

SANTI FOREST MONASTERY INCORPORATED

Constitution

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1. NAME & DEFINITIONS

1.1 The name of the association is Santi Forest Monastery Incorporated (referred to in these rules as the 'association').

1.2 For the purposes of this Constitution: Sangha means all Buddhist monks and nuns, namely bhikkhus, bhikkhunis, sikkhamanas, samaneras, and samaneris. Resident Sangha means those Sangha members who have normally resided at Santi Forest Monastery for one year or more; or Sangha members who were ordained at Santi Forest Monastery; or Sangha members who have been elected by consensus of the Resident Sangha. In all cases Resident Sangha must abide by the Monastic Discipline (Vinaya) to a standard generally compatible with the Thai Forest Tradition.

2. OBJECTS

2.1 The objects of the association are:

- (a) To encourage the teaching, practice and realisation of the teachings of the Buddha with a special emphasis on the teachings and practices found in the early Suttas and Vinaya.
- (b) To establish and maintain a forest monastery or monasteries for Buddhist monks and nuns (Sangha) to reside in.
- (c) To provide support for Buddhist monks and nuns (Sangha).
- (d) To offer all people the opportunity to study and practice the teachings of the Buddha.
- (e) To establish and maintain suitable facilities for lay people who wish to study and practice the teachings of the Buddha.
- (f) To support charitable causes that are compatible with Buddhist ethics and values.

MEMBERSHIP

3. TYPES OF MEMBERSHIP

3.1 Membership is open to all individuals that accept the objects and rules of the association.

3.2 The association has 2 types of membership, namely

- a) the Spiritual Director(s), and
- b) Voting members.

4. RIGHTS AND DUTIES ASSOCIATED WITH MEMBERSHIP

Spiritual Director(s)

4.1. The approval of the Spiritual Director(s) must be obtained before the association can carry out any of the following actions;

- a) acceptance of a person for membership,
- b) a change to the association's objects or rules,
- c) the sale, purchase or mortgage of any real estate,
- d) initiation of any payment over \$10 000, except in emergencies or if legally required.

4.2 The Spiritual Director(s) shall have the duty to liaise between the Resident Sangha and the association, and shall encourage harmonious relations between these parties. Voting members

4.3 Each voting member of the association has the following rights:

- a) to receive notice of, attend and vote at general meetings of the association,
- b) to be elected or appointed to the committee, and
- c) to receive information about the association's activities.

5. BECOMING A MEMBER OF THE ASSOCIATION

Spiritual Director(s)

5.1 The Resident Sangha shall elect by consensus a Sangha Representative. If there is both a male and female Sangha, each of 4 or more Sangha members, each Sangha may elect by consensus a Sangha Representative from their own respective Sanghas of equal powers.

5.2 The Sangha Representative(s) shall become the Spiritual Director(s) of Santi Forest Monastery Inc. If the Spiritual Director(s) is absent or temporarily unable to carry out his or her duties, he or she shall appoint another Resident Sangha member to be the Acting Spiritual Director(s) until such time as the Spiritual Director is able to resume their duties.

Voting membership

5.3 The first voting members of the association are the existing members of Citta Bhavana Inc., now known as Santi Forest Monastery Inc.

5.4 A person who wants to become a voting member of the association may apply to the committee for membership.

5.5 An application for voting membership must be considered by the committee as soon as practicable after it has been received. The committee may decide to accept, defer, or reject an application for membership.

5.6 In determining an application for voting membership, the committee must take into consideration whether or not the applicant is a person who has taken refuge in the Buddha, Dhamma and Sangha and is endeavoring to follow the relevant Buddhist precepts.

5.7 Where the committee decides to accept an application for voting membership, the Secretary must, as soon as practicable after that decision, seek confirmation of that acceptance from the Spiritual Director(s). If such confirmation is given, the applicant is to be advised that they have been accepted as a member and the applicant's name entered in the register of voting members. Upon the name being entered into the register the applicant becomes an voting member of the association.

6. LENGTH OF MEMBERSHIP

Spiritual Director(s)

6.1 The Spiritual Director(s) will continue in that position until he or she resigns, dies, or disrobes as a monk or nun; or the resident Sangha elects a new Sangha Representative(s); or the association decides by special resolution to expel the Spiritual Director(s).

