CONSTITUTION

OF THE

INTERNATIONAL DZOGCHEN COMMUNITY
OF
NAMGYALGAR INCORPORATED

Date Approved : dd/mm/ccyy

Amendments

Amendment #	Amendment Brief	Approved Date

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

the Community means the International Dzogchen Community of Namgyalgar Inc;

IDC means the International Dzogchen Community which is a separate organisation and co-ordinates the activities of the various Dzogchen Communities internationally;

Gakyil means the managing committee of the Community;

ordinary Gakyil member means a member of the ***Gakyil*** who is not an office-bearer of the Community;

secretary means:

(a) the person holding office under this constitution as secretary of the Community, or

(b) if no person holds that office - the public officer of the Community.

special general meeting means a general meeting of the Community other than an annual general meeting;

geographical zone means countries within the Asia-Pacific region and elsewhere, which has been agreed upon by the Community and IDC;

the Act means the NSW *Associations Incorporation Act 2009*;

the Regulation means the NSW *Associations Incorporation Regulation 2016; and*

the Property *means the land, house and other fixed assets at Lot 7, RP189549, 206 Glasshouse-Woodford Road, Glasshouse Mountains, QLD.*

(2) In this constitution:

(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 NSW *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Objectives of the Community

2 Objectives

(1) The Community is registered as a not-for-profit organization in Australia which adheres to the mission and guiding principles of the IDC, founded by Chögyal Namkhai Norbu and which has its headquarters in Arcidosso (Grosseto) Italy. The Community is integrated within the international organizational structure of the IDC but maintains its administrative autonomy.

(2) The principal objectives for which the Community is established are:

a) to establish and maintain a Dzogchen Community within the geographical zone, to provide opportunities for the public to learn about the Dzogchen tradition, for the practice, transmission, preservation and publication of the Dzogchen teachings, and to encourage members of the Community and others to live in accordance with those teachings;
b) to collaborate actively with the IDC, as well as other organisations under the IDC's auspices;
c) to support and maintain the transmission of practices taught by Chögyal Namkhai Norbu, including Yantra Yoga and Vajra Dance;
d) to support the transmission of the Longsal Cycle, the collection of Chögyal Namkhai Norbu's rediscovered teachings;
e) to foster inter-religious harmony, and in particular, to promote open communication among all Buddhist traditions;
f) to promote and provide facilities for religious practice including meditation, contemplation, education and artistic cultural and humanitarian activities;
g) to participate actively in the life of the Australian community and countries within the geographical zone;
h) to work for the liberation of all beings in terms of the Buddhist traditions;
i) to promote national and international harmony and understanding, peace and an ecologically sound and balanced way of life;
j) to promote educational, scholarly and academic research, generally into Dzogchen, and in particular such research into the preservation of the Tibetan culture;
k) to create and maintain a public fund to provide money for the acquisition, construction and maintenance of buildings used, or to be used, as a school.

(3) The Community recognises as its spiritual leader Chögyal Namkhai Norbu or the spiritual heirs or successors nominated by him or his heirs or successors approved by the Gakyil of the IDC (the Spiritual Leader).

Part 3 Membership

3 Membership generally

(1) A person is eligible to be a member of the Community if:

(a) the person is a natural person, and

(b) is 18 years of age, and

(c) the person has applied and been approved for membership of the Community and the IDC in accordance with clause 4.

(2) Categories of Membership and Membership Rights

(a) The Community may appoint honorary members. Honorary members are not charged an annual membership fee and have one vote at general meetings.

(b) Members each have one vote at general meetings provided that they have:

i. been a member for at least 3 years; and

ii. fully paid the membership fee for the previous 3 years.

4 Application for membership

(1) An application by a person for membership of the Community:

(a) must be made in writing (including by email or other electronic means, if the Gakyil so determines) in the form determined by the Gakyil, and

(b) must be lodged (including by electronic means, if the Gakyil so determines) with the secretary of the Community.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Gakyil, which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the Gakyil makes that determination, the secretary must:

(a) notify the applicant in writing (including by email or other electronic means, if the Gakyil so determines) that the Gakyil approved or rejected the application (whichever is applicable), and

(b) if the Gakyil 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 this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Community and the IDC.

