

THE AUSTRALIAN CONTEMPLATIVE OBSERVATORY INCORPORATED

CONSTITUTION

Prepared by The Australian Contemplative Observatory Association, March. 2013, based on
2010 version of model constitution issued by NSW Department of Fair Trading

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**THE AUSTRALIAN CONTEMPLATIVE OBSERVATORY Inc.
Constitution**

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Part 1 Preliminary

1. Definitions

(1) In this constitution:

Centre means The Australian Contemplative Observatory that has incorporated under the Act.

Committee means the Executive Committee

Director-General means the Director-General of the NSW Department of Fair Trading.

Ordinary member means a member of centre who is not an office-bearer.

Secretary means:

- (i) the person holding office under this constitution as secretary of the centre, or
- (ii) if no such person holds that office – the public officer of the centre.

Special general meeting means a general meeting of the centre other than an annual general meeting.

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

the regulation means the *NSW Associations Incorporation Regulation 2010*

The Australian Contemplative Observatory Inc. means the association named The Australian Contemplative Observatory Inc. and registered in New South Wales, Australia, being a not-for-profit association.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

Part 2 Membership

2. Membership generally

(1) A person is eligible to be a member of the centre if, but only if:

- a) the person is a natural person:
 - (i) who has been nominated for membership of the centre as provided by rule 3, and
 - (ii) who has been approved for membership of the centre by the committee of the centre.

(2) A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:

- (i) in the case of an unincorporated body that is registered as the centre - a member of that unincorporated body immediately before the registration of the centre.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3. Nomination for membership

- (1) A nomination of a person for membership of the centre:
 - (a) must be made by a member of the centre in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the centre.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) In determining whether to approve or reject the nomination, the committee may require the nominee to enter an undertaking, written or unwritten, that demonstrates the nominee's commitment to uphold the statement of objects of the centre.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (5) the secretary must, on payment by the nominee of the amounts referred to in this constitution within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the centre.

4. Life membership

Life membership may be conferred by the committee on any person, including any current member, on such conditions and with such entitlements as the committee determines.

5. Friends of the Centre

- (1) The committee may designate a person as a Friend of the Centre where a person does not fulfil the requirements for membership, but who, in the opinion of the committee, are supportive of the statement of objects of the centre.
- (2) A Friend of the Centre shall not have voting rights and not be eligible to be an office bearer or committee member, but may be conferred such other entitlements as the committee determines.

6. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the centre.

7. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8. Resignation of membership

- a) A member of the centre who has paid all amounts payable by the member to the centre in respect of the member's membership may resign from membership of the centre by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- b) If a member of the centre ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

- a) The public officer of the centre must establish and maintain a register of members of the centre specifying the name and address of each person who is a member of the centre together with the date on which the person became a member.
- b) The register of members must be kept in New South Wales
 - i. at the main premises of the Centre; or
 - ii. if the association has no premises, at the Centres official address.
- c) The register of members must be open for inspection, free of charge, by any member of the centre at any reasonable hour.
- d) A member of the centre may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be available for inspection.
- f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - g) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association, or
 - h) any purpose necessary to comply with a requirement of the Act or Regulation.

10. Fees and subscriptions

- (1) A member of the centre, other than a life member, must, on admission to membership, pay to the centre a fee of [\$1] or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the centre, other than a life member, must pay to the centre an annual membership fee of [\$2] or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

11. Members' liabilities

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

12. Resolution of internal disputes

(1) Disputes between members (in their capacity as members) of the centre, and disputes between members and the centre, are to be resolved following the grievance procedures laid down by The Australian Contemplative Observatory Inc. from time to time and contained in The Australian Contemplative Observatory Inc. manuals, handbooks and other guidelines, but if no such procedures are available or are incomplete, the dispute between a member or members and the Centre shall be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre the dispute is to be referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the committee by any member that a member of the centre:
 - a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the centre.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the centre or suspend the member from membership of the centre if, after considering the complaint and any submissions made in connection with the

complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the centre confirms the resolution under rule 12(5),

whichever is the later.
- (6) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

14. Right of appeal of disciplined member

- (1) A member may appeal to the centre in general meeting against a resolution of the committee, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the centre to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the centre convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the centre passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The executive committee

15. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the centre, and

- (b) at least three ordinary elected members, each of whom is to be elected at the annual general meeting of the centre under this constitution.
- (2) The office-bearers of the centre are to be:
 - (a) the public officer,
 - (b) the director,
 - (c) the treasurer,
 - (d) the secretary.
- (3) any committee member, must be a member of the centre, and have a commitment to the statement of objects of the centre.
- (4) A committee member may hold up to 2 offices
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) All office bearers and non office bearers of the committee who are not appointed by The Australian Contemplative Observatory Inc. are to be elected at the annual general meeting;
- (7) Elected committee members are, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but are eligible for re-election.
- (8) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the centre to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

16. Powers of executive committee

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

- (a) is to control and manage the affairs of the association in accordance with the objects of the centre, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

17. Election of members and office bearers of committee

- (1) Nominations of candidates for election as members or office bearers of the committee:
 - (a) must be made in writing, signed by 2 members of the centre and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of the centre at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

18. Public Officer

- (1) A public officer is the official point of contact for an incorporated association and one of the authorised signatories
- (2) The Public Officer must be a member of the centre.

19. Centre Director

- (1) Centre Director shall coordinate and supervise the activities of the centre and provide leadership and guidance to the office bearers and members in accordance with the objects of the centre.
- (2) The director must be a member of the centre.

20. The Secretary

- (1) the Secretary of the centre must, as soon as practicable after being appointed as secretary, lodge notice with the centre of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

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

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

and

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

22. Casual vacancies

For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the centre, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under this Constitution, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of committee member

- (1) The association in general meeting may by resolution remove any ordinary member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If an ordinary member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or director (not exceeding a reasonable length) and requests that the representation be notified to the members of the centre, the secretary or the director may send a copy of the representations to each member of the centre or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the director or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such

- other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
 - (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
 - (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (8) At a meeting of the committee:
 - (a) the director or the public officer is to preside, or
 - (b) if the director or public officer absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25. Delegation by committee to sub-committee

- (1) The executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members or non-members of the centre as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

26. Voting and decisions of Committees

- (1) Other than those matters listed in this Constitution requiring The Australian Contemplative Observatory Inc. approval, any question

arising at a meeting of the executive committee or sub committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (2) Each member present at a meeting of the Committee (including the Chair) is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
- (3) A resolution shall only be considered to have been passed concerning any question arising at a meeting of the committee if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.
- (4) Subject to this constitution, the committee may act despite any vacancy on the committee.
- (5) Other than those matters listed in this constitution requiring The Australian Contemplative Observatory Inc. approval, any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

27. Annual general meetings – holding of

- (1) The centre must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The centre must hold its annual general meetings:
 - (a) within 6 months after the close of the association’s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28. Annual general meetings – calling of and business at

- (1) The annual general meeting of the centre is, subject to the Act and to this constitution, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the centre during the last preceding financial year,
 - (c) to elect ordinary members and office bearers of the committee, other than those appointed by The Australian Contemplative Observatory Inc.
 - (d) to receive and consider the statement which is required to be submitted to members under the Act.

- (3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the centre.
- (2) The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the centre.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the centre for any expense so incurred.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the centre, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the centre, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

32. Presiding member - chairperson

- (1) The director or public officer is to preside as chairperson at each general meeting of the centre.
- (2) If the director or public officer are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the centre stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of decisions

- (1) A question arising at a general meeting of the centre is to be determined 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the centre, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the centre, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
 and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. Special resolution

A special resolution may only be passed by the association in accordance with section 39 of the Act.

36. Voting

- (1) On any question arising at a general meeting of the centre a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the centre unless all money due and payable by the member or proxy to the centre has been paid, other than the amount of the annual subscription payable in respect of the then current year.

37. Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

Part 5 Miscellaneous

38. Insurance

- (1) The centre must effect and maintain any insurance required under the Act, or if there is no legal requirement for the centre to maintain insurance, shall effect and maintain such insurance as is required from time to time by The Australian Contemplative Observatory Inc.
- (2) In addition to the insurance required under clause (1), the centre may effect and maintain other insurance.