Voting membership

6.2 Voting membership will commence on the date on which the member's name is entered in the register of voting members and last until the member resigns, dies, or has her or his membership terminated under the provisions of this constitution.

7. TERMINATION OF MEMBERSHIP

7.1 The Spiritual Director(s) or any voting member has the right to make a complaint to the committee if he or she believes that a member has acted in a manner prejudicial to the interests of the association.

7.2 After considering a complaint against a member, the committee may, by resolution, either suspend or terminate the membership.

7.3 Before passing a resolution suspending or terminating membership, the committee must give the member concerned:

- a) reasonable notice of the matters alleged, and
- b) a fair opportunity to answer the allegations.

7.4 When considering suspending or terminating the membership of a person the committee must make its decision in a fair, unbiased manner on all the information before it.

7.5 The Spiritual Director(s) is expelled from membership of the association if the association decides to expel them by special resolution.

7.6 A voting member who has had their membership terminated by the committee may appeal to the Spiritual Director(s) by lodging a notice of appeal with the secretary within 7 days of being notified of the committee's decision to terminate the membership.

8. MEMBERS LIABILITY

The members of the association have no liability to contribute towards the payment of debts and liabilities of the association, or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

9. RESOLUTION OF INTERNAL DISPUTES

9.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or between a member and the Committee, the following procedure will apply.

9.2 Each party to the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.

9.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.

9.4 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

9.5 Should a dispute arise between the members of the Resident Sangha, or between the Resident Sangha and the members of the association, the first choice of mediator shall be the Australian Sangha Association Inc.

GENERAL MEETINGS

10. GENERAL MEETINGS

10.1 An annual general meeting of the association must be held each year within six months from the end of the association's financial year.

10.2 The committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the committee within one month of receiving a written request to do so from the Spiritual Director(s) or at least 20% of the voting members of the association. Such request must include details of the motions proposed to be put to the meeting.

10.3 At least 14 days' notice of all general meetings and notices of motion must be given to all members. This notice must include details of the time, date and place of the meeting, together with details of the proposed business of the meeting. No business, other than that specified in the notice, may be transacted at the meeting. In the case of general meetings where a special resolution is to be proposed, notice must be given to all voting members at least 21 days before the meeting.

10.4 The Spiritual Director(s) or a voting member who has an item of business for consideration at a general meeting may give written notice of the business to the Secretary. The Secretary must include that business in the next notice calling a general meeting.

10.5 In the case of the annual general meeting the following business must be transacted:

- a) confirmation of the minutes of the last annual general meeting and any recent general meeting;
- b) election of members of the committee; and
- c) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties.

10.6 The quorum for a general meeting is thirty voting members or 25% of voting members present in person, whichever is less. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting will be postponed to the same time and place one week later. Members not normally resident within 200 kilometers of the Sydney GPO shall not be included in the total number of full members for the purpose of calculation of this quorum.

10.7 Voting at general meetings is by a show of hands unless a secret ballot is demanded.

10.8 Decisions are made by a simple majority vote except for those matters which must be decided by

special resolution, where a three quarter majority is required.

10.9 All votes must be given personally and there is no voting by proxy.

10.10 In the case of an equality of votes the person appointed to chair the general meeting may have a second or casting vote.

10.11 Written notice of all general meetings must be given to all members either personally or by post, including email, fax, and all other electronic or other means.

THE COMMITTEE

11. MANAGEMENT BY THE COMMITTEE

11.1 Santi Forest Monastery and any other monasteries owned by the association shall be under the control of the Resident Sangha in all respects.

11.2 The role of the committee is to support and enable the Resident Sangha to maintain and develop Santi Forest Monastery and any other Monasteries, in particular:

- a) assisting in the provision of funds to maintain and develop the Monastery(s);
- b) maintaining accurate financial records in accordance with all relevant legal requirements;
- c) entering into agreements;
- d) investing the association's funds in accordance with the requirements of the Trustee Act;
- e) ensuring that all legal and financial requirements for the Monastery(s) are met.
- f) ensuring the prudent and responsible financial management of the association.

11.3 The duties of the committee include the duty to:

- a) personally uphold the five precepts of Buddhism,
- b) conduct the association's business in a manner consistent with those precepts, and
- c) appoint a public officer.

