

THE INCORPORATED SOCIETIES ACT 1908

RULES OF

THE AUCKLAND THERAVADA BUDDHIST ASSOCIATION INCORPORATED.

1. The name of the Society (hereinafter called the Society) is “**THE AUCKLAND THERAVADA BUDDHIST SOCIETY INCORPORATED.**”
2. The registered office of the society will be situated at 117 Joh Street, Herne Bay Auckland, or such other place as may be decided at a General Meeting.
3. The objects for which the society is established are :-
 - (a) To facilitate the practice and study of Theravada Buddhism in New Zealand.
 - (b) To establish and maintain a temple to cater for the requirements of Buddhist.
 - (c) To sponsor Theravada Buddhist Monks who have taken dependence (Nissaya) upon the Venerable Ajahn Sumedho or his successors as Teacher (Achariya)
 - (d) To meet regularly for religious observances, study, discussions, and meditation.
 - (e) To conduct religious instructions to children on a regular basis.
 - (f) To establish a library of texts, tapes, and films pertaining to the practice and study of Theravada Buddhism.
 - (g) To print, publish, sell or cause to be printed, published or sold or distributed gratuitously books, booklets, leaflets, newsletters, or other papers or periodicals giving information about the nature and activities of the Society and communicating Theravada Buddhist teachings to the New Zealand public.
 - (h) To establish a liaison with other Buddhist groups in New Zealand
 - (I) To engage in such other charitable activities in New Zealand as can properly be carried on in conjunction with the above charitable objectives.

In furtherance of the above charitable objects but not otherwise the Society shall have the following powers :

- (a) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Society may think necessary for the promotion of it's charitable objects and to construct, maintain and alter any buildings or erections necessary for the work of the Society.
- (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.

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- (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society.
- (d) To borrow or raise money for the purpose of the Society on such terms and such security as may be thought fit.
- (e) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with purposes of the Society
- (g) To do all such other things as shall further the attainment of the charitable objects of the society.

PROVIDED THAT:-

- (I) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by the law, having regard to such trusts.
- (ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if any object of the Society would make it a Trade Union.
- (iii) In case the Society shall take or hold any property subject to conditions for specific charitable purpose the Society shall not sell, mortgage, charge or lease the same.

3A RESTRICTIONS ON THE USE OF SOCIETY'S PROPERTY AND ASSETS.

- (a) The property and assets of the society shall be used only for the purpose approved in writing by the Venerable Ajahn Sumedho or his successors who shall be appointed by the Monks (Bhikkhus) who have taken dependence (Nissaya) upon the Venerable Ajahn Sumedho or his successors as Teacher (Achariya).
- (b) This rule can be altered, added to or rescinded only by a resolution passed by a 2/3 majority by the members present at a General Meeting.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in these rules and no proportion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.
- Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society; so that no member of the management committee of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Management Committee, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any

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company of which a member of the Management Committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account to any share of profits he may receive in respect of any such payment.

RULES.

5. **Except for Rules 3c and 3A,** rules of the Society may (xxxxxxx) be altered, amended, added to, or rescinded by resolution at an Extraordinary General meeting of the Society convened in accordance with rule 11 hereof by two thirds majority of members present at such General Meeting. Provided that no alteration,, amendment, addition or rescission shall be made under this rule xxxxx hereof which would take the Society outside its charitable status as lawfully defined by the New Zealand Department of Inland Revenue or a New Zealand Court of Jurisdiction.

WINDING UP

6. If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the society, Venerable Ajahn Sumedho or his successor who shall be appointed by the Monks (Bhikkhus) who have taken dependence (Nissaya) upon the Venerable Ajahn Sumedho or his successors as Teacher (Achariya) will receive the assets of the society on its winding up.

MEMBERSHIP.

