the Association during the preceding financial year,
 - c) to elect the Committee members for the next term.
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

26. Special General Meetings – Calling Of.

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee shall, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting shall:
 - a) state the purpose or purposes of the meeting, and
 - b) be signed by all the members making the requisition, and
 - c) be lodged with the Secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.



- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for a meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

27. Notice.

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting, except, in the case of an Annual General Meeting, business which may be transacted under Rule 25 clause (2).
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Quorum for General Meetings.

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering the item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) Members of the Association are considered to be present at a general meeting of the Association if they are:
 - a) physically present, or
 - b) are connected via teleconferencing i.e. audio and/or audiovisual contact with all other members present.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved, and



- b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding) at the same place.
- (5) If at the adjourned meeting a quorum is not present with half an hour after the time appointed for the meeting, the members present (being at least 3) are to constitute a quorum.

29. Presiding Member.

- (1) The President or, in the absence of the President, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present are to elect one of their number to preside as chairperson at the meeting.

30. Adjournment.

- (1) The chairperson of general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but not business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of Decisions.

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.



32. Special Resolutions.

- (1) A Special Resolution is passed by the Association as a Special Resolution if:
 - a) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, and
 - b) it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in clause (1) sub clause (a) shall include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

33. Voting.

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy, but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the Founder and Spiritual Director or his nominee, or the Resident Teacher or his nominee, is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (5) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

34. Appointment of Proxies.

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out at Appendix 2 to these Rules.



PART 5 FINANCIAL

35. Financial Year.

- (1) The financial year of the Association is:
 - a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and then
 - b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

36. Funds – Source.

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and such other sources as determined by the Committee from time to time.
- (2) All money received by the Association is to be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds – Management.

- (1) The funds of the Association shall be used solely in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) No portion of the Association's funds shall be paid or transferred directly or indirectly by way of a dividend, bonus, fees or otherwise to members or office-bearers, provided that nothing in this constitution shall prevent the payment in good faith of:
 - a) remuneration to any officers or servants employed by the Association, or
 - b) remuneration to any member in return for services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, or
 - c) interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause by the Committee on money borrowed from any member or office-bearer, or
 - d) a reasonable and proper rent for premises let by any member or office-bearer to the Association, or
 - e) a salary to any member being appointed to a salaried office of the Association
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.



38. Gift Fund

- (1) At all times during which the Association may operate a fund, authority or institution which is endorsed as a Deductible Gift Recipient, the Association shall maintain a Gift Fund to which the gifts to the Association for the purpose of that fund, authority or institution are to be made, subject to the following:
 - a) all gifts received by the Association shall be placed in a discrete bank account,
 - b) all gifts received by the Association shall be separately identified and kept separate from any other funds of the Association,
 - c) the Gift Fund shall be operated in accordance with any and all applicable requirements of the Australian Taxation Office.
- (2) The Gift Fund shall be managed by a committee appointed under Rule 22, the majority of whom shall be Responsible Persons.
- (3) The Association shall establish and maintain internal accounting policies exclusively for money, property and benefits received for the Gift Fund.
- (4) The Association shall issue receipts for all gifts received. As a minimum, receipts issued by the Association for gifts to the Gift Fund shall contain the following information:
 - a) the Australian Business Number of the Association,
 - b) the name of the fund, authority or institution to which the gift has been made,
 - c) a statement that the receipt has been issued for a gift.
- (5) The Association shall ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Gift Fund.
- (6) At all times during which the Association may operate a fund, authority or institution which is endorsed as a Deductible Gift Recipient, the Association shall conduct an annual review of the Gift Fund to determine the Association's continuing entitlement to endorsement. Such review shall include as a minimum, the following considerations for the period of review:
 - a) whether the Association continues to hold a current Australian Business Number (ABN).
 - b) whether the Association continues to maintain a gift fund, authority or institution.
 - c) whether a fund, authority or institution of the Association continues to fall within the DGR category for which it is endorsed.
 - d) whether a fund, authority or institution continues to be "in Australia" for the purposes of the Income Tax Assessment Act 1997.
 - e) whether all deposits paid into the Gift Fund have been correctly receipted.
 - f) whether all disbursements paid from the Gift Fund are in conformance with the conditions of the endorsement.