11.4 The committee must act in accordance with any resolution passed by a general meeting of the association.

11.5 The acts of the committee are valid despite any defect that may afterwards be discovered in the appointment or qualification of its members.

11.6 No remuneration or other benefit in money or money's worth may be paid or given by the association to any member of the committee except for:

- a) the payment of out-of-pocket expenses incurred by a committee member in the performance of a duty as a committee member, or
- b) an approved supply of goods or services.

11.7 In the event that a member of the management committee offers to supply goods or services to the association the following procedure must be followed for the supply to be approved for the purposes of the above clause:

- a) the committee must, by resolution, decide whether or not to accept the proposed supply,
- b) the committee member concerned must not be present when the committee is considering the proposed supply, and

- c) the committee must take into account the following factors in reaching its decision:
- i) the price and quality of the goods or services compared with the price and quality of similar goods or services,
 - ii) whether the supply will be of special benefit to the association, and
 - iii) the effect on the association's reputation if details of the supply were made know to users of the association's services.

12. COMPOSITION OF THE COMMITTEE

12.1 The committee will consist of up to five (5) elected members.

12.2 The elected members of the committee are to be chosen at the annual general meeting of the association.

12.3 The Spiritual Director(s) is entitled to attend and speak at meetings of the committee.

13. OFFICE BEARERS

13.1 At the first committee meeting after each annual general meeting the committee must determine which of its members are to fill the positions of Chairperson, Secretary and Treasurer.

Chairperson

13.2 The Chairperson is to chair each general meeting and committee meeting of the association.

13.3 If the Chairperson is absent from a meeting or unwilling to act, the members present at the meeting are to elect one of their number to chair the meeting.

13.4 The Chairperson at any meeting must encourage full balanced participation by all members and must decide on matters of order.

Secretary

13.5 The Secretary must ensure that the association maintains a register of members which:

- a) contains the name and address of each member,
- b) contains the date on which they became a member of the association ,
- c) specifies the type of each member's membership
- d) is updated within one month of any change taking place.

The register must be held in the custody or control of the Secretary and be made available for inspection by any voting or life member, free of charge, upon giving reasonable notice.

13.6 The Secretary must ensure that the association maintains a register of members of the committee which:

- a) contains the name and residential address of each committee member,
- b) contains the date on which they became a member of the committee, and
- c) is updated within one month of any change taking place.

The register must be held in the custody or control of the public officer and be made available for inspection by any person, free of charge, during office hours.

13.7 The Secretary must ensure that minutes of all meetings are entered in books kept for that purpose. Separate books must be created for keeping minutes of committee meetings and general meetings. These minutes must be held in the custody or control of the Secretary.

13.8 All minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

13.9 The Secretary must ensure that notice of meetings is given in accordance with the provisions of this constitution.

Treasurer

13.10 The Treasurer must ensure that:

- a) proper accounting records are kept which correctly record and explain the transactions of the association and its financial position,
- b) all money received by the association is deposited intact at the earliest possible date to the credit of the association's bank account,
- c) all payments are made by cheque signed by two signatories authorized by the committee or through a petty cash system, or by any other means authorized by the committee, such as credit card or direct debit,
- d) any major or unusual expenditures are authorised in advance by the committee or a general meeting,
- e) receipts for all money received are to be issued on request and promptly,
- f) each committee meeting and the annual general meeting receive a report on the financial position of the association, and
- g) the books and accounts of the association are audited annually.

13.11 The association's accounting records are to be held in the custody or control of the Treasurer and must be made available for inspection by any voting or life member, free of charge, upon giving reasonable written notice to the committee.

14. TERM OF OFFICE OF COMMITTEE MEMBERS

14.1 Members of the committee are to be appointed at each annual general meeting of the association .

14.2 The term of office of an elected member of the committee ends at the closure of the annual general meeting in the year following the person's election to the committee.

14.3 The office of an elected member of the committee will become vacant if the member:

- a) resigns office by notice in writing,
- b) is absent from meetings of the committee for more than two months without permission of the committee,
- c) holds any salaried office of the association or any office of the association paid by fees (this does not apply to approved supplies),
- d) ceases to be a voting member of the association, or
- e) dies.

