

Constitution of  
Khemararangsi Buddhist Temple  
of the ACT Incorporated

ABN 59 458 534 934

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Adopted on  
**19Feb2017**

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## 1. PRELIMINARY

### 1.1 Definitions

In this Constitution, unless the context otherwise requires:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**Association** means the Khemamarangsi Buddhist Temple of the ACT Incorporated.

**Associations Act** means the *Associations Incorporation Act 1999* (ACT) as amended from time to time.

**ATO** means the Australian Taxation Office.

**Business day** means a day on which banking corporations in the Australian Capital Territory are open for the full range of banking business.

**Constitution** means this constitution as amended from time to time.

**DGR** means deductible gift recipient under the Australian Taxation Law.

**General Committee** means the General Committee of the Association appointed in accordance with clause 6.

**General meeting** means a general meeting of members convened in accordance with the Constitution.

**Financial year** means the year ending on 31 December.

**Managing Committee** means the Managing Committee of the association appointed in accordance with clause 7.

**Member** means a person whose name is entered in the Register of Members of the Association.

**Ordinary committee member** means a member of the General Committee who is not an office-bearer of the Association.

**Ordinary resolution** means a resolution of Members in accordance with the Constitution where more than one half of the total votes cast on the resolution are in favour.

**Register** means the register of Members kept pursuant to the Associations Act.

**Regulations** means the regulations made under the *Associations Act* including the *Associations Incorporation Regulation 1991* (ACT) as amended from time to time.

**Responsible Persons** means individuals with a degree of responsibility to the Australian community as a whole including but not limited to school principals, judges, religious practitioners, solicitors, doctors, members of professional bodies and other professional persons, mayors, councillors, town clerks, members of parliament and people who have received formal recognition from the Government for their services to the community (for example, an Order of Australia award).

**Rules** means this constitution as amended from time to time.

**Secretary** means the person(s) holding office under this Constitution as secretary of the Association or, if no such person holds that office, the public officer of the Association.

**Special resolution** means a resolution of Members at a General meeting held in accordance with the Constitution where more than two-thirds of the total votes cast on the resolution are in favour.

**Tax law** means the *Income Tax Assessment Act 1936* (Cth), *Income Tax Assessment Act 1997* (Cth) and *Taxation Administration Act 1953* (Cth) as amended from time to time, an Act of which the Commissioner of Taxation has the general administration (including a part of an Act to the extent to which the Commissioner has the general administration of the Act and legislative instruments made under such an Act (including such a part of an Act)).

## 1.2 Interpretation

**Headings** are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- (a) the **singular** includes the plural and vice versa;
- (b) where a **word** or **phrase** is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a **person** includes a firm, a body corporate, an unincorporated association or an authority and vice versa;
- (d) a reference to this **agreement** or another **document** includes any variation, novation, replacement or supplement to any of them from time to time;
- (e) a reference to a **clause** or **schedule** is a reference to a clause of or schedule to this Constitution and a reference to this Constitution includes any schedule;
- (f) a reference to any **legislation** or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and any regulations and statutory instruments issued under it;
- (g) where an expression is defined anywhere in this **Constitution** it has the same meaning throughout;
- (h) words or expressions contained in this Constitution shall be interpreted in accordance with the *Legislation Act 2001* (ACT).

## 1.3 Replaceable Rules

The replaceable rules contained in the Associations Act do not apply to the Association.

## 2. NATURE OF ASSOCIATION

- (a) The Association is an incorporated association in the Australian Capital Territory under the Associations Act.
- (b) The name of the Association shall be Khemamarangsi Buddhist Temple of the ACT Incorporated.

### **3. OBJECTS AND PURPOSES OF THE ASSOCIATION**

- (a) The principal object of the Association is to operate as a non-profit charitable institution to promote and preserve Cambodian cultural heritage in the Australian Capital Territory for the benefit of the Cambodian community in the Australian Capital Territory and the whole Australian Capital Territory community.
- (b) In support of this principal object, the Association will receive contributions from the public for the purposes of:
  - (i) preserving and promoting Cambodian tradition and cultural heritage in the Australian Capital Territory;
  - (ii) preserving and promoting Cambodian music and performing arts (dance) within Cambodian society in the Australian Capital Territory;
  - (iii) preserving and promoting Cambodian literature, arts and crafts within Cambodian society in the Australian Capital Territory;
  - (iv) teaching Cambodian moral behaviour that encourages people to have compassion towards each other;
  - (v) improving relations between the Cambodian community in the Australian Capital Territory and other ethnic communities;
  - (vi) promoting greater awareness of Buddha's teaching through literature and meditation in accordance with the Theravada way;
  - (vii) supporting Buddhist monks who come to the Australian Capital Territory to promote Buddhism;
  - (viii) preserving the Buddhist monastery namely the Khemarangsi Buddhist Temple erected in Scullin in the Australian Capital Territory; and
  - (ix) establish and maintain a public fund to receive donations in support of the above objects.