(7) At all times during which the Association operates a fund, authority or institution which is endorsed as a Deductible Gift Recipient, the Association shall immediately notify the Australian Taxation Office of:

- a) any changes to the Association's Rules governing a Gift Fund, and
- b) any failure of the Association to meet the requirements necessary to maintain Deductible Gift Recipient status for a fund, authority or institution following periodic self review.

(8) On the earlier of:

- a) the winding up of the fund, authority or institution, or
- b) if the Association is endorsed as a Deductible Gift Recipient because of the fund, authority or institution, the revocation of that endorsement, or
- c) the winding up of the Association, whether voluntary or otherwise, at a time when the Association is endorsed as a Deductible Gift Recipient and in respect of which the Association maintains a Gift Fund,

any property whatsoever of the Gift Fund that remains after the discharge of all debts and liabilities attributable to the Gift Fund shall be dealt with in the same manner as described in Rule 41.



PART 6 WINDING UP

39. Dissolution.

- (1) A Special General Meeting of the Association convened for the purpose may by a Special Resolution of voting members present and voting in person or by proxy resolve that the Association be dissolved as from the date to be specified in such Special Resolution and upon such Special Resolution being confirmed at a subsequent Special General Meeting called for the purpose and held no earlier than thirty (30) days after the date on which such Special Resolution was passed the Association shall be dissolved and Rules 40 and 41 shall apply.

40. Winding Up of the Association.

- (1) If, upon the winding up of the Association, whether voluntary or otherwise, there remain any assets of the Association (other than the assets referred to in Rule 41), after the discharge of all debts and liabilities of the Association, the assets shall not be paid to or distributed among the members of the Association, but shall be transferred to one or more such institutions determined by the Committee in consultation with the Founder and Spiritual Director, or his nominee, or the Resident Teacher, prior to the winding up of the Association:
- a) having objects similar to the objects and activities of the Association, and whose constitutions:
 - i. require the income and property to be applied in the promotion of the institution's objects, and
 - ii. prohibit the paying or distributing of institution income and property amongst members to the extent at least as great as that imposed on the Association under clause 37(2).
- (2) If there are no institutions meeting the requirements of clause (1), to one or more funds, authorities or institutions determined by the Committee in consultation with the Founder and Spiritual Director, or his nominee, or the Resident Teacher, prior to the winding up of the Association, under Subdivision 30-B of the Income Tax Assessment Act 1997.

41. Winding Up of the Gift Fund.

- (1) Upon whichever is the first to occur of:
- a) the winding up of the fund, authority or institution, or
 - b) if the Association is endorsed as a Deductible Gift Recipient because of the fund, authority or institution, the revocation of that endorsement, or
 - c) the winding up of the Association, whether voluntary or otherwise, at a time when the Association is endorsed as a Deductible Gift Recipient and in respect of which the Association maintains a Gift Fund,

any assets of the Gift Fund remaining after the discharge of all debts and liabilities attributable to the Gift Fund, shall be transferred to or distributed among one or more funds, authorities or institutions as determined by the Committee in consultation with the



Founder and Spiritual Director, or his nominee, or the Resident Teacher, prior to the winding up of the Association:

- d) having objects similar to the objects and activities of the Association, and whose constitutions:
 - i. require the income and property to be applied in the promotion of the institution's objects, and
 - ii. prohibit the paying or distributing of institution income and property amongst members to the extent at least as great as that imposed on the Association under Rule 37 clause

(2) The objects of which are charitable.

(3) Which are endorsed as Deductible Gift Recipients.