39. Funds – source

- (1) The funds of the centre are to be derived from course fees, annual subscriptions of members, donations, fundraising activities and such other sources as the committee determines.
- (2) All money received by the centre must be deposited as soon as practicable and without deduction to the credit of the centre's bank account.
- (3) The centre must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Property and Funds – management

- (1) The funds and all property of the centre are to be used only in ways that are consistent with the objects of the centre.
- (2) Subject to any direction given by The Australian Contemplative Observatory Inc., the committee may make decisions to apply the assets of the centre in pursuance of the objects of the centre in such a way as the committee determines.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the centre, being members or employees authorised to do so by the committee.
- (4) Where a Gift Fund (School Building Fund or other) has been established with Deductible Gift Recipient endorsement by the Australian Tax Office, the administration of the Gift Fund will be as detailed in the Statement of Objects of the Fund as set out in Appendix 4.

41. Alteration of objects and rules

- (1) The statement of objects and this constitution may be altered, rescinded or added to only by the members in general meeting, and always subject to the approval of The Australian Contemplative Observatory Inc.
- (2) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

42. Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the centre.

43. Inspection of books

The records, books and other documents of the centre must be open to inspection, free of charge, by a member of the centre at any reasonable hour.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Distribution of Assets on Dissolution

Upon winding up of the Centre under s.8 of the Act, any surplus assets may not be distributed to the members of the Centre, but must be transferred to another entity having objects similar to the Centre, subject to any direction given by Dr B Alan Wallace of The Santa Barbara Institute for Consciousness Studies (SBI), and which has a fund approved by the Commissioner of Taxation as a deductible gift recipient for the purposes of the Commonwealth Taxation Act.

46. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Appendix 1

APPLICATION FOR MEMBERSHIP OF CENTRE

The Australian Contemplative Observatory Incorporated (incorporated under the *Associations Incorporation Act 2009*.)

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)

member of the above named incorporated centre. In the event of my admission as a member, I agree to be bound by the rules of the centre, including its statement of objects, for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member for the centre,
(full name)

nominate the applicant, who is personally known to me, for membership of the centre.

.....
Signature of proposer

Date.....

I,..... a member for the centre,
(full name)

second the nomination of the applicant, who is personally known to me, for membership of the centre.

.....
Signature of seconder

Date.....

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,.....of
(full name) (address)

being a member of The Australian Contemplative Observatory Inc.

hereby appoint of
(full name of proxy) (address)

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

.....day of.....
(month and year)

and at any adjournment of that meeting.

- * My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- * to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the centre.

APPENDIX 3

OBJECTS OF THE INCORPORATED ASSOCIATION**The Australian Contemplative Observatory Incorporated****Statement of Objects**

The Australian Contemplative Observatory Inc. (hereafter called The Centre), is dedicated to:-

The creation of a contemplative observatory in Australia, part of a worldwide network of centres, to facilitate long-term contemplative practice as well as scientific research on the benefits of sustained meditation.

What is a Contemplative Observatory?

It is a facility for long-term retreats where contemplatives of all Buddhist and non-Buddhist traditions can come to train their minds in the practices of shamatha, vipashyana, and the four immeasurables, and other practices which do not disturb the silence required by most meditators. Where meditators and scientists can collaborate together and where retreatants can follow the contemplative training presented by Dr B Alan Wallace, all the way up to its culmination at a very accessible cost or by scholarships and donations.

Meditators who have completed a two month retreat under Alan's guidance are well trained to continue in long-term retreat. Nevertheless, other applicants will be considered on merit and all potential retreatants will be screened for suitability.

It is our objective to create the optimal conditions for this purpose.

Following Alan's advice, we will endeavour to ensure that the centre is well built from the beginning, so that maintenance costs will be minimized over the long term, and that it is comfortable by international standards, so that even older aspiring yogis can meditate in comfort.

Food should likewise be healthy, including vegetarian and non-vegetarian options .

Consideration is to be made as to whether a single lodge or multiple cabins is optimal, and it is recommended that there be a meeting hall in which the yogis can gather for teachings, meditation, and discussions when necessary.”

The Practices:

A Contemplative Observatory can be any retreat centre which can offer a space for long-term shamatha practitioners to meditate.