### **4. MEMBERSHIP**

#### **4.1 Membership qualifications**

A person is qualified to be a Member of the Association if the person:

- (a) has been nominated for membership in accordance with clause 4.2; and
- (b) has been approved for membership by the General Committee.

#### **4.2 Nomination for membership**

- (a) A nomination of a person for membership of the Association:
  - (i) must be made in writing in the form set out in Appendix 1; and
  - (ii) must be lodged with the Secretary.
- (b) As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the General Committee which must decide whether to approve or to reject the nomination.

- (c) If the General Committee decides to approve a nomination for membership, the Secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within twenty eight (28) days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- (d) The Secretary must, on payment by the nominee of the amount mentioned in subclause (c) within the period mentioned in that subclause, enter the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

#### **4.3 Fee, subscriptions etc**

- (a) The entrance fee to the Association is \$10 or, if any other amount has been determined by resolution of the General Committee, the other amount.
- (b) The annual membership fee of the Association is \$0 or, if any other amount has been determined by resolution of the General Committee, that other amount.
- (c) The annual membership fee is payable:
  - (i) before 1 July in each calendar year; or
  - (ii) if a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

#### **4.4 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a Member of the Association:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

#### **4.5 Cessation of membership**

A person ceases to be a Member of the Association if the person:

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association.

#### **4.6 Resignation of membership**

- (a) A Member is not entitled to resign from membership of the Association except in accordance with this clause.
- (b) A Member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (of not less than one (1) month or, if the General Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a Member.

- (c) If a person ceases to be a Member, the Secretary must make an appropriate entry in the Register of Members recording the date the member ceased to be a Member.

#### **4.7 Members' liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by clause 4.3.

### **5. DISCIPLINING MEMBERS**

#### **5.1 Disciplinary process**

- (a) If the General Committee is of the opinion that a Member:
  - (i) has persistently refused or neglected to comply with a provision of these rules; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Committee may, by resolution:
  - (iii) expel the Member from the Association; or
  - (iv) suspend the Member from the rights and privileges of membership of the Association that the General Committee may decide for a specified period.
- (b) A resolution of the General Committee under subclause (a) is of no effect unless the General Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice under subclause (c), confirms the resolution in accordance with this clause.
- (c) If the General Committee passes a resolution under subclause (a), the Secretary must, as soon as practicable, serve a written notice on the Member:
  - (i) setting out the resolution of the General Committee and the grounds on which it is based; and
  - (ii) stating that the Member may address the General Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice; and
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the Member that the Member may do either or both of the following:
    - (A) attend and speak at that meeting;
    - (B) submit to the General Committee at or before the date of that meeting written representations relating to the resolution.



- (d) Subject to the Associations Act, at a meeting of the General Committee mentioned in subclause (b), the General Committee must:
  - (i) give to the Member mentioned in subclause (a) an opportunity to make oral representations; and
  - (ii) give due consideration to any written representations submitted to the General Committee by that Member at or before the meeting; and
  - (iii) by resolution decide whether to confirm or to revoke the resolution of the General Committee made under subclause (a).
- (e) If the General Committee confirms a resolution under subclause (d), the Secretary must, within seven (7) days after that confirmation, by written notice inform the Member of that confirmation and of the member's right of appeal under clause 5.2.
- (f) A resolution confirmed by the General Committee under subclause (d) does not take effect:
  - (i) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
  - (ii) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with clause (d).

## **5.2 Right of appeal of disciplined member**

- (a) A Member may appeal to the Association in general meeting against a resolution of the General Committee that is confirmed under clause 5.1(d) within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) On receipt of a notice under subclause (a), the Secretary must notify the General Committee which must call a general meeting of the Association to be held within twenty one (21) days after the date when the Secretary received the notice or as soon as possible after that date.
- (c) Subject to the Associations Act, at a general meeting of the Association called under subclause (b):
  - (i) no business other than the question of the appeal may be transacted; and
  - (ii) the General Committee and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) the members present must vote by secret ballot on the question of whether the resolution made under clause 5.1(d) should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 5.1(d), that resolution is confirmed.