5 Cessation of membership

A person ceases to be a member of the Community if the person:

(a) dies, or

(b) resigns membership, or

(c) is expelled from the Community, or

(d) fails to pay the annual membership fee under clause 9 within 2 years after the fee is due unless the member is permitted to continue membership at the discretion of the Gakyil.

6 Membership entitlements not transferable

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

(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 Community may resign from membership of the Community by first giving to the secretary written notice of at least 1 month (or any other period that the Gakyil 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 Community ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must 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 secretary must establish and maintain a register of members of the Community (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Community together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

(a) at the main premises of the Community, or

(b) if the Community has no premises, at the Community's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the Community at any reasonable hour.

(4) A member of the Community may obtain a copy of any part of the register on payment of a fee of not more than $1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must 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 Community or other material relating to the Community, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(7) If the register of members is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

9 Fees and subscriptions

(1) A member of the Community must pay to the Community an annual membership fee, the amount of which is to be fixed by the Gakyil on the advice of, and in consultation with, the IDC Gakyil.

(2) The membership fee is to be paid prior to or during the membership year.

(3) The membership fee is non-refundable.

10 Members' liabilities

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

11 Resolution of disputes

The following process applies to a dispute between members or a dispute between a member or members and the Community (a Dispute):

(a) The parties to the Dispute must promptly attempt a resolution of the Dispute by discussing the Dispute and seeking to reach a resolution by negotiation that seeks to address both the substantive issues and relational elements of the Dispute. This process may involve one or more meetings. With the consent of the parties to the Dispute, the president may be asked by one of the parties to facilitate those discussions.

(b) If in the opinion of any party to the Dispute, the Dispute cannot be resolved by negotiation, the Dispute must be promptly submitted to mediation. This means that the party forming the opinion that the Dispute cannot be resolved by negotiation must within 24 hours of forming that opinion initiate the procedure by giving the

other party or parties written notice stating that the Mediation Rules now apply. The notice must also state that a Dispute has arisen and identify what is disputed.

(c) All parties must participate in the mediation process in good faith, in the sense of genuinely seeking to address constructively the various dimensions of the Dispute. Where mediation is initiated by a party, the parties must seek to agree between them a suitable mediator and mediation process. If within 48 hours of the notice in the previous paragraph being given, the parties cannot agree on the selection of a mediator to be used, the parties must refer the Dispute to a community justice centre for mediation under the *Community Justice Centres Act 1983* (NSW) or, if the Dispute involves members who do not reside in NSW, an equivalent agency in another jurisdiction.

(d) A mediator:
- (i) may be a member or former member of the Community;
- (ii) must not have a personal interest in the Dispute; and
- (iii) must not be biased towards or against anyone involved in the Dispute.

(e) When conducting the mediation, the mediator must:
- (i) allow those involved a reasonable chance to be heard;
- (ii) allow those involved a reasonable chance to review any written statements;
- (iii) ensure that those involved are given natural justice; and
- (iv) not make a decision on the Dispute.

(f) All parties must observe the instructions of the mediator about the conduct of the mediation and must sign a Mediation Agreement with the mediator.

(g) A party to the Dispute must not commence any form of legal proceedings unless this dispute resolution procedure has been followed without a mutually satisfactory conclusion reached.

(h) The Gakyil will consult with the International Gakyil as needed to deal with special circumstances and to seek advice.

12 Disciplining of members

(1) A complaint may be made to the Gakyil by any person that a member of the Community:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the Community.

(2) The Gakyil may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Gakyil decides to deal with the complaint, the Gakyil:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Gakyil in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Gakyil may, by resolution, expel the member from the Community or suspend the member from membership of the Community 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 and the expulsion or suspension is warranted in the circumstances. The Gakyil will consult with the International Gakyil as needed to deal with special circumstances and to seek advice.

(5) If the Gakyil 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, of the reasons given by the Gakyil for having taken that action and of the member's right of appeal under clause 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 Community confirms the resolution under clause 13, whichever is the later.

