

**Peter Hamilton**

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**From:** "warwick fisher" <wfisher@scu.edu.au>  
**To:** "PeterH" <peterh@nor.com.au>  
**Sent:** Friday, 7 February 2003 2:43 PM  
**Attach:** constitut w 2\_3 change recoms .doc  
**Subject:** Bodhi Church Constitution

Hi Peter,

With some trepidation I place this Church Constitution Discussion Paper before you.

The story behind this is that I was asked, a year ago, to bring to a meeting my recommended changes to the Company Constitution so that it better reflects what/who the company is. eg remove all the stuff about animal research etc.

My opinion, however, is that the Church Constitution is more urgently in need of updating because it is the real power (the company merely acting as Trustee) and the one that, in my opinion, needs to reflect truthfully what we are etc. br

I arrived at that position when I was chewing over the clauses on Dissolution and Changing Rules. Without any difficulty our current Church constitution could be changed and the place sold for the personal profit of the current membership. 9

So, I'll introduce the item at tomorrow's meeting. If you want to give me any input before the meeting, please ring me between 8 & 9 Saturday am - at this stage, restrict it to general ideas. I say this because we have plenty of time to work together (we being the community) so at this stage I want to know, primarily, where you stand. |

This will save me a lot of valuable time and energy trying to help a dead duck as was the case several years ago with the farcical situation involving the decision to incorporate the Church.

If we don't talk tomorrow, I hope to drop down in the next 2 weeks - with plenty of warning, naturally.

Hope you're travelling well

love

Warwick

Warwick Fisher  
Lecturer  
School of Law and Justice

Southern Cross University  
PO Box 157, Lismore  
NSW 2480, Australia

ph 00 61 2 66203169  
fax 00 61 2 66224167



CURRENT CONSTITUTION	POSSIBLE CHANGES
<p>Bodhi Church Constitution</p> <p>1. NAME: The name of the Organization shall be BODHI CHURCH</p> <p>2. OBJECTS:</p> <p>a. To be a community of friends, to encourage the flowering of spiritual understanding and freedom through</p> <p style="margin-left: 150px;">Right understanding Right thought Right speech Right action Right livelihood Right effort Right mindfulness Right concentration</p> <p>b. To collectively and individually abstain from</p> <p style="margin-left: 150px;">Killing living beings Taking what is not freely given False speech Sexual misconduct Substances which intoxicate and confuse the mind</p> <p>c. To experience ourselves and each other in wholeness and community</p> <p style="margin-left: 150px;">Through birthing and dying Learning and growing Sheltering and providing Celebrating and sorrowing</p> <p>d. And be responsible to each other for these sacraments and for all our lives, as one family.</p> <p>3. MEMBERSHIP</p> <p>a. application for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the management committee from time to time prescribes.</p> <p>b. As soon as practicable after receipt of an application for membership, it shall be considered by the management committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the committee be required to give any reason for the rejection of the applicant.</p> <p>c. A register of members shall be kept showing in respect of each member his/her name, address and the date of commencement of membership.</p> <p>4. MANAGEMENT: The management of the organization shall be vested in a management committee considering of the office-bearers and FIVE other members.</p> <p>No member of the management committee shall be appointed to any salaried office of the organization or any office of the organization paid by fees and no remuneration or other benefit in money or money's worth shall be given by the organization to any member of the management committee except repayment of out of pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for money lent to the organization and reasonable and proper rent for premises let to the organization.</p> <p>5. OFFICE-BEARERS: The office-bearers shall consist of a president, secretary, treasurer and such other</p>	<p> somewhere but not here.</p> <p>Add not-for-profit? <span style="border: 1px solid black; padding: 5px; display: inline-block;">Could not save this to old Bodhi 31 as appearing MAC online format.</span></p> <p>Delete? - No - Case for deleting? <span style="margin-left: 20px;">Concept expressed at the time was to "permanently take this land out of the real estate market" "hand conservation agreements" were not avail at that time - but are now.</span></p> <p>sacraments? leave as is Sacrament = "possessing a sacred character" MD 2nd Ed.</p> <p>Rewrite complete clause ✓</p> <p>hope of membership - • death/decease • expulsion • request of member</p> <p>NA Membership is not synonymous with entitlement to residence. A non resident member is still a member, viz a member with non residence status, eg ???</p> <p>The management of the organization shall be vested in a management committee consisting of all Bodhi Church members. <span style="margin-left: 20px;">cf - decision making process - eg may incl non members by consensus of those present at a particular meeting.</span></p> <p>rewrite / abbreviate</p> <p>include clause on Sub-committees ?</p> <p>Just - The office-bearers shall consist of a president, secretary, treasurer and such other officers as shall be decided by the members of the organization at the Annual General Meeting.</p>



officers as shall be decided by the members of the organization at the Annual General Meeting. The office-bearers and the other members of the management committee shall be elected annually at the Annual General Meeting. Any casual vacancy occurring among the office-bearers may be filled by the committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced

#### 6 PROCEEDING OF THE MANAGEMENT COMMITTEE:

a. The management committee may meet together for the despatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The president may at any time and the secretary on the requisition on any two members of the committee summon a meeting of the committee.

a. Questions arising at any meeting of the committee shall be decided by a majority of votes of those present and a determination by a majority of the members present shall for all purposes be a determination of the committee. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

b. The continuing members of the committee may act notwithstanding any vacancy in the committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum, the continuing member or members may act for the purposes of increasing the number of members of the committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the organization, but for no other purpose.

#### 7. VACATION OF OFFICE: The office of the management committee or of a trustee shall become vacant:

Upon his/her decease

If he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally.

If he/she becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health. ?

If he/she resigns his/her office by notice in writing to the organization. ✓

If he/she is absent for more than six months without leave of the committee from meetings of the committee held during that period.

If he/she ceases to be a member or the organization. ✓

Upon a resolution being passed by a two-thirds majority of members present at a properly constituted general meeting specially called for the purpose, to remove him/her from office. ✓

If he/she holds any office of profit under the organization. ~~Delete?~~

If he/she is directly or indirectly interested in any contract or proposed contract with the organization. ~~Delete?~~

#### 8. FINANCIAL YEAR: The financial year shall conclude on SEPTEMBER 30.

#### 9. ANNUAL GENERAL MEETING: The Annual General Meeting of members shall be held during the month of OCTOBER and audited financial statements shall be presented.

Change to

The management committee may meet together for the despatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.

Questions arising at any meeting of the committee shall be decided by consensus. *sees* *elaborate/define*

???A decision of the management committee considered to be of significance to any member shall be reconsidered at the next meeting. *not present or if present on request of same.*

Replace all that with, eg

An office bearer's position can be declared vacant by either a decision of the office bearer concerned or the management committee for whatever reason it chooses.

~~Delete~~ or put in rule is not annulled if becomes bankrupt.

~~Delete~~

Does it?

No audits - rewrite ✓

rewrite ✓



10. SPECIAL GENERAL MEETINGS: Any two members of the management committee may at any time convene a Special General Meeting of the organization. Special general meetings shall also be convened by the secretary upon the written request of not less than 5% in number of the members of the organization and shall be held within a period of one month from the date of receipt of the request.
11. QUORUM: At meetings of members a quorum shall consist of SEVEN members and a management committee meeting shall consist of THREE members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and a time within one month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to be a quorum, provided the members is not less than three.
12. PROCEEDING AT GENERAL MEETINGS:
13. The president shall preside as Chairman at every general meeting of the organization, but if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting, a simple majority sufficing.
14. The chairman may, within 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 business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given, as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to the effect in the book containing the minutes of the proceedings of the organization shall each be conclusive evidence or the fact without proof of the number or proportion of the votes recorded in favour or of against the resolution. The demand for a poll may be withdrawn.
16. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting which the poll was demanded but a poll demanded on the election of a Chairman or a question of adjournment shall be taken forthwith.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
18. Each member present and voting at a general meeting of the organization shall have one vote.  
*+ proxy option for absent member?*
9. NOTICE OF MEETINGS: The secretary shall give at least seven days notice in writing of all general meetings of the organization specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.
10. FUNDS:
  - a. All moneys received by the organization shall be deposited intact at the earliest possible date to the credit of the organizations bank account. Receipts for moneys received shall be issued promptly.
  - b. All payments in excess of \$10 made by the organization shall be paid by cheque signed by any one of the president, secretary of treasurer.
15. AUTHORIZATION OF ACCOUNTS: All accounts shall be presented to and passed for payment at a management committee meeting and full details of all such approvals shall be entered in the minute book.

something like or unlike the following:

A quorum at all meetings is to be determined by those members present at a meeting keeping in mind both the need for responsible short term governance and the views of those absent.

*Consider*

Replace all 12 with something like:

All meetings shall proceed either according to usual practice or in any other determined by the members present provided that such process is consistent with this Constitution.

All meetings shall be conducted by a facilitator and minute-taker elected by the members.

Minutes of all meetings shall be recorded in a manner determined from time to time by the committee and shall be published as soon as practicable after the meeting in the usual manner.

Add a clause about decisions by consensus (except dissolution?).