7. (a) Ordinary membership of the Society shall be open to any person upon approval by the Management Committee and subsequent payment of the annual membership fee. Application for membership may be made orally or in writing to the Society in general meeting or to the Management Committee.
- (b) Persons present at the inaugural meeting of the Auckland Theravada Buddhist Association prior to its incorporation as the Society shall be called “inaugural members” and the Management Committee elected by them shall be the Management Committee of the Society up to and following its incorporation.
- (c) Life membership of the Society may be conferred by decision of the Management Committee.
- (d) A member shall cease to be a member of the Society if and when:
- (i) Membership is not paid within one calendar month of the Annual General Meeting.
 - (ii) That a member voluntarily withdraws or resigns from membership of the Society, by notice in writing addressed to the Management Committee.
 - (iii) Member act in a manner likely to bring disrepute on the Society, the matter of such disrepute would be decided by a majority vote at any Management Committee Meeting.

GENERAL MEETINGS.

8. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the management Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except

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- the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
9. All General meetings other than Annual General Meetings, shall be called Extraordinary General Meeting.
 10. All Extraordinary General Meetings shall be convened by the Secretary on the written request by the President of the Society with the agreement of one or more other officers or on the written request any ten members acting together.
 11. TWENTY - ONE days notice in writing at the least of every Annual General Meeting and FOURTEEN days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of a special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notice from the Society.
 12. The accidental omission to give notice of a meeting to, or the non receipt of such notice, thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
 13. In addition to any other business at an Annual General Meeting the Annual Membership Fee shall be reset or confirmed by the Society. The Membership Fee may, however be altered at any time at an Extraordinary General Meeting of the Society.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the report of the Management Committee and of the Auditors, the election of members of the Management Committee in the place of those retiring the appointment of, and the fixing of the remuneration of the Auditors and the resetting or confirmation of the Annual membership Fee.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen member personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is present, the meeting if convened on the requisition of members, shall be dissolved. In any case it shall stand adjourned to the same day in the next week, at the same time and place as the Council determine, and if at such adjourned meeting a quorum is not present within half an of the time appointed for holding the meeting the members present shall be the quorum.
17. The President (if any) of the Society shall preside as Chairman at every General Meeting, but if there be no such Chairman, or it at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Management Committee, or if no such member be present, or if all the members of the Management Committee present decline to take the chair, they shall choose some member of the Society who shall be present to preside.

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18. The presiding chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no other business shall be transacted at any adjourned meeting at the meeting from which adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
19. Except as provided in Rule 24 hereof at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of result of the show of hands, demanded by the presiding chairman or by at least three members present in person or by proxy, and unless a poll be so demanded, a declaration by the presiding chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of Rule 23, of a poll be demanded in a manner aforesaid, it shall be taken at such time and place, and in such manner, as the presiding chairman of the meeting shall direct, and the results of the poll shall be deemed to be the resolution of the meeting, on which the poll was demanded.
21. No poll shall be demanded on the election of a president or chairman of the meeting, or any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the presiding chairman of the meeting shall be entitled to a second or casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided every member shall have one vote.
26. Save in as herein expressly provided, no member other than a duly registered, who shall have paid membership and other sum (if any) which shall be due and payable to the Society in respect of this membership shall be, entitled to vote on any question either personally or by proxy, or as proxy for another member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if such an appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorized in that behalf.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only, by proxy shall be no vote. A proxy must be a member.

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33. The business of the Society shall be managed by a Management Committee (hereinafter called the “Committee”) who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these present required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
34. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than a minimum number prescribed by or in accordance with these present, it shall be lawful for them to act as the committee for the purpose of admitting persons to membership of the Society, filling up vacancies in their body but not for any other purpose.
35. The Committee Shall have power from time to time to adopt and make, alter or revoke, bylaws for the regulation of the Society and otherwise for the furtherance of the purposes for which the Society is established, provided that such by laws are not repugnant to the Rules of the Society. All such by laws for the time being in force shall be binding upon all members until the same shall cease to have effect or shall be varied. No member shall be absolved from such by laws by reason of his not having received a copy of the same, or of any alteration or addition thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Committee to make by laws on other matters the following shall deemed to be matters which may be governed by the laws within the meaning of this Rule, that is to say :-
 - a) As to the person eligible to membership of the Society.
 - b) As to the conditions on which a person shall be admitted to membership of the Society.
 - c) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on members of the Society.
 - d) As to the opening and operation of any bank account or accounts in the name of the Society.
36. The Committee shall be comprised of at least 6 and no more than 15 members of the Society which number shall include the officers of the Society and at least 2 other non office holding members.
37. The number of the Committee shall be as elected at the inaugural meeting of the Association prior to its incorporation and thereafter at the Annual General Meeting.
38. Failure of a Committee member to attend three consecutive meetings of the Committee shall in the absence of a majority vote to the contrary at subsequent meeting, resulting in him or her ceasing to be a Committee member.
39. The Society in General Meeting may at any time determine that any person serving on the Committee shall cease to be a member of it
40. Committee meetings may be convened orally or by notice in writing to the Committee members sent by an office holding member of the Committee nominated by it to convene such meetings and / or act secretary of the Committee. The 7 day period of such notice shall not include the day

