

The Constitution of

**The Zen Group**

Of

**Western Australia**

**(Inc)**

Adopted May 16, 2019.

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## 1. Name

The name of the Association shall be The Zen Group of Western Australia (Inc).

## 2. Interpretation

In the event of any question arising as to the interpretation or application of these rules, the Council shall decide the matter, subject to an appeal for a final decision to a General Meeting of the Group.

### 2.1 Definitions

In this Constitution, so far as the context permits:

- a) "Act" means the Associations Incorporation Act 2015;
- b) "Association" means the Zen Group of Western Australia, also referred to as the "Zen Group" or "ZGWA";
- c) "Consensus" means allowing the opportunity to hear and discuss a proposed resolution until each person agrees to abide by it;
- d) "Constitution" has the meaning of "Rules of Association" as ascribed in the Act;
- e) "Council" has the meaning of "Committee" as ascribed in the Act;
- f) "Ex Officio" has the meaning of granting the right of attendance at meetings by virtue of title or office but does not confer a vote to the Ex Officio member, unless otherwise conferred by these Rules;
- g) "General Meeting" includes Annual General Meetings and Special General Meetings;
- h) "Grievance Procedure" means the procedure set out in rules 28 and 29 of this Constitution.
- i) "Special Resolution" has the meaning ascribed by Section 24 of the Act; and,
- j) "Teacher" means a Roshi or Sensei of the Zen Group as recognised by the members from time to time.

### 2.2 Number & Gender:

In this Constitution, unless the context otherwise requires, the singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.

### **3. Financial Year**

The financial year shall be July 1 each year to June 30 the following year.

### **4. Objects**

The Objects of the Association are:

To promote the development of the Zen Buddhist religion by the establishment and operation in Western Australia of facilities and the engagement of teachers and other necessary personnel for the teaching and practice of meditation and other spiritual practices and study as taught in the tradition of the Diamond Sangha and by such other means as the Council of the Association may from time to time determine.

### **5. Powers**

The Association has the power to do all such things as are necessary for, or incidental to, the attainment of its Objects.

### **6. Application of Property and Income**

The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these Objects.

### **7. Membership**

7.1 Membership of the Association is open to all natural persons.

7.2 The Council of the Association shall, from time to time, determine:

- a) the manner in which persons shall apply for membership of the Association;
- b) the amount of subscription to be paid by the members; and,
- c) the due date for payment of subscriptions.

7.3 The members of the Association shall be:

- a) Those persons who have applied for membership in such manner as

the Council has determined and have paid the necessary subscription; and,

b) Those persons on whom membership has been conferred by the Council.

7.4 In the case of honorary Life membership, such membership will be conferred by resolution of the membership in General Meeting.

7.5 An ordinary 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 Council.

7.6 A member who fails to pay his or her subscription when it is due, or by the Annual General Meeting, ceases to be a member.

7.7 A member who delivers notice in writing of his or her resignation from the Association to a member of the Council or Officer of the Association ceases on that delivery to be a member but remains liable for any subscription outstanding at the time of cessation.

7.8 This rule is subject to the provisions in this Constitution relating to the suspension and expulsion of members in rules 26 and 27.

## **8. The Council**

8.1 The affairs of the Association shall be managed by a Council consisting of between five (5) and eight (8) elected members of the Association.

8.2 A Teacher of the Zen Group of Western Australia shall be an Ex Officio member of the Council.

8.3 The Council shall in its authority and its actions at all times be subject to the will of the membership of the Association as expressed by resolution at a General Meeting, but no resolution made by the Association shall invalidate any prior act of the Council which would have been valid if that resolution had not been passed.

## **9. Appointment to the Council**

9.1 The members of the Council shall be appointed by the members of the Association at the Annual General Meeting for a term of one (1) year.

- 9.2 Retiring Council members are eligible for reappointment.
- 9.3 If the number of nominees for Council is less than or equal to the number vacancies, the nominees will be appointed by the Chair of the meeting.
- 9.4 If the number of nominees exceeds the number of vacancies, a secret ballot shall be held.
- 9.5 Procedure for election by ballot:
- a) each candidate will be assigned a number by the Chair of the meeting;
  - b) each member present and voting will write the number corresponding to the candidate(s) of their choice, for each contested vacancy, on a ballot paper;
  - c) the Chair, under the scrutiny of the Teacher, shall count the ballots and declare the winning nominees duly appointed.