## **6. GENERAL COMMITTEE**

### **6.1 Powers of General Committee**

The General Committee, subject to the Associations Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting:

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules or the Taxation Law to be exercised by the Management Committee or the Association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the General Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **6.2 Constitution and membership of General Committee**

- (a) The General Committee consists of:
  - (i) the office-bearers of the Association; and
  - (ii) seven (7) ordinary committee members;

each of whom must be elected under clause 6.3.

- (b) The office-bearers of the Association are:
  - (i) the president; and
  - (ii) two (2) vice-presidents; and
  - (iii) two (2) treasurers; and
  - (iv) two (2) secretaries.
- (c) Each member of the General Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (d) If there is a vacancy in the membership of the General Committee, the General Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.
- (e) It is intended that five (5) of the ordinary committee members will lead the subcommittees of the Association and two (2) of the ordinary committee members will act as bookkeepers.

### **6.3 Election of General Committee members**

- (a) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:
  - (i) must be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (ii) must be given to the Secretary of the Association not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.

- (b) If insufficient nominations are received to fill all vacancies on the General Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the General Committee are taken to be vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (f) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the General Committee may direct.
- (g) A person is not eligible to simultaneously hold more than one (1) position on the General Committee.

#### **6.4 Secretary**

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (b) The Secretary must keep minutes of:
  - (i) all elections and appointments of office-bearers and ordinary committee members; and
  - (ii) the names of members of the General Committee present at a committee meeting or a general meeting; and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **6.5 Treasurer**

The treasurer of the Association must:

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association;
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (c) present a report and an audited financial statement and balance sheet at the annual general meeting of the Association;
- (d) arrange audits at such other time or times during each financial year as the General Committee shall in its absolute discretion require;
- (e) provide Annual Information Statements to the ACNC before the due date; and
- (f) as required to clause 10.2(m), if the Association is listed on the Register of Cultural Organisations, provide to the Department responsible for administration of that register, the required statistical information on the gifts made to the public fund every six (6) months.

## **6.6 Vacancies on committee**

For these rules, a vacancy in the office of a member of the General Committee happens if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) resigns the office; or
- (d) is removed from office; or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Associations Act; or
- (h) is subject to a disqualification order under the Associations Act; or
- (i) is absent without the consent of the General Committee from all meetings of the General Committee held during a period of six (6) months.

## **7. MANAGING COMMITTEE**

### **7.1 Powers of Managing Committee**

The Managing Committee controls or administers the public fund referred to in clause 10.2 below.

### **7.2 Constitution and membership of Managing Committee**

- (a) The Managing Committee must comprise a minimum of three (3) persons.
- (b) The majority of the Managing Committee must be Responsible Persons.
- (c) A person is eligible to simultaneously hold positions on the General Committee and the Managing Committee.
- (d) One member of the Managing Committee must act as the secretary for the purposes of clause 8.
- (e) Each member of the Managing Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (f) If there is a vacancy in the membership of the Managing Committee, the General Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

### **7.3 Election of General Committee members**

- (a) Nominations of candidates for election as Managing Committee members:
  - (i) must be made in writing and signed by the candidate;

- (ii) must state the candidate's qualification as a responsible person; and
  - (iii) must be given to the Secretary of the Association not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the managing Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
  - (c) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
  - (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
  - (e) The ballot must be conducted at the annual general meeting in the way the General Committee may direct.

#### **7.4 Vacancies on committee**

For these rules, a vacancy on the Managing Committee happens if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) resigns the office; or
- (d) is removed from office; or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Associations Act; or
- (h) is subject to a disqualification order under the Associations Act; or
- (i) absent without the consent of the Managing Committee from all meetings of the Managing Committee held during a period of six (6) months.

## **8. GENERAL COMMITTEE AND MANAGING COMMITTEE MEETINGS**

### **8.1 General Committee and Managing Committee meetings and quorum**

- (a) The committees must meet at least three (3) times in each calendar year at the place and time that the committees may decide.
- (b) Additional meetings of the committees may be called by any member of the committees.
- (c) Oral or written notice of a meeting of the committees must be given by the secretary to each member of the committees at least forty eight (48) hours (or any other period that may be unanimously agreed on by the members of the committees) before the time appointed for the holding of the meeting.