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of sending of the notice or the day of the meeting and shall give the date, time and venue of the meeting and a general outline of business to be dealt with.

41. The accidental omission to give notice of a meeting to, or the non receipt of such notice by any person entitled to receive such notice thereof. shall not invalidate any resolution passed, or proceeding had at any meeting.

42. **OFFICERS OF THE SOCIETY**

- a) President.
- b) Vice President.
- c) Secretary.
- d) Treasurer.
- e) Such other officers as may be appointed from time to time by the Society in General Meeting.

43. The officers for the first year shall be as elected at the inaugural meeting of the Association prior to incorporation and thereafter subject to Rule 42 at the Annual General Meeting.

44. Officers shall hold office between Annual General Meetings and may be re-elected or replaced at the Annual General Meeting following that in which they were appointed.

DISQUALIFICATION OF OFFICERS.

45. Officers may be replaced in or removed from office at any time during their term of office by resolution of the Society in General Meeting.

Any officer shall be removed and replaced if :

- a) He or she becomes of unsound mind.
- b) He or she resigns by notice in writing to the Society.

THE SEAL.

46. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary, and the said members and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The seal of the Society shall remain in custody of the Secretary of the Society.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE.

47. The Committee may meet together for the dispatch of business, adjourned and otherwise regulate their meetings they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five members of the Committee shall be the quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the presiding chairman shall have a second or casting vote.

48. An office holding member of the Committee may, and on the request of a member of the Committee shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee as prescribed by the Rule 40 hereof.

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49. The Committee shall from time to time elect a chairman who shall be entitled to preside at all meetings of the Committee at which he shall be at present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.
50. A meeting of the Committee at which a Quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Committee generally.
51. All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
52. The Committee shall cause proper minutes to be made of all appointments of officers or other members of the Committee made by the Committee and of the proceedings of all meetings of the Society and of the Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the presiding Chairman of such meeting, or by the presiding chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. A resolution in writing signed by all the members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee.

ACCOUNTS.

54. The Committee shall cause proper books of account be kept with respect to :
- a) All sums of money received and expended by the Society and matters in respect of which such receipts and expenditure take place;
 - b) All sales and purchases of goods by the Society;
 - c) All assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Society and to explain its transactions.

55. The books of account shall be kept at registered office of the Society and shall always be open to the inspection of members of the Committee.
56. The Committee shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and the books of the Society or any of them shall be open to the inspection of members not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book of document of the Society except as conferred by statute or authorized by the committee or by the Society in General Meeting.
57. At the Annual General Meeting the Committee shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the account

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since the incorporation of the Society) made up to a date not more than nine months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the committee and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto to accompany the same shall not less than twenty one clear days before the date of the meeting be available at the registered office of the Society to all persons entitled to receive notices of General Meetings in the manner in which notices are herein after directed to be served. Any Auditor's report shall be open to inspection and read before the meeting.

AUDIT

58. Unless required by the Majority vote of members present at its Annual General Meeting or any Extraordinary General Meeting or unless otherwise lawfully directed there shall be no requirement for an annual audit of the Society's accounts. Where such audit is required or directed the Committee of the Society in General Meeting shall appoint a properly qualified Auditor or Auditors to do so.
59. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.