14.4 The committee has the power to appoint any eligible person to fill a casual vacancy on the committee. When filling a casual vacancy, the committee must appoint a person who meets the same criteria as the person who is being replaced. Any member so appointed to the committee may hold office for the remainder of the term of the person who is being replaced.

15. MEETINGS OF THE COMMITTEE

15.1 Meetings of the committee are to be held as often as necessary to properly conduct the business of the association, and must in any case be held at least once every three months.

15.2 Questions arising at any meeting of the committee are to be decided by consensus. If a consensus cannot be reached by the end of a meeting a vote must be taken.

15.3 In the case of an equality of votes, the chairperson may have a second or casting vote.

15.4 The Chairperson, the Spiritual Director or any two committee members may, at any time, call a meeting of the committee.

15.5 The quorum necessary for the transaction of business by the committee is three (3) committee members present in person.

15.6 Except in special circumstances determined by the Chairperson, at least 48 hours notice of each meeting of the committee must be given to all committee members.

15.7 The committee may function validly provided its number is not reduced below the quorum. Should the number of committee members fall below the quorum, the remaining committee members may act only to appoint new committee members.

15.8 If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting lapses.

16. BUSINESS OUTSIDE COMMITTEE MEETINGS

16.1 The committee may transact any of its business:

- a) by the circulation of papers among all the members of the committee, and a resolution in writing by a majority of those members is to be taken to be a decision of the committee;
- b) at a meeting at which members (or some members) participate by telephone or via the internet.

16.2 A resolution approved under the above rule is to be recorded in the minutes of the meetings of the committee.

17. COMMITTEE DELEGATION AND SUB-COMMITTEES

17.1 The committee may, by resolution, delegate to an employee, a committee member or a sub-committee (consisting of at least one committee member and such other persons as the committee thinks fit), the exercise of such of the committee 's powers (other than this power of delegation) as are specified in the resolution.

17.2 A delegation under the above rule must be made subject to conditions determined by the

committee and communicated in writing to the persons concerned.

17.3 Despite a delegation under this rule, the committee may continue to exercise all or any of the powers delegated.

17.4 The committee may, by resolution, revoke wholly or in part any delegation under this rule.

17.5 A sub-committee may meet and adjourn as it thinks proper.

17.6 A sub-committee must report to each meeting of the committee .

18. CONFLICT OF INTEREST

18.1. A committee member who is directly or indirectly interested in a contract or proposed contract with the association must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the committee .

18.2 A committee member who occupies a position or owns property which may lead to a conflict with his or her duties or interests as a committee member must declare the fact and the nature of the conflict.

18.3. A committee member must leave a meeting of the committee and take no part in the decision making when the meeting is considering:

- a) the appointment, conditions of service, or remuneration of a person who belongs to the committee member's immediate family;
- b) any proposal for the supply of goods or services by the committee member;
- c) any proposal for the supply of goods or services by a person who belongs to the committee member's immediate family; or
- d) any other situation which is regarded as a conflict of interest.

18.4. The Secretary of the association must record every declaration made in accordance with this rule in the minutes of the meeting at which it was made and in a register of pecuniary interests.

19. COMPLAINTS PROCEDURE

19.1 The committee must appoint a person to be responsible for the investigation and resolution of all complaints made by members of the public.

19.2 The person appointed by the committee must maintain a complaints register and submit a report to each meeting of the committee summarising details of all complaints received.

20 PUBLIC OFFICER

20.1 The committee must ensure that a person is appointed as public officer.

20.2 The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is at least 18 years of age and a resident of New South Wales.

20.3 The public officer is deemed to have vacated their position in the following circumstances:

- a) death;
- b) resignation;
- c) removal by the Committee or at a general meeting;
- d) bankruptcy or financial insolvency;
- e) mental illness or incapacity or;
- f) residency outside New South Wales.

20.4 When a vacancy occurs in the position of public officer the committee must, within 14 days, notify the Department of Fair Trading by the prescribed form and appoint a new public officer.

20.5 The public officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:

- a) appointment (within 14 days)
- b) a change of residential address (within 14 days)
- c) a change in the association s objects or rules (within one month)
- d) of the association s financial affairs (within one month after the annual general meeting)
- e) a change in the association s name (within one month)

20.6 The public officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Committee .

21. AUDIT

21.1 The committee must appoint an auditor to conduct an annual audit of the association's accounts.

21.2 An auditor appointed under clause (1) of this rule will hold office until death, or removal, or resignation from office.