13 Right of appeal of disciplined member

(1) A member may appeal to the Community, and to The College of Gekös of the IDC, in a general meeting against a resolution of the Gakyil under clause 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 a member under subclause (1), the secretary must notify the Gakyil, which is to convene a general meeting of the Community to be held within 28 days after the date on which the secretary received the notice.

(4) The Gakyil will confer with the College of Gekös of the IDC with regards to the appeal.

(5) At a general meeting of the Community convened under subclause (3):

(a) no business other than the question of the appeal is to be transacted,

(b) the Gakyil and the member must be given the opportunity to state their respective cases orally or in writing, or both,

(c) The Gakyil will present to the Community the decision of the College of Gekös of the IDC, where available, and

(d) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(6) The appeal is to be determined by a simple majority of votes cast by members of the Community.

Part 4 The Gakyil

14 Powers of the Gakyil

Subject to the Act, the Regulation, this constitution and any resolution passed by the Community in general meeting, the Gakyil:

(a) is to control and manage the affairs of the Community, and

(b) may exercise all the functions that may be exercised by the Community, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Community, and

(c) has power to perform all the acts and do all things that appear to the Gakyil to be necessary or desirable for the proper management of the affairs of the Community.

15 Composition and membership of Gakyil

(1) A person is eligible to be elected or appointed as an office-bearer or ordinary Gakyil member if they are:

(a) a member of the Community;
(b) have been members for at least 3 years; and
(c) have fully paid the membership fees for the previous 3 years.

(2) The members of the Gakyil shall be elected every year by the annual general meeting of the Community.

(3) Each member of the Gakyil, subject to this constitution, holds office until the close of the annual general meeting next following the date of the member's election, and is eligible for re-election.

(4) Members of the Gakyil may serve up to six terms consecutively and may not be re-elected for a period of three years after their sixth consecutive term.

(5) The Gakyil is to consist of:

(a) the office-bearers of the Community, and
(b) up to 5 ordinary Gakyil members, each of whom is to be elected at the annual general meeting of the Community under clause 16.

(7) The total number of Gakyil members is to be at least three but not more than nine.

(8) The office-bearers of the Community are as follows:

(a) the president,
(b) the vice-president,
(c) the treasurer,
(d) the secretary.

(9) A Gakyil member may hold up to 2 offices (other than both the offices of president and vice-president).

16 Election of Gakyil members

(1) Nominations of candidates for election as office-bearers of the Community or as ordinary Gakyil members:

(a) must be made in writing, signed by 2 members of the Community 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 Community 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) All nominations, regardless of whether sufficient positions have been received for the Gakyil positions, need to be elected by ballot at the annual general meeting.

(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 Gakyil members of the Gakyil is to be conducted at the annual general meeting in any usual and proper manner that the Gakyil directs.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary Gakyil member of the Community must be a current member of the Community as well as having been a member for the last 3 years preceding the current year.

17 Secretary

(1) The secretary of the Community must, as soon as practicable after being appointed as secretary, lodge notice with the Community of his or her address.

(2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

(a) all appointments of office-bearers and members of the Gakyil, and

(b) the names of members of the Gakyil present at a Gakyil meeting or a general meeting, and

(c) all proceedings at Gakyil meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

18 Treasurer

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

(a) that all money due to the Community is collected and received and that all payments authorised by the Community are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Community, including full details of all receipts and expenditure connected with the activities of the Community.

19 Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the Gakyil, the Gakyil may appoint a member of the Community to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the Gakyil occurs if the member:

(a) dies, or

(b) ceases to be a member of the Community, or

(c) is or 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 clause 20, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the Gakyil from 3 consecutive meetings of the Gakyil, or

(h) 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

(i) 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 Gakyil members

(1) The Community in general meeting may by resolution remove any member of the Gakyil 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 Gakyil to whom a proposed resolution referred to in subclause (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 Community, the secretary or the president may send a copy of the representations to each member of the Community 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.

21 Gakyil meetings and quorum

(1) The Gakyil must meet at least 3 times in each period of 12 months at the place and time that the Gakyil may determine.

(2) Additional meetings of the Gakyil may be convened by the president or by any member of the Gakyil.

