

# CONSTITUTION OF THE ENGAGED BUDDHISTS FOUNDATION INCORPORATED

(Formally registered as the Association of Engaged Buddhists Incorporated)

## Part 1: Preliminary

### 1. Definitions

1. In this constitution:
  - **Committee member** means an office-bearer of the Foundation.
  - **Exercise** a function includes perform a duty.
  - **Foundation** means the Engaged Buddhists Foundation Incorporated.
  - **Function** includes a power, authority or duty.
  - **Monk** means a fully ordained Buddhist monastic (*Bhikkhu* or *Bhikkhuni*).
  - **Office-bearer** means a Committee member who is elected to an office referred to in clause 10(1).
  - **Register of members** means the register of members maintained under clause 6.
  - **Secretary** of the Foundation means the person holding office under this constitution as secretary, or if no person holds that office, the public officer of the Foundation.
  - **Special general meeting** of the Foundation means a general meeting of the Foundation other than an annual general meeting.
  - **The Act** means the *Associations Incorporation Act 2009* (NSW).
  - **The Regulation** means the *Associations Incorporation Regulation 2022* (NSW).
  - **Treasurer** of the Foundation means the person holding office under this constitution as treasurer.
2. The *Interpretation Act 1987* (NSW) applies to this constitution as if it were an instrument made under the Act.

## Part 2: Charitable Objects and Non-Profit Status

### 2. Charitable Objects

The principal charitable purposes of the Foundation are to advance religion, advance education, and relieve poverty by:

1. Providing direct material, financial, and healthcare support, residential accommodation, and the basic necessities of life to Buddhist Monks who have dedicated themselves to community service and are experiencing poverty, sickness, distress, or financial hardship.
2. Supporting the spiritual, monastic, and pastoral work of such Buddhist Monks within the

Australian community.

3. Supporting qualified lay Buddhist teachers, lecturers, and practitioners in the delivery of Buddhist teachings, counseling, and spiritual or emotional care.
4. Collaborating with, providing grants to, and supporting registered not-for-profit Buddhist organisations, temples, or community groups to facilitate a broad range of Buddhist activities, including but not limited to:
  - Public meditation classes, mindfulness workshops, and spiritual retreats.
  - Structured courses of study in Buddhist philosophy, history, and ethics across adult, adolescent, and child education frameworks.
  - Active compassion programs, including hospital, hospice, aged care, and prison chaplaincy or visitation services.
  - The publication and digital dissemination of newsletters, journals, and educational materials related to the Dhamma.
  - The promotion of inter-religious dialogue, multicultural integration, and community well-being based on Buddhist principles.

### **3. Non-Profit Status**

1. The Foundation must not conduct its affairs in a way that provides a pecuniary gain for a member of the Foundation.
2. Subject to the Act and the Regulation, the assets and income of the Foundation must be applied solely to pursue the charitable objects set out in clause 2, and no portion may be paid or distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Foundation.

## **Part 3: Members of the Foundation (The Guardians)**

### **4. Membership Structure & Eligibility**

1. The members of the Foundation shall be known as "**Foundation Guardians**".
2. To satisfy the statutory requirement of the Act to maintain at least five members at all times while minimizing administrative overhead, the number of Foundation Guardians shall be kept at a minimum of five (5) and a maximum of twelve (12) individuals.
3. Only individuals who accept the charitable objects of the Foundation are eligible to be Guardians.

### **5. Applications and Admission of Guardians**

1. Upon the adoption of this constitution, the initial Guardians shall consist of the transitioning committee members holding office under the *AEB Constitution 2001 (1).pdf* framework, along with current members of the Association of Engaged Buddhists Incorporated as of the adoption date, who accept the charitable objects of the Foundation, up to a maximum of 12 people.
2. Subsequent vacancies or new appointments to the Guardian pool must be:

- nominated in writing by an existing Guardian, and
  - approved by a simple majority vote of the Committee.
3. No entrance fees or annual subscriptions are payable by Guardians unless otherwise determined by the Committee.

## **6. Register of Members**

1. The Secretary must establish and maintain an electronic register of the Guardians.
2. The register must include for each Guardian:
  - Their full name,
  - An email address, and
  - The date on which they became a Guardian and/or ceased to be a Guardian.

## **7. Member Liabilities**

The liability of a Guardian to contribute to the payment of the debts and liabilities of the Foundation, or the costs of winding up, is limited to any outstanding fees under clause 5(3) (which is nil, unless otherwise resolved).