21.3 Upon the death or resignation of the auditor, the committee must fill the vacancy in the office of auditor within one month of the vacancy occurring, unless the association at a general meeting has already appointed an auditor to fill the vacancy.

21.4 The auditor may be removed from office by resolution at a general meeting provided notice of the intention to move the resolution has be given to the auditor and members of the association not less than 21 days before the meeting at which the resolution is moved. A new auditor must be appointed at the same meeting where an auditor is removed.

21.5 The association or the committee must not appoint as auditor a person who has not consented in writing to the appointment.

21.6 A person is not qualified to be appointed auditor of the association if the person:

- a) is not a qualified accountant;
- b) is a member of the Committee or an employee of the association ; or
- c) is related to, or closely associated with, a member of the committee or an employee of the association .

21.7 The committee must enable the auditor to have access to all books, accounts, and documents of the association , and to be furnished with such information and explanation by the committee members or any other officers as may be necessary for the performance of the duties of the auditor.

21.8 The auditor is entitled to attend any general meeting of the association and to receive all notices and other communications relating to any general meeting which any voting member of the association is entitled to receive. The auditor is also entitled to be heard, at any general meeting which the auditor attends, on any part of the business of the meeting of concern to the auditor.

21.9 The financial year of the association will commence on 1 July and end on 30 June in the following year or such other period as is determined by the committee.

22. NON-PROFIT ASSOCIATION

22.1 The income and property of the association must be applied solely towards the promotion of the objects of the association as stated in this constitution.

22.2 No income or property of the association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the association except:

- a) remuneration to any member employed by the association in return for services actually rendered to the association ;
- b) payment to a member of in return for goods or services supplied to the association in the ordinary course of business;
- c) interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the association from a member; or
- d) reasonable rent for premises let by any member to the association .

23 DISSOLUTION

23.1 In the event that the association is to be wound up or otherwise ended, the following provisions will apply:

- a) all outstanding debts and liabilities (including the expenses of winding up) are to be paid,
- b) any property which is subject to a trust, or a claim by a government department or public authority, must be dealt with according to that trust or claim, and
- c) any approval that is required before distribution can take place must be obtained.

23.2 If the above requirements are satisfied, any remaining surplus property may not be paid to or given to any member but must be given to an association or associations decided upon by a special resolution of the association .

23.3 In passing a special resolution to distribute surplus property the association must ensure that a recipient association has:

- a) a provision in its constitution which prohibits the distribution of income and property amongst its members to an extent as least as great as is imposed by these rules, and
- b) such other features as may be required by any government department or public authority that has granted an exemption, concession or benefit to the association .

24. INDEMNITY

Every committee member and other officer of the association is entitled to be indemnified out of the property of the association against any liability incurred by the committee member or officer in that capacity:

- a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the committee member or officer, or in which the committee member or officer is acquitted, or
- b) in connection with any application in relation to those proceedings in which relief is granted to the committee member or officer by the Court.

25. SPECIAL RESOLUTIONS

25.1 A special resolution must be passed by a general meeting of the association to effect the following changes:

- a) a change of the association's name;
- b) a change of the association's rules;
- c) a change of the association's objects;
- d) to voluntarily wind up the association and distribute its property;
- e) to expel the Spiritual Director(s).

25.2 A special resolution must be passed in the following manner:

- a) a notice must be given to the Spiritual Director(s) and all voting members advising that a general meeting is to be held to consider a special resolution;
- b) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
- c) a quorum must be present at the meeting;
- d) at least three-quarters of the valid vote must be in favour of the resolution; and
- e) the Spiritual Director(s) must approve the resolution, except in the case of clause 25.1.e (expulsion of the Spiritual Director(s)).

26.1 Service of documents on the association is effected by serving them on the public officer or by serving them personally on two members of the committee.

26.2 Notices sent by post will be deemed to have been received two business days after the date of posting.

26.3 The association must effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the association.

26.4 The common seal of the association must be kept in the custody of the Secretary and may only be affixed to a document with the approval of the committee. The stamping of the common seal must be witnessed by the signatures of two members of the committee.

26.5 The funds of the association may be derived from donations, grants, membership fees and other sources approved by the committee.