

Sydney Insight Meditators Incorporated

Constitution

Name

The name of the association shall be Sydney Insight Meditators Incorporated (hereafter referred to as 'the association')

Preamble

Insight (vipassana) meditation incorporates the living core of the Buddha's teaching and, at the same time, accords with such western values as equality (including between women and men), democratic and non-hierarchical organisations, inclusiveness and tolerance. Insight meditation also harmonises with personal rights and responsibilities within communities, and teaches individuals how to bring insight to their life experiences, whatever they may be and in whatever walk of life.

Objectives

1. To represent insight meditators and teachers in the Sydney region as part of a wider national and international network of insight practitioners and their organisations.
2. To support the practice of insight meditators and teachers by organising retreats and teachings, and supporting local sanghas;
3. To contribute to the consolidation of the wider Buddhist tradition in the Sydney area and elsewhere in Australia, including by way of media contacts and inter-faith forums;
4. To organise teachings and forums to elucidate insight practice and the practice of Buddhism more generally;

5. To co-operate with other organisations to promote the abovenamed purposes regionally, nationally and internationally;
6. To organise events and provide meeting places to promote Dharma practice and study, and encourage a sense of sangha (community) among insight practitioners and Buddhists generally;
7. To take appropriate steps to give effect to these purposes, such as preparing and circulating a newsletter and other communications with members and the wider public; liaising with teachers and teachers' associations; liaising with other organisations; renting, leasing and otherwise acquiring premises; and entering into insurance and other legal arrangements.

Rules

Part 1 Preliminary

1. Definitions

- (1) In these rules:

Commissioner means the Commissioner of the Department of Fair Trading.

ordinary committee member means a member of the committee who is not an office-bearer of the association, as referred to in rule 12(2).

secretary means the person holding office under these rules as secretary of the association

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

2. Membership qualifications

A person or group is qualified to be a member of the association if, but only if, she, he or it agrees with the values and objectives of the association, has submitted a duly completed application form to the secretary, has paid the appropriate annual subscription as it falls due, and has not been expelled from membership in accordance with these rules.

3. Nomination for membership

- (1) An application for membership of the association shall be made by:
 - a) lodgement by post to or in person with the Secretary of the association of the form set out in Appendix 1 to these rules; or
 - b) submission via the approved online form on the association's website
- (2) As soon practicable after receiving the application for membership, the secretary must refer the application to the committee which determines whether to approve or reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant, in writing, that the committee approved or rejected the application (whichever is applicable) and,
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4. Cessation of membership

A person or group ceases to be a member of the association if she, he or it:

- (a) dies, or
- (b) defaults on the annual membership subscription, or
- (c) resigns membership by written notice to the secretary, or
- (d) is expelled from the association.

5. Membership entitlements not transferable

A right, privilege or obligation which a person or group has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person or group, and
- (b) terminates on cessation of the person or group's membership.

6. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person or group that is a member of the association together with the date on which he, she or it became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must 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 \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

7. Fees and subscriptions

- (1) A person who is a member of the association must pay to the association an annual membership fee of \$30 (\$15 in the case of a student, pensioner or holder of a senior's card) and a group member must pay an annual membership fee of \$50, 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.

8. Members' liabilities

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 membership of the association as required by rule 7.

9. Resolution of internal 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 convenor of the ethics and harmony subcommittee.
- (2) If all parties to the dispute consent, the convenor of this subcommittee may refer the dispute to an outside mediator whom all parties accept.
- (3) 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.

10. 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 these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be sent by letter or email to the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is sent within which to make submissions to the committee in connection with the complaint, and
 - (c) must 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 must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, and of the reasons given by the committee for having taken that action.

Part 3 The Committee

11. Powers of the committee

Subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has 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.

12. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) 3 ordinary committee members,each of whom is to be elected at the annual general meeting of the association under rule 13.
- (2) The office-bearers of the association are to be:
 - (a) the chairperson
 - (b) the vice-chairperson
 - (c) the treasurer, and
 - (d) the secretary
- (3) Each member of the committee is, subject to these rules, 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.

- (4) 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 next following the date of the appointment. No more than two such casual appointments will be made between annual general meetings.