## **8. Resolution of Internal Disputes**

1. A dispute between Guardians (in their capacity as members), or a dispute between a Guardian and the Foundation, must be referred to a Community Justice Centre in New South Wales for mediation under the *Community Justice Centres Act 1983*.
2. If the dispute is not resolved by mediation within three (3) months of referral, it must be referred to arbitration in accordance with the *Commercial Arbitration Act 2010* (NSW).

# **Part 4: The Committee (Management Structure)**

## **9. Functions of the Committee**

Subject to the Act, the Regulation, and this constitution, the Committee:

1. Controls and manages the affairs of the Foundation.
2. May exercise all functions that may be exercised by the Foundation, other than those explicitly reserved for the Guardians in general meetings.

## **10. Composition of Committee**

1. The Committee shall consist of exactly three (3) office-bearers elected from among the Guardians:
  - The President
  - The Secretary
  - The Treasurer
2. To minimize administrative roles, a single committee member may concurrently hold up to two offices, except that the same person cannot hold both the offices of President and Secretary.

3. There shall be no ordinary committee members.

## **11. Election and Term of Office**

1. Committee members are elected at the Annual General Meeting (AGM).
2. Nominations may be made in writing prior to, or orally at, the AGM.
3. Each committee member holds office from their election until immediately before the next AGM and is eligible for re-election.

## **12. Vacancies in Office**

1. A vacancy in the office of a committee member arises if the member dies, resigns by written notice, becomes bankrupt, becomes mentally incapacitated, or ceases to be a member of the Foundation.
2. The remaining committee members may appoint a Guardian to fill a casual vacancy until the next AGM.

## **Part 5: Committee Procedures**

### **13. Committee Meetings and Quorum**

1. The Committee must meet at least three (3) times in each 12-month period.
2. The quorum for a meeting of the Committee is two (2) committee members.
3. Committee meetings may be held using telephone, video conferencing, or other electronic means, provided all participating members can hear and communicate clearly with each other.

### **14. Circular Resolutions (Low-Admin)**

The Committee may pass circular resolutions without a meeting. A written resolution, approved in writing or by email by all three committee members, is taken to be a valid decision made at a Committee meeting.

## **Part 6: General Meetings (Guardian Oversight)**

### **15. Annual General Meetings (AGM)**

1. The Foundation must hold an AGM once every calendar year, within six (6) months of the close of its financial year (30 June).
2. The business of the AGM is to confirm previous minutes, receive committee reports on distributions, elect committee members, and receive the annual financial statements.

### **16. Special General Meetings and Notice**

1. The Committee may call a Special General Meeting at any time.
2. Written notice of any general meeting must be sent via email to all Guardians at least 14 days before the meeting, or 21 days if a special resolution is proposed.

3. The quorum for a general meeting is three (3) Guardians present in person or via electronic means.

## **17. Voting and Special Resolutions**

1. Each Guardian has one vote. Proxy voting is not permitted.
2. Standard decisions are made by a simple majority.
3. To ensure strong community oversight, a **Special Resolution** (requiring a 75% majority vote of the Guardians present) is mandatory to approve:
  - Any amendment to this Constitution or the Charitable Objects.
  - The sale, mortgage, or transfer of any real property owned by the Foundation.
  - The voluntary winding up or dissolution of the Foundation.
  - The removal of a sitting Committee member before their term expires.

## **Part 7: Administration and Finance**

### **18. Financial Management & Bank Accounts**

1. The funds of the Foundation are to be derived from donations, grants, investment returns, and other sources determined by the Committee.
2. All funds must be deposited into the Foundation's account with an authorised deposit-taking institution (ADI).
3. All electronic transfers and payments must be approved by two authorised signatories appointed by the Committee.
4. The financial year of the Foundation commences on 1 July and ends on 30 June.

### **19. Custody and Inspection of Records**

1. This constitution, meeting minutes, and financial records must be kept electronically and made available for inspection by any Guardian free of charge.
2. Any notice required to be given under this constitution may be served personally, by pre-paid post, or by email.

### **20. Winding Up and Surplus Property**

1. If the Foundation is wound up, any surplus property must not be distributed to the members.
2. Subject to the Act and the Regulation, all surplus property must be transferred to another organisation that:
  - has charitable objects similar to those of the Foundation,
  - is registered as a charity with the ACNC, and
  - prohibits the distribution of its income and property to its members.