(3) Oral or written notice of a meeting of the Gakyil must be given by the secretary to each member of the Gakyil at least 48 hours (or any other period that may be unanimously agreed on by the members of the Gakyil) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (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 the Gakyil members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the Gakyil constitute a quorum for the transaction of the business of a meeting of the Gakyil.

(6) No business is to be transacted by the Gakyil 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 same day in the following week.

(7) 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.

(8) At a meeting of the Gakyil:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Gakyil chosen by the members present at the meeting is to preside.

22 Appointment of Community members as Gakyil members to constitute quorum

(1) If at any time the number of Gakyil members is less than the number required to constitute a quorum for a Gakyil meeting, the existing Gakyil members may appoint a sufficient number of members of the Community as Gakyil members to enable the quorum to be constituted.

(2) A member of the Gakyil so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

23 Use of technology at Gakyil meetings

(1) A Gakyil meeting may be held at 2 or more venues using any technology approved by the Gakyil that gives each of the Gakyil's members a reasonable opportunity to participate.

(2) A Gakyil member who participates in a Gakyil meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24 Delegation by Gakyil to sub-Gakyil

(1) The Gakyil may, by instrument in writing, delegate to one or more sub-Gakyils (consisting of the member or members of the Community that the Gakyil thinks fit) the exercise of any of the functions of the Gakyil that are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the Gakyil by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-Gakyil under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Gakyil in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the Gakyil may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-Gakyil acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Gakyil.

(6) The Gakyil may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-Gakyil may meet and adjourn as it thinks proper.

25 Voting and decisions

(1) Questions arising at a meeting of the Gakyil or of any sub-Gakyil appointed by the Gakyil are to be determined by a majority of the votes of members of the Gakyil or sub-Gakyil present at the meeting.

(2) Each member present at a meeting of the Gakyil or of any sub-Gakyil appointed by the Gakyil (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 person presiding may exercise a second or casting vote.

(3) Subject to clause 21 (5), the Gakyil may act despite any vacancy on the Gakyil.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Gakyil or by a sub-Gakyil appointed by the Gakyil, is valid and effectual despite any defect that may afterwards be discovered

in the appointment or qualification of any member of the Gakyil or sub-Gakyil.

Part 5 General meetings

26 Annual general meetings - holding of

The Community must hold its annual general meetings:

(a) within 6 months after the close of the Community's financial year, or

(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

27 Annual general meetings - calling of and business at

(1) The annual general meeting of the Community is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the Gakyil 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 meeting held since that meeting,

(b) to receive from the Gakyil reports on the activities of the Community during the last preceding financial year,

(c) to elect office-bearers of the Community and ordinary Gakyil members,

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as that type of meeting in the notice convening it.

28 Special general meetings - calling of

(1) The Gakyil may, whenever it thinks fit, convene a special general meeting of the Community.

(2) The Gakyil must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Community.

(3) A requisition of members for a special general meeting:

(a) must be in writing, and

(b) must state the purpose or purposes of the meeting, and

(c) must be signed by the members making the requisition, and

(d) must be lodged with the secretary, and

(e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Gakyil 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Gakyil.

(6) For the purposes of subclause (3):

(a) a requisition may be in electronic form, (as approved by the Gakyil) and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means (as approved by the Gakyil).

29 Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Community, 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 Community, 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 subclause (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 clause 27 (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.

30 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 that item.

(2) Fifteen members of the Community who are entitled under this constitution 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 presiding at

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) are to constitute a quorum.

31 Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Community.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32 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 Community 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 subclauses (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.

33 Making of decisions

(1) A question arising at a general meeting of the Community is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the Gakyil may determine, 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 or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Community, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) Subclause (2) applies to a method determined by the Gakyil under subclause (1) (a) in the same way as it applies to a show of hands.

(4) 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.

34 Special resolutions

(1) A special resolution is passed by the Community as a special resolution if it is supported by at least three-quarters of the votes cast by members of the Community who, under the Community's constitution, are entitled to vote on the proposed resolution.

(2) A resolution is passed by the Community as a special resolution at a meeting of the Community of which notice has been given to its members no later than 21 days before the date on which the meeting is held.