- (d) Notice of a meeting given under subclause (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any three (3) members of the committees constitute a quorum for the transaction of the business of a meeting of a committee.
- (f) No business may be transacted by the committees unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (h) At meetings of the General Committee:
  - (i) the president or, in the absence of the president, a vice-president presides; or
  - (ii) if the president and both vice-presidents are absent, one (1) of the remaining members of the General Committee may be chosen by the members present to preside.

## **8.2 Delegation by General Committee to subcommittee**

- (a) The General Committee may, in writing, delegate to one (1) or more subcommittees (consisting of the member or members of the Association that the General Committee considers appropriate) the exercise of the functions of the General Committee that are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function that is a function imposed on the General Committee by the Associations Act, by any other Territory law, or by resolution of the Association in general meeting.
- (b) A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the General Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a subcommittee 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 General Committee.

- (f) The General Committee may, in writing, revoke wholly or in part any delegation under this clause.
- (g) A subcommittee may meet and adjourn as it considers appropriate.

### **8.3 Voting and decisions of committees**

- (a) Questions arising at a meeting of the General Committee, Managing Committee or of any subcommittee appointed by the General Committee are decided by a majority of the votes of members of the committee present at the meeting.
- (b) Each member present at a meeting of the General Committee, Managing Committee or of any subcommittee appointed by the General Committee (including the person presiding at the meeting) is entitled to one (1) vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

### **8.4 Validity of acts of committees**

Each resolution passed or act or thing performed or done by, or with the participation of, a person acting as a member of a committee in respect of who it is later discovered there was some defect in appointment to, or continuation in, office of that person or that the person was disqualified or not entitled to perform, vote on or do, the resolution, act or thing, is as valid and effective as if that member of committee had been validly appointed, had validly continued in office, had not been disqualified and was entitled so to perform, vote or do.

## **9. GENERAL MEETINGS**

### **9.1 Holding annual general meeting**

- (a) The Association must, at least once in each calendar year and within five (5) months after the end of each financial year of the Association, call an annual general meeting of its Members.
- (b) Subclause (a) has effect subject to the powers of the registrar-general under the Associations Act in relation to extensions of time.

### **9.2 Calling business at annual general meeting**

- (a) The annual general meeting of the Association must, subject to the Associations Act, be called on the date and at the place and time that the General Committee considers appropriate.
- (b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
  - (i) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (ii) to receive from the committees reports on the activities of the Association during the last financial year; and
  - (iii) to elect members of the General Committee, including office-bearers; and
  - (iv) to elect members of the Managing Committee; and

- (v) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Associations Act.
- (c) An annual general meeting must be specified as such in the notice calling it in accordance with clause 9.4
- (d) An annual general meeting must be conducted in accordance with the provisions of this part.

### **9.3 Calling of general meetings**

- (a) The General Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (b) The General Committee must, on the requisition in writing of not less than five percent (5%) of the total number of members, call a general meeting of the Association.
- (c) A requisition of members for a general meeting:
  - (i) must state the purpose or purposes of the meeting; and
  - (ii) must be signed by the members making the requisition; and
  - (iii) must be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- (d) If the General Committee fails to call a general meeting within one (1) month after the date when a requisition of members for the meeting is lodged with the secretary, any one (1) or more of the Members who made the requisition may call a general meeting to be held not later than three (3) months after that date.
- (e) A general meeting called by a Member or Members mentioned in subclause (d) must be called as nearly as is practicable in the same way as general meetings are called by the General Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **9.4 Notice**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, send by prepaid post to each member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in subclause (a) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.



- (c) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting.
- (d) A Member desiring to bring any business before a general meeting may give written notice 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.

#### **9.5 Procedure and quorum of general meetings**

- (a) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five (5) Members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within thirty (30) minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- (d) If at the adjourned meeting a quorum is not present within (30) minutes after the time appointed for the start of the meeting, the members present (being not less than three (3)) constitute a quorum.

#### **9.6 Presiding member**

- (a) The president, or in the absence of the president, a vice-president, presides at each general meeting of the Association.
- (b) If the president and the vice-presidents are absent from a general meeting, the members present must elect one (1) of their number to preside at the meeting.

#### **9.7 Adjournment**

- (a) The person presiding at 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (a) and (b), 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.

## 9.8 Making decisions

- (a) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the meeting.
- (c) If the poll is demanded at a general meeting, the poll must be taken:
  - (i) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (ii) in any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 9.9 Voting

- (a) Subject to subclause (c), on any question arising at a general meeting of the Association a Member has one (1) vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than five (5) proxies.
- (c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

## 9.10 Appointment of proxies

- (a) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form set out in appendix 2.