## **10. Casual Vacancies on Council**

- 10.1 A Council member ceases to be a member of the Council and a casual vacancy occurs if he or she:
- a) dies;
  - b) resigns by notice in writing to another Council member;
  - c) ceases to be a member of the Association;
  - d) is convicted of an offence under the Act;
  - e) is permanently incapacitated by mental or physical ill health;
  - f) is absent for more than three (3) consecutive Council meetings; or,
  - a) is absent from three (3) Council Meetings in the same year, of which he or she has received notice without tendering an apology to the Council for each of those Council Meetings.
- 10.2 Where a casual vacancy occurs in the Council, the Council shall, as soon after as is practicable, appoint a member of the Association to fill that vacancy and that member shall be a member of the Council until the next following Annual General Meeting.

## **11. Proceedings of Council**

- 11.1 The Council shall meet together for the dispatch of business on such

occasion as the Council sees fit but not less than twice in each year.

- 11.2 Any two (2) members of the Council may convene a meeting of the Council. Such a meeting requires at least seven (7) days notice in writing to each Council member.
- 11.3 A Chairperson shall be appointed at each meeting of the Council.
- 11.4 Subject to this Constitution, the procedure and order of business to be followed at a Council meeting shall be determined by those Council Members present at the meeting.
- 11.5 At least fifty percent (50%) of the number of members of the Council constitute a quorum.
- 11.6 Decisions of the Council shall be made by Consensus except in the circumstance when consensus cannot be reached in which case the issue will be put to a vote:
- a) the vote will be by simple majority;
  - b) if the vote is tied, the issue can be referred to a General Meeting for resolution.
- 11.7 A declaration by the Chair that a resolution has been passed shall be evidence of that fact.
- 11.8 A Council member having any direct or indirect pecuniary interest of a type referred to in the Act shall comply with the provisions of the Act relevant to such interests.

## **12. General Meetings**

- 12.1 The Council may convene a Special General Meeting of the Association at any time subject to the Notice provisions in Rule 14.

12.2 The Council shall, within 30 days of any member of the Council receiving a request in writing from not less than 10% of membership, convene a General Meeting. The request shall state clearly the matters sought to be addressed at the General Meeting. If a General Meeting is not convened within 30 days of a proper request in writing being received, the members who made the request concerned may themselves convene a General Meeting as if they were the Council. The members convening the meeting shall ensure that notice of the meeting is given to all other members in compliance with rule 13 as if they were the Secretary. The Council shall ensure that those members convening such a General Meeting are supplied, free of charge, with the particulars of all members of the Association. The Association shall pay the reasonable expenses of convening and holding that meeting unless the Association by resolution at that meeting otherwise resolves.

### **13. Annual General Meeting**

13.1 The Council shall convene an Annual General Meeting in every calendar year.

13.2 The first item of business at an Annual General Meeting, after the appointment of a Chairperson, shall be the consideration of accounts and reports of the Council.

### **14. Notice**

14.1 The Secretary shall give to all members notice in writing of all General Meetings, including meetings adjourned under subrule 17.2(b), not less than seven (7) days prior to a meeting which notice shall indicate the time and place of the meeting and the business proposed to be dealt with at that meeting.

14.2 Notice sent in writing to the relevant address appearing in the register of members (maintained pursuant to subrule 21.1(c)) shall be sufficient notice to a member for all purposes under this Constitution.

## **15. Proceedings of all General Meetings**

- 15.1 A Chairperson shall be appointed at each General Meeting.
- 15.2 Subject to the Act and this Constitution, resolutions at General Meetings shall be made by Consensus except in the circumstance when consensus cannot be reached in which case the issue will be put to a vote.
- 15.3 Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- 15.4 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 15.5 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at the meeting may vote.
- 15.6 For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member –
- a) Must have been an ordinary member at the time notice of the meeting was given under rule 14; and
  - b) Must have paid any fee or other money payable to the Association by the member.
- 15.7 On any question arising at a general meeting:
- a) Each ordinary member has one vote; and
  - b) Ordinary members may vote personally or by proxy.