(4) If there are no institutions meeting the requirements of clause (2) and (3), to one or more funds, authorities or institutions determined by the Committee in consultation with the Founder and Spiritual Director, or his nominee, or the Resident Teacher, prior to the winding up of the Association, the objects of which are charitable and gifts and contributions to which are deductible under Subdivision 30-B of the Income Tax Assessment Act 1997.



PART 7 MISCELLANEOUS

42. Custody of Books etc.

- (1) Except as otherwise provided by the constitution, the Public Officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association.

43. Inspection of Books etc.

- (1) The following documents shall be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - a) records, books and other financial documents of the Association,
 - b) this constitution,
 - c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than AUD \$1.00 for each page copied.

44. Insurance.

- (1) The Association may effect and maintain insurance.

45. Change of Name, Objects and Constitution.

- (1) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Committee member.
- (2) An application referred to in clause (1) may only be made pursuant to a special resolution passed by the Association.

46. Service of Notices.

- (1) For the purposes of this constitution, a notice may be served on or given to a person by:
 - a) delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending via facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and



- b) in the case of a notice sent by pre-paid post, on the day when it would have been delivered in the ordinary course of post, and
- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the data it was sent or, if the machine form which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Appointment of a Resident Teacher.

- (1) The Founder and Spiritual Director of the Association is entitled to hold his position in perpetuity. Notwithstanding that the Founder and Spiritual Director may renounce his position as the Founder and Spiritual Director of the Association, he may, at his own request at any time subsequent to renouncing his position as Founder and Spiritual Director, be reinstated as the Founder and Spiritual Director of the Association.
- (2) If, after leaving the Association, the Founder and Spiritual Director of the Association is reinstated as the Founder and Spiritual Director of the Association, any individual holding the position of Resident Teacher under Rule 47 clause (3) ceases to hold that position.
- (3) The Founder and Spiritual Director of the Association shall nominate who shall succeed him as the Resident Teacher of the Association.
- (4) In the absence of direction from the Founder and Spiritual Director only the Head of the Sakya School of Tibetan Buddhism, in consultation with the Committee of the Association, may appoint a Resident Teacher as a successor to the Founder and Spiritual Director. Such appointment shall be conveyed in writing to the Committee of the Association.



APPENDIX 1 – MEMBERSHIP APPLICATION FORM



Membership Application Form – Drogmi Buddhist Institute Inc.

Applicant Name	
Address	
Occupation	
<i>hereby apply to become a member of the Drogmi Buddhist Institute Inc. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.</i>	
Signature of Applicant	
Date	
First Sponsor	
Name	
<i>being a member of Drogmi Buddhist Institute nominate the applicant named above, who is personally known to me, for membership of Drogmi Buddhist Institute Inc.</i>	
Signature	
Date	
Second Sponsor	
Name	
<i>being a member of Drogmi Buddhist Institute second the nomination of the applicant named above, who is personally known to me, for membership of Drogmi Buddhist Institute Inc.</i>	
Signature	
Date	



APPENDIX 2 – APPOINTMENT OF PROXY FORM



Appointment of Proxy – Drogmi Buddhist Institute Inc.

Name			
Address			
<i>being a member of the Drogmi Buddhist Institute Inc. hereby appoint:.</i>			
Full Name of Proxy			
Address of Proxy			
<i>being a member of Drogmi Buddhist Institute Inc. as my proxy to vote for me on my behalf at the:</i>			
(Tick box as appropriate)			
<input type="checkbox"/>	General Meeting	<input type="checkbox"/>	Annual General Meeting
<input type="checkbox"/>	Special General Meeting		
<i>to be held:</i>			
Place			
Date			
Time			
<i>and at any adjournment of that meeting.</i>			
<i>My proxy is authorised to vote</i>			
(Tick box as appropriate)			
<input type="checkbox"/>	In Favour of the Resolution	<input type="checkbox"/>	Against the Resolution
(Insert details of Resolution)			
Signature of member Appointing Proxy			
Date			

Note: A proxy vote may not be given to a person who is not a member of Drogmi Buddhist Institute.