(3) A notice referred to in the previous clause must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution

35 Voting

(1) Subject to this constitution, on any question arising at a general meeting of the Community, a member has one vote only.

(2) 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.

(3) A member is not entitled to vote at any general meeting of the Community unless all money due and payable by the member to the Community has been paid.

(4) A member is not entitled to vote at any general meeting of the Community if the member is under 18 years of age.

(5) A resolution is passed by the Community as an ordinary resolution at a general meeting of the Community, if it is supported by more than half of the votes cast by members of the Community who, under the Community's constitution, are entitled to vote on the proposed resolution.

36 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

37 Postal or electronic ballots

(1) The Community may hold a postal or electronic ballot (as the Gakyil determines) to determine any issue or proposal (other than an appeal under clause 13).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

38 Use of technology at general meetings

(1) A general meeting may be held at 2 or more venues using any technology approved by the Gakyil that gives each of the Community's members a reasonable opportunity to participate.

(2) A member of the Community who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 6 Miscellaneous

39 Insurance

The Community may effect and maintain insurance.

40 Funds - source

(1) The funds of the Community are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Community in general meeting, any other sources that the Gakyil determines.

(2) All money received by the Community must be deposited as soon as practicable and without deduction to the credit of the Community's bank or other authorised deposit-taking institution account.

(3) The Community must, as soon as practicable after receiving any money, issue an appropriate receipt.

(4) The Community shall establish and administer a Public Fund specifically and exclusively for the purpose of maintaining a School Building Fund. The Rules of the Public Fund are provided in Annexure 1.

41 Funds - management

(1) Subject to any resolution passed by the Community in general meeting, the funds of the Community are to be used solely in pursuance of the objects of the Community in the manner that the Gakyil determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

42 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Community.

43 Distribution of property on winding up of Community

(1) Subject to the Act and the Regulations, in a winding up of the Community, any surplus property of the Community is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of a Community is a reference to that property of the Community remaining after satisfaction of the debts and liabilities of the Community and the costs, charges and expenses of the winding up of the Community.

44 Change of name, objects and constitution

An application for registration of a change in the Community's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Gakyil member.

45 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Community must be kept in New South Wales:

(a) at the main premises of the Community, in the custody of the public officer or a member of the Community (as the Gakyil determines), or

(b) if the Community has no premises, at the Community's official address, in the custody of the public officer.

46 Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the Community at any reasonable hour:

(a) records, books and other financial documents of the Community,

(b) this constitution,

(c) minutes of all Gakyil meetings and general meetings of the Community.

(2) A member of the Community may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than $1 for each page copied.

(3) Despite subclauses (1) and (2), the Gakyil may refuse to permit a member of the Community to inspect or obtain a copy of records of the Community that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Community.

47 Service of notices

(1) For the purpose of this constitution, 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 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 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.

48 Financial year

The financial year of the Community is:

(a) the period of time commencing on the date of incorporation of the Community and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year of the Community, commencing on 1 July and ending on the following 30 June.

49 Loan Approval

Any proposal by the Gakyil to borrow funds amounting to more than 5% of the value of the Property, within a three-year period, must be approved by members at a Special General Meeting. The value of the Property must be determined by an independent property valuer.

Annexure 1

INTERNATIONAL DZOGCHEN COMMUNITY OF NAMGYALGAR INCORPORATED

BUILDING FUND

Background

A. The International Dzogchen Community of Namgyalgar Incorporated (ABN 47 640 353 631) (the **"Community"**) is empowered by its rules to create and maintain a public fund to provide money for the acquisition, construction and maintenance of buildings used, or to be used, as a school.

B. At a meeting of the management committee (the "**Gakyil**") of the Community, the Gakyil resolved to:

(a) establish a public fund solely to acquire, construct and maintain buildings used, or to be used, as a school (the **"Fund"**); and

(b) to adopt the following rules as the rules of the Fund.

C. The Gakyil contemplates that persons will from time to time contribute real and personal property to the Fund.

The Rules

Definitions

1. In these rules, unless there is something in the rules inconsistent with the following:

(a) **Committee** means the committee appointed by the Gakyil to administer the Fund.