Nevertheless the central training at a new Contemplative Observatory, inspired by Alan's vision, would be based on *The Vajra Essence*, a Terma by Dudjom Lingpa, with its central practices as taught by Alan Wallace:

- Meditative quiescence
- The Four Applications of Mindfulness (of the body, feelings, mind, and mental objects)
- The Four Immeasurables (compassion, loving-kindness, empathetic joy, and equanimity)
- Dream yoga
- Dzogchen, the Great Perfection

These practices present a direct path leading to the realization of our deepest nature and the potentials of consciousness. These meditations are the essential Buddhist practices for refining the attention, cultivating mindfulness, opening the heart, investigating the nature of the waking state and its relation to dreaming, and finally probing the nature of awareness itself.

Each takes you a step further on the path to enlightenment, yet one doesn't have to believe in any specific creed to engage in them, one will discover through direct experience how they alleviate the afflictions of the mind and bring a greater sense of well-being and fulfillment.

Scientific Collaboration:

The ultimate aim of The Centre is to bring together professionally trained meditators, neuroscientists & psychologists to make discoveries into the very nature of consciousness itself, using first person observation achieving replicable results, as well as measuring the physical changes in neural activity & behavioural changes that occur as a result of long term meditation practice.

This could indeed bring about the “Revolution in the Mind Sciences” that Alan Wallace refers to.

The Centre is a non profit association and all income and property of the Centre must be applied to the promotion of its objects. No portion of property or income is to be paid or transferred directly or indirectly by way of profit to members.

Appendix 4

RULES FOR THE AUSTRALIAN CONTEMPLATIVE OBSERVATORY INC. SCHOOL BUILDING FUND

1. Full name of the Fund

The Australian Contemplative Observatory Inc. School Building Fund.

2. Objects

The objects of the School Building Fund are:

- (a) To exclusively assist with the acquisition, construction or maintenance of building/s and fixture/s of the school buildings used by the Centre;
- (b) "Acquisition" also extends to the liquidation of debt incurred in the purchase of the building;
- (c) To receive, acquire and hold gifts, donations and legacies and devices for the advancement of the School Building Fund.

3. Management

The affairs of the School Building Fund shall be managed by a controlling committee consisting of not less than 3 persons each of whom must be a responsible person as defined in paragraph 21 of TR 95/27.

All members of the fund's controlling committee are also financial members of the Centre.

A casual vacancy occurs in the office of a controlling committee and that office becomes vacant if the committee member –

- (a) dies;
- (b) resigns by notice in writing delivered to the Convenor
- (c) is convicted of an offence under the Associations Incorporation Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than 3 consecutive Committee meetings of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings.

4. Independence

The Fund will be controlled independently of all other activities of the Centre.

5. Powers

Solely for the purpose of carrying out the aforesaid objects and not otherwise, the controlling committee has the following powers:

- (a) To invest and deal with the money of the Fund not immediately required in such a manner as may be permitted by law for the investment of such funds.
- (b) To take any gift or property, whether subject to any special trust or not, for any one or more objects of the Fund.
- (c) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the Fund in the form of donations or otherwise, as approved by the Centre
- (d) To invite members of the public as well as members and friends of the Centre and members of the business community to donate to the Fund

- (e) To conduct a variety of fund raising activities and where joint appeals are conducted by the Centre, in all cases it will be clearly specified whether donations are for the Fund or for other purposes.
- (e) To print and publish any newsletters, periodicals, books or leaflets that the Committee may think desirable for the promotion of the objects of the Fund.

The Controlling Committee must inform the Deputy Commissioner of Taxation by notice in writing of any proposed variation or variations to this document and obtain the Deputy Commissioner of Taxation's written approval

6. Non-profit clause

The income and property of the Fund however derived, shall be applied exclusively towards the promotion of the objects of the Fund as set forth in this constitution and no portion thereof shall be paid or distributed, directly or indirectly by way of dividend, bonus or otherwise to the members of the Centre of Controlling Committee.

Nothing herein contained shall prevent the payment in good faith of bona fide remuneration to any officers or servants of the Association in return for services actually rendered to the Fund or for goods supplied in the ordinary and usual course of business as an arm's length transaction.

7. Dissolution

If on the dissolution of the Fund, any assets of the Fund which remain after satisfaction of all its debts and liabilities and the costs, charges and expenses of the dissolution, that asset shall be transferred to another approved Fund held by any other FPMT centre or activity with similar purposes and any such fund must be endorsed as a Deductible Gift Recipient pursuant to the requirements of the Commonwealth Income Tax Assessment Act 1997.