15.8 Any vote to be taken shall be taken in such a manner as the Chairperson directs.

15.9 A declaration by the Chairperson that a resolution has been passed, whether by consensus or by vote, shall be evidence of that fact.

## **16. Proxies**

A member may appoint in writing another member to be the proxy of that first member and to attend and vote on behalf of that member at any General Meeting.

## **17. Quorum in Proceedings at General Meetings**

17.1 At a General Meeting, 10 members of the Association or half of the members of the Association, whichever is the lesser, present in person or by proxy, constitute a quorum.

17.2 If, by 15 minutes after the meeting time, no quorum is present, that meeting shall:

a) in the case of a meeting convened by members under subrule 12.2 be dissolved;

b) in any other case, be adjourned, as far as is practicably possible, to the same place at the same time on the same day of the following fortnight at which adjourned meeting no quorum shall be necessary.

17.3 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

## **18. Officers**

The Council shall appoint a Secretary and a Treasurer and may create such

other offices or officers as it sees fit for the purpose of carrying out the functions of the Council.

## **19. Working Parties**

The Council may create working parties under such titles or styles as it sees fit for the purpose of carrying out the functions of the Council.

## **20. Eligibility for Appointment to Offices and Working Parties**

The Council may appoint any natural person to any office of the Association or to any working party created by it whether that person is a member of the Association or not.

## **21. Secretary**

The Secretary shall:

- a) co-ordinate the correspondence of the Association;
- b) ensure that full and correct minutes of the proceedings of the Council and the Association are kept;
- c) shall keep and maintain in an up-to-date condition a register of the members of the Association and their email and postal or residential addresses;
- d) shall keep and maintain in an up-to-date condition the Constitution of the Association;
- e) shall maintain a record of the names and email and residential or postal addresses of the persons who hold the Offices of the Association provided for by the Constitution;
- f) shall maintain a record of the names and email and residential or postal addresses of the Members of the Council;

- g) shall maintain a record of the names and email and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;
- h) have custody of all books, documents, records and registers of the Association, other than those required to be kept are maintained by, or in the custody of, the Treasurer; and,
- i) perform such other duties as are required of him or her by the Council.

## **22. Treasurer**

The Treasurer shall:

- a) be responsible for the receipt of all monies paid to or received by the Association and shall issue receipts for those monies in the name of the Association;
- b) pay all monies received by the Association into such account or accounts of the Association as the Council directs;
- c) make payments from the funds of the Association with the authority of a General Meeting or of the Council and in so doing ensure that all cheques are signed by one Council Member as well as him or herself;
- d) keep such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- e) keep the Association's accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- f) keep the Association's accounting records in such manner as will enable true and fair accounts of the Association to be

conveniently and properly audited;

- g) shall submit to the members at the Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- h) whenever directed to do so by the Council, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- i) have custody of all securities, books and documents of a financial nature and accounting records of the Association; and,
- j) perform such other duties as are required of him or her by the Council.

## **23. Payments to Council Members**

- 23.1 Payments to members of the Council elected under subrule 8.1 shall only be for reimbursement of expenses incurred in achieving the Association's aims where such expenses have been duly approved by the Council.
- 23.2 Payments to Teachers of the organization, who, under subrule 8.2, act as Ex Officio Council members, can be made:
  - a) in exchange for teaching services, on an ongoing basis and/or for particular events, where such expenses have been duly approved by the members of the Association;
  - b) For reimbursement of travel and accommodation expenses associated with teaching duties, where such expenses have been duly approved by the Council; and,
  - c) For reimbursement of expenses incurred in achieving the Association's aims where such expenses have been duly

approved by the Council.

## **24. Executing documents**

24.1 The Association does not have a common seal.

24.2 The Association may execute a document if the document is signed by —

- a) 2 Council members; or
- b) one Council member and a person authorised by the Council.

## **25. Inspection of the Records of the Association**

A member may, at any reasonable time, inspect without charge all records, financial or otherwise, of the Association.

## **26. Suspension and Expulsion**

26.1 The Council 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.

26.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Council meeting at which the proposal is to be considered by the Council.