## 10. FUNDS

### 10.1 Source of funds

- (a) The funds of the Association must be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Associations Act, any other sources that the Committee decides.

- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's appropriate bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **10.2 Public fund**

- (a) The Association must maintain a public fund to receive gifts and donations.
- (b) The public fund must be in the name of the Association and must be described as a 'public fund'.
- (c) All gifts and deductible contributions and interest accruing thereon must be credited to, and kept in, the public fund.
- (d) The public fund must not receive any other money or property.
- (e) Gifts and deductible contributions to the public fund must be kept separate from any other funds of the Association.
- (f) The public fund must be controlled or administered by the Managing Committee.
- (g) The public funds must be used for the principal purpose of the Association in the way that the Managing Committee decides.
- (h) Cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Managing Committee.
- (i) The Association, as soon as practicable after receiving any donation or gift, must issue a receipt reflecting the name of the public fund, that the receipt is for a gift made to the public fund, the Australian Business Number for the Association, the fact that the receipt is for a gift and any other matters required to be included on the receipt pursuant to the requirements of the Taxation Law.
- (j) Subject to clause 10.4(c), no monies/assets in the public fund will be distributed to Members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (k) Investment of monies in this fund will be made in accordance with any applicable guidelines for public funds as specified by the Australian Taxation Office.
- (l) The Association must comply with any rules that the Treasurer or the Minister for Arts may make from time to time to ensure that gifts made to the public fund will only be used for the Association's principal purpose.
- (m) If the Association is listed on the Ministry for the Arts register of Cultural Organisations, the Association must provide statistical information on donations to the public fund to the Ministry for the Arts at six (6) monthly intervals or as otherwise required by the Taxation Office, the Ministry for the Arts or the ACNC.
- (n) If the public fund has DGR status, the Association will notify the the ATO and the Department responsible for the administration of the Register of Cultural Organisations of any proposed amendments or alterations to provisions of this Constitution which affect the public fund to enable the Department and the ATO to assess the effect of any such amendments on the DGR status of the public fund.

### **10.3 Revocation of DGR status**

If upon the winding up or dissolution of the Association, or if the DGR status of the Association is revoked, there remains any funds whatsoever in the public fund, after satisfaction of any debts and liabilities, the surplus funds must be given or transferred to some other DGR having a similar charitable purpose to the purpose of the Association that will benefit the Cambodian Community in the ACT and which has rules prohibiting the distribution of its assets and income to its members.

### **10.4 Management of funds**

- (a) Subject clause 10.2 the funds of the Association must be used for the objects and purposes of the Association in the way that the General Committee decides.
- (b) Subject to clause 10.2, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the General Committee or employees of the Association, being members of the General Committee or employees authorised to do so by the General Committee.
- (c) The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide reimbursement for out-of-pocket expenses incurred on behalf of the Association.

### **10.5 Investment strategy for public fund**

- (a) If the ATO has not published any applicable guidelines for the investment of monies from public funds the following provision shall apply.
- (b) The Managing Committee must formulate and give effect to an investment strategy, for the purpose of satisfying and fulfilling the objects and purposes of the Association as defined in clause 3. Subject to these needs, the investment strategy must have regard to:
  - (i) the risk involved in making, holding and realising, and the likely return from, the Association's investments having regard to its objectives and its expected cash flow requirements;
  - (ii) the composition of the Association's investments as a whole including the extent to which the investments are diverse or involve the Association in being exposed to risks from inadequate diversification;
  - (iii) the effect of the proposed investment in relation to the tax liability of the Association;
  - (iv) the liquidity of the Association's investments having regard to its expected cash flow requirements; and
  - (v) the ability of the Association to discharge its existing and prospective liabilities.

## **11. AUDITS**

- (a) Subject to the Associations Act, the General Committee must appoint an auditor who:
  - (i) is not an officer of the Association; and
  - (ii) has not prepared or assisted with the preparation of the Association's accounts.
- (b) The General Committee must take reasonable steps to ensure that the audit of the Association's accounts is completed at least fourteen (14) days before the audited statement of the accounts is required to be presented at the annual general meeting of the Association.
- (c) The auditor is to hold the position as auditor until the appointment is revoked by the General Committee or the auditor resigns or is disqualified from acting.

## **12. CUSTODY OF BOOKS**

Subject to the Associations Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

## **13. INSPECTION OF BOOKS**

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour.