(b) **the Fund** includes:

(i) all money and assets paid to or received by the Community to be held as part of the Fund; and

(ii) any increase in the capital value or income derived from the Fund.

(c) **Tax Act** means the *Income Tax Assessment Act 1997* (Cth) as amended from time to time and any replacement or additional applicable legislation and any rulings or regulations or guidelines made or issued under or in relation to it.

(d) Words importing the singular number include the plural and vice versa.

(e) A person includes a corporation and any other legal entity.

(f) Headings are for ease of reference and do not affect the meaning and interpretation of these rules.

(g) A reference to any legislation includes any amendment, consolidation or re-enactment of it.

The Fund

2. The Fund must comply with subdivision 30-BA of the Tax Act.

3. (a) The name of the Fund is the IDCN Building Fund.

(b) The sole purpose of the Fund is to provide money for the acquisition, construction and maintenance of buildings used, or to be used, as a school.

(c) The Fund may only be used to support the purpose of the Fund

(d) Members of the general public are to be invited to make gifts of money or property to the Fund for the Fund's purpose.

(e) Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.

(f) The Fund must not receive any money or property for other than the Fund's purpose (for example, corporate sponsorship money).

(g) Money donated to the Fund, including interest accruing on it, must be deposited in a bank account which is only to be used for the Fund and other deductible gift recipient funds of the Community. Money donated to the Fund, including interest accruing on it, and gifts to it are to be kept separate from other funds of members of the Committee and other funds of members of the Community. Separate records, including accounting records, must be maintained for the Fund.

(h) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

(i) The Fund is to be operated on a non-profit basis. None of the money or property accumulated by the Fund may be distributed to members of the Gakyil or members of the Community except as reimbursement for out-of-pocket expenses incurred on behalf of the Fund.

(j) The Fund must be administered by the Gakyil or the Committee. Either the Gakyil or the Committee, whichever is administering the Fund, must at all times have a majority of members who are 'responsible persons', namely:

(i) Justices of the Peace;
(ii) Members of the Clergy;
(iii) Church Authorities;
(iv) Trustees or Board Members of a non-profit School or College;
(v) Judges or Magistrates;
(vi) Solicitors;

(vii) Accountants who are CPA,ASA, NIA or ICA registered;
(viii) Directors or Senior Executives of large companies listed on the Australian Stock Exchange;
(ix) Medical practitioners and other professional persons who belong to a professional body which has a professional code of ethics and rules of conduct (for example, the Medical Registration Board);
(x) Teachers in senior positions who are:
  (A) Headmasters or Headmistresses; or
  (B) Senior Academics including professors, deans, principal lecturers, as well as appointments made by chancellors;
(xi) Persons holding Public or Elected Office including;
  (A) Mayors;
  (B) Town Clerks;
  (C) Councillors; and
  (D) Members of Parliament.
(xii) People who hold or have held other public positions appointed by Government Ministers;
(xiii) People with honours (for example, AO, AM and OBE).

Variation of Rules

4. The Gakyil may by resolution at a Gakyil meeting amend any of the Fund's rules provided those amendments:

   (a) are consistent with the purpose for which the Fund is created; and

   (b) if, at the time the rules are amended, the Fund is an endorsed deductible gift recipient under Australian tax law, do not have the effect that gifts to the Fund are not allowable deductions under the Tax Act.

5. The Gakyil must notify the Australian Taxation Office of any amendment to these rules within a reasonable time following the making of the changes.

Winding up the Fund

6. The Gakyil:

   (a) may wind up the Fund at any time it considers that it is no longer desirable to continue the Fund; and

   (b) must wind up the Fund if the Fund is endorsed as a Deductible Gift Recipient and that endorsement is revoked.

7. When the Fund is wound up, all expenses and liabilities are to be paid out of the Fund.

8. The balance of the Fund must then be given to any other fund, organisation or organisations:

   (a) whose objects and purposes are, in the opinion of the Gakyil, the same or similar to the purpose for which the Fund is created; and

   (b) which is endorsed as a deductible gift recipient under Subdivisions 30-B and 30-BA of the Tax Act.

9. The Gakyil is to decide in what proportions the balance of the Fund is to be given.