Should we define Consensus? Good luck

*No, define decision making*

*Which is?*

*- rewrite*

All meetings other than general meetings held on a regular basis shall be advertised in the usual manner by the meeting facilitator.

*conducted as determined by the members present at the meeting*

Rewrite whole section ✓

All money received by the Bodhi Church shall be deposited in its Summerland Credit Union account as soon as practicable.

*a Bank of Credit Union*

???? All payments by the Church shall be made with the Treasurer's knowledge by members delegated this responsibility by the members. ✓

All proposed expenditure over an amount determined from time to time by the committee must be brought to a meeting of the committee for approval.

Delete ✓

*W*



16 AUDIT:

The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the annual general meeting. Audits shall be conducted at regular intervals of not more than twelve months.

An auditor shall not be a member or closely related to a member of the management committee.

Subject to paragraph d. hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least twenty-one (21) days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least seven(7) days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he/she so wishes to be heard at such annual general meeting.

Where the current auditor submits his/her resignation, or notifies the secretary of his/her intention not to seek re-election as auditor, paragraph c. hereof shall not apply.

17. MINUTES: The management committee shall cause minutes to be made:

- a. Of all appointments of office-bearers and member of the committee.
- b. Of the names of members of the committee present at all meetings of the organization and of the committee.
- c. Of all proceedings at all meetings of the organization and of the committee. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting.

18. EXPULSION OF MEMBERS: A member may be expelled from membership of the organization by the management committee, if in the opinion of such committee, after affording such member an opportunity of offering the committee an explanation of his conduct either verbally or in writing as the committee may decide, the conduct of the member is such as to be detrimental to the best interests of the organization, provided that:

- a. Such expulsion shall not be effective unless it is confirmed by a majority of members present at a special general meeting of members convened to consider the expulsion.
- b. Such special general meeting is held within a period of one month from the date of the decision of the management committee to expel the member.
- c. At such special general meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing at the option of such member.

D. The voting of such special general meeting shall be by ballot if not less than five members present thereat shall so demand.

It shall be in the power of the committee to exclude such member from participation in the affairs of the organization until such special general meeting shall be held.

18. TRUSTEES:

- a. The Trustee shall be The Bodhi Farm Co. Pty. Ltd.
- b. All property of whatever kind belonging to the organization shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the organization and shall be responsible for the same and shall deal with and dispose of all property of the organization whether real or personal, for the time being vested in them and the income thereof in accordance with the directions of the management committee provided that such directions are not in violation of the trusts upon which the property is held.

20. DISSOLUTION:

Delete ✓

~~delete~~

u

Delete except c (??) and replace chairman with <sup>person</sup> facilitator ✓

✓ Keep -

Rewrite or ~~delete~~ whole section ✓

Keep

Approve

In the event of dissolution of the Church & its  
to trigger provisions in the Land Conservation  
Agreement (with DHE and JAGS) that the  
Land reverts to the  
public estate  
in perpetuity.

The organization shall be dissolved in the event of there being less than three members or upon the vote of a three-fourths majority of members present at a special general meeting convened to consider such question.

Upon a resolution being passed in accordance with the above paragraph a. all assets and funds of the organization shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the members at the

yes if  
consent  
with  
the above.



- NA
- a. The organization shall be dissolved in the event of membership less than three (3) persons (Note: must not be less than three) or upon the vote of a three-fourths majority of members present at a special general meeting convened to consider such question.
  - b. Upon a resolution being passed in accordance with paragraph a. of this rule, all assets and funds of the organization shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the members at the special general meeting so convened, or at a subsequent special general meeting, may decide.

21. AMENDMENT OF RULES: These rules may be amended by a resolution passed by a two-thirds majority of members present at an annual general meeting at which notice of the proposed amendment shall have been given or at a special general meeting convened for such purpose. Provided that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934, as amended, shall be notified of the amendment and such amendment shall not be effective unless the minister has signified his approval to such amendment being made.
22. A notice may be given to any member either personally or by sending it by post to him/her at his/her address registered by the organization or if he/she has no registered address to the place of abode of the member last known to the management committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected, in the case of the notice of a meeting, on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

**\*Note:**

By reason of the regulations under the Charitable Collections Act, the Annual General Meeting is required to be held with eight weeks of the conclusion of the financial year.

special general meeting so convened, or at a subsequent special general meeting, may decide.

Except for Amendment of Rules (currently Rule 21), and Dissolution (currently Rule 20), all rules may be amended by blah, blah

delete / rewrite

Pass

Inheritance?  
Rights (if any) for children born in Form or =

rewrite

delete

+ Process for rights of children of members to  
see membership in their own right.