13. Election of office-bearers and ordinary committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 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 received 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 members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

14. Secretary

- (1) the secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) The secretary shall be the public officer of the association.
- (3) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,
and
- (b) 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.

16. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.

17. Removal of office-bearer or committee member

- (1) The association in general meeting may by resolution remove any office-bearer or committee member before the expiration of her or his term of office and may by resolution

appoint another person to hold office until the expiration of the term of office of the office-bearer or committee member so removed.

- (2) If an office-bearer or committee member to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the chairperson 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.

18. Meetings and quorum

- (1) The committee must meet at least 5 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 chairperson or by any committee member.
- (3) Oral or written notice of a meeting of the committee must 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) must 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 a majority of the committee members present at the meeting agree to deal with at that meeting.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present.
- (7) At a meeting of the committee:
 - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to chair the meeting, or
 - (b) if the chairperson and the vice-chairperson 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 chair the meeting.

19. Delegation by committee to subcommittee

- (1) At its first meeting after each annual general meeting of the association, the committee shall appoint an ethics and harmony subcommittee and select its convenor. The ethics and harmony subcommittee shall consist of at least 4 members, one of whom shall be an ordinary member of the association who does not sit on the committee, and one of whom may be a non-voting member from outside of the association.
- (2) The committee may delegate to one or more further subcommittees (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 it specifies, 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.
- (3) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as the committee may specify.
- (5) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a subcommittee 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.
- (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (8) A subcommittee may meet and adjourn, as it thinks proper.

20. 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 members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person chairing at the meeting) is entitled to one vote but, in

- the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- (3) Subject to rule 18(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 subcommittee 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 meeting

21. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

22. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 21, 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) confirming the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) receiving from the committee reports on the activities of the association during the preceding year,
 - (c) electing office-bearers of the association and ordinary committee members,

- (d) receiving and considering the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

23. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 20 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:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must 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 the date on which a requisition of members for the 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) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

24. 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 must, at least 14 days before the date fixed for the holding of the general meeting, give a notice 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 must, 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 22(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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) For the purposes of these rules, group members are to be represented by a single delegate who may participate in general meetings of the association and stand for office as if she or he were an individual member.

25. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Seven members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) 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 chairing the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

26. Who is to chair a general meeting

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to chair each general meeting of the association.
- (2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to chair the meeting.

27. Adjournment

- (1) The chairperson of a 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 no 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 must 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.

28. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29. Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

30. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting 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, other than the amount of the annual subscription payable in respect of the then current year.

Part 5 Ethics and interaction between members

31. Code of ethics

- (1) Within twelve months of its appointment the ethics and harmony subcommittee shall draft a code of ethics governing interaction between members in their capacity as members, and between teachers and students in retreat and other teaching situations.

- (2) The ethics and harmony subcommittee will each year review and if appropriate update the code of ethics.
- (3) The committee shall consider, and if it deems fit, amend the code of ethics and subsequent amendments to it, and then ratify them.

32. Principles of interaction and mediation

- (1) The interaction between members shall respect the basic five precepts of Buddhism.
- (2) Wherever applicable the ethics and harmony subcommittee shall apply the precepts, these rules and the principles enunciated in its code of ethics in any mediation or dispute-handling process under its auspices.

Part 6 Miscellaneous

33. Insurance

The association may effect and maintain insurance for its own and its group members' purposes.

34. Funds – source

- (1) The funds of the association are to be derived from retreat and entrance fees and annual subscriptions of members, donations and such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35. Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

36. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37. Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

38. Custody of books

Except as otherwise provided by these rules, the public officer must keep in her or his custody or under her or his control all records, books and other documents relating to the association.

39. Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

40. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by 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 it by 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 these rules, 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 date 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 date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41. In the case of the association's dissolution, all money, rights, property and assets held by it or on its behalf, after discharge of all outstanding debts and liabilities, shall be transferred to a dharmic charity with similar objectives to those of the association.

Appendix 1

APPLICATION FOR MEMBERSHIP OF SIM

Sydney Insight Meditators Incorporated (SIM – incorporated under the *Associations Incorporation Act 1984*).

I,.....
(name of applicant)

of.....
(mail address)

.....

Email address:

Phone number:

apply to become a member of SIM.

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.

.....
.Signature of applicant

Date.....