26.3 The notice given to the member must state —

- a) when and where the Council 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 Council about the proposed suspension or expulsion;

26.4 At the Council meeting, the Council 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 Council about the proposed suspension or expulsion; and
- b) give due consideration to any submissions so made; and
- c) decide —
  - i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - ii. whether or not to expel the member from the Association.

26.5 A decision of the Council to suspend the member's membership or to expel the member from the Association takes immediate effect.

26.6 The Council must give the member written notice of the Council's decision, and the reasons for the decision, within 7 days after the Council meeting at which the decision is made.

26.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Council's decision under subrule 26.6, give written notice to the secretary requesting the appointment of a mediator under rule 31.

26.8 If notice is given under subrule 26.7, the member who gives the notice and the Council are the parties to the mediation.

## **27. Consequences of Suspension**

- 27.1 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.
- 27.2 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.
- 27.3 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.

## **28. Resolving Disputes**

- 28.1 The procedure set out in rules 28 and 29 (the grievance procedure) applies to disputes —
- a) between members; or
  - b) between one or more members and the Association.
- 28.2 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.
- 28.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 28.2, 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.

28.4 Within 28 days after the secretary is given the notice, a Council meeting must be convened to consider and determine the dispute.

28.5 The secretary must give each party to the dispute written notice of the Council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

28.6 The notice given to each party to the dispute must state —

- a) when and where the Council 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 Council about the dispute.

28.7 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 Council; and
  - ii. requests the appointment of a mediator under rule 31,

the Council must not determine the dispute.

## **29. Determination of Dispute by Council**

29.1 At the Council meeting at which a dispute is to be considered and determined, the Council 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 Council about the dispute; and
  - b) give due consideration to any submissions so made; and
  - c) determine the dispute.
- 29.2 The Council must give each party to the dispute written notice of the Council's determination, and the reasons for the determination, within 7 days after the Council meeting at which the determination is made.
- 29.3 A party to the dispute may, within 14 days after receiving notice of the Council's determination under subrule 29.1(c), give written notice to the secretary requesting the appointment of a mediator under rule 31.
- 29.4 If notice is given under subrule 29.3, each party to the dispute is a party to the mediation.

## **30. Mediation**

- 30.1 Rules 30-33 apply if written notice has been given to the secretary requesting the appointment of a mediator —
- a) by a member under subrule 26.7; or
  - b) by a party to a dispute under subrule 28.7(b)(ii) or 29.3.
- 30.2 If rules 30-33 apply, a mediator must be chosen or appointed under rule 31.

## **31. Appointment of a Mediator**

- 31.1 The mediator must be a person chosen —
- a) if the appointment of a mediator was requested by a member under subrule 26.7 — by agreement between the Member and the Council; or
  - b) if the appointment of a mediator was requested by a party to a

dispute under subrule 28.7(b)(ii) or 29.3 — by agreement between the parties to the dispute.

31.2 If there is no agreement for the purposes of subrule 31.1(a) or (b), then, subject to subrules 31.3 and 31.4, the Council must appoint the mediator.

31.3 The person appointed as mediator by the Council 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 subrule 26.7; or
- b) party to a dispute under subrule 28.7(b)(ii); or
- c) a party to a dispute under subrule 29.3 and the dispute is between one or more members and the Association.

31.4 The person appointed as mediator by the Council 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.

## **32 Mediation Process**

32.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

32.2 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.

32.3 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 statement given by another party; and
- c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

32.4 The mediator cannot determine the matter that is the subject of the mediation.

32.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

32.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **33 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 subrule 26.7; and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

### **34 Distribution of Surplus Property on Winding Up of the Association**

34.1 The Association may be voluntarily wound up by, and only by, special resolution of the members at a General Meeting.

34.2 If on the winding up of the Association any property of the Association

remains after Satisfaction of the debts and liabilities of the Association and the expenses of that winding up, that property shall be distributed to another incorporated association having objects similar to those of the Association.

### **35 Manner of Altering or Rescinding the Rules or Making Additional Rules**

This Constitution may be altered by a special resolution passed by a majority of 75% of members present and voting at an Annual General Meeting or at a Special General Meeting of the Zen Group of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.