## **14. THE ABBOT**

### **14.1 Appointment and tenure of the Abbot**

- (a) The resident monastic community (Sangha) shall select a candidate Abbot by unanimous agreement in keeping with the Sangha tradition.
- (b) Following candidate Abbot acceptance made by Special Resolution, the General Committee shall invite the candidate Abbot to accept the position of Abbot.
- (c) If the candidate Abbot accepts the position, the Abbot shall retain the position until the resident Sangha advise the General Committee that the Sangha has withdrawn recognition of that Abbot pursuant to clause 14.1(d) or the Abbot resigns from his or her position.
- (d) The Sangha may withdraw their recognition of the Abbot by unanimous agreement in keeping with the Sangha tradition.

### **14.2 Powers of the Abbot**

The Abbot shall:

- (a) consult with the Sangha and represent the views of the Sangha;

- (b) liaise with the Sangha of other Buddhist Temples;
- (c) promote the interests of the Sangha and the Buddhist Community as a whole;
- (d) provide guidance and recommendations to the General Committee concerning the goals, objectives and needs of the Temple and the Sangha;
- (e) provide guidance and recommendations to the General Committee concerning issues that are proving difficult to resolve;
- (f) oversee the conduct and delivery of Temple services including presiding over ceremonies, counseling and meditation; and
- (g) provide spiritual leadership to the Sangha under the Abbot's care.

## **15. SERVICE OF NOTICE**

For these rules, the Association may serve a notice on a Member by sending it by post to the Member at the Member's address shown in the Register of Members.

## **16. WINDING UP**

- (a) Subject to clause 10.3, if on the winding up or dissolution of the Association, after satisfaction of all debts and liabilities, no property whatsoever shall be paid to, or distributed among, the Members. The surplus property must be given or transferred to another organisation which has similar objects as the Temple and which has rules prohibiting the distribution of its assets and income to its members.
- (b) Provided that it satisfied clause 16(a), if the Association is dissolved or wound up the surplus funds of the Association shall vest in the Cambodian Association of Canberra (Incorporated) or an alternative organisation nominated by special resolution of the General Committee which also fulfils the requirements of clause 16(a) and the Associations Act (the Alternative Organisation).
- (c) If the Alternative Organisation has amalgamated with another body then the surplus funds shall vest in the body with which the Alternative Organisation has amalgamated provided that it satisfied clause 16(a) and the Associations Act.
- (d) If the Alternative Organisation has dissolved or has been wound up, the surplus funds shall vest in an organisation which will benefit the Cambodian Community in the ACT and has substantially the same objects of the Association and otherwise satisfies the requirements of the Associations Act and clause 16(a).

## **17. ALTERATION OF OBJECTS AND RULES**

- (a) The Association may, by special resolution, alter its objects, rules or Constitution.
- (b) Subject to clause 10.2(n), the Association must notify the ATO of all amendments to the Constitution.

**18. GENERAL AUTHORISATION**

Where the Associations Act authorises or permits the Association to do any thing if so authorised by its constitution, the Association is authorised by this clause to do that thing.

**19. COMMON SEAL**

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the General Committee and the affixing of the common seal shall be attested by the signatures of either of two (2) members of the General Committee or of one member of the General Committee and of the Public Officer of the Association.

**Appendix 1**

**Application for membership of association**

I, .....

*(full name of applicant)*

of .....

*(address)*

.....

*(occupation)*

apply to become a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....

Date .....

*(Signature of applicant)*

I, .....

*(full name)*

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....

Date .....

*(Signature of proposer)*

I, .....

*(full name)*

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

.....

Date .....

*(Signature of seconder)*



## Appendix 2 Form of appointment of proxy

I, .....

*(full name)*

of .....

*(address)*

a member of Khemamarangsi Buddhist Temple of the ACT Incorporated ABN 59 458 534 934 appoint

.....

*(full name of proxy)*

of .....

*(address)*

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on:

.....

and at any adjournment of that meeting.

**The proxy is directed to vote in the following manner:**

Resolution 1:

FOR     AGAINST     ABSTAIN

Resolution 2:

FOR     AGAINST     ABSTAIN

Resolution 3:

FOR     AGAINST     ABSTAIN

*[add more pages if necessary]*

.....

Date .....

*(Signature of member appointing proxy)*

*Note A proxy vote may not be given to a person who is not a member of the association.*

*A mark should be placed in the appropriate box if the Member wishes to direct the proxy to vote in a specified way in relation to the above resolution[s]. If no direction is given, the proxy may vote or not as the proxy sees fit.*