

JIKISHOAN ZEN BUDDHIST COMMUNITY INCORPORATED RULES

Associations Incorporation Reform Act 2012

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Note

The persons who from time to time are members of Jikishoan are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between Jikishoan and its members.

PART 1—PRELIMINARY

1. Name and Vision

(1) The name of the incorporated association is "Jikishoan Zen Buddhist Community Incorporated", referred to in these rules as 'Jikishoan'.

(2) Our vision is to offer transformative Buddhist learning, experience and cultivation for everyone.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

(1) Our **aims** are threefold:

- (a) To promote the teachings, practice and realisation of Shakyamuni Buddha in Australia for the welfare and peace of all.
- (b) To encourage the teachings, methods and practice of all the Buddhas, ancestors and patriarchs associated with the Zen Schools of the Mahayana tradition.
- (c) To promote, encourage, develop and assist the study and practice of Zen Buddhism in Australia with special emphasis on the teachings and methods of Eihei Dogen Zenji and Keizan Jokin Zenji, the founders of the Soto Zen School in Japan.

(2) Our **objectives** are:

- (a) To install and support a resident teacher certified in the Soto Zen Buddhist tradition who is qualified to be the abbot or head priest for the community and who may officiate various duties and services such as lay and monastic ordinations, weddings, funerals and blessings.
- (b) To establish a teaching program, practice program and a program of community activities for Jikishoan's members, and when necessary, to establish a training program, practice program and support system for assistant teachers.
- (c) To invite teachers from the same or other traditions to participate in Jikishoan's teaching program, practice program and other community activities in order to promote greater awareness and understanding of Buddhism.

- (d) To establish, under the guidance of the resident teacher, a Zen training structure including an administrative structure based upon Dogen Zenji's pure standard for Zen communities and upon other Soto Zen Buddhist guidelines, adapting them where necessary to meet local cultural requirements.
- (e) To conduct Zen Buddhist ceremonies, social functions and fund raising activities to support Jikishoan's members and to further Jikishoan's aims and objectives.
- (f) To plan, acquire, provide, maintain and dispose of property, facilities, ceremonial instruments and practice-related items as necessary to meet the requirements of Jikishoan's teaching programs, practice programs and other community activities.
- (g) To establish a process for identifying, addressing and resolving problems and conflicts among Jikishoan's members in order to maintain the harmony of member practice and the effectiveness of administration.
- (h) To devise, maintain and revise as appropriate the official records of Jikishoan's activities, to include but not be limited to: the agendas and minutes of meetings; a membership register; a mailing list; a record of training and practice activities; an asset register; and, financial and other records to meet the requirements of the Associations Incorporation Reform Act 2012.
- (i) To provide financial or non-financial support, where appropriate and necessary, to other organisations from the same or other traditions in order to achieve the aims of Jikishoan to promote greater awareness and understanding of Buddhism.

3. Financial year

The financial year of Jikishoan is each period of 12 months ending on 30 June.

4. Definitions

In these Rules—

Absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Associate member means a member as defined in rule 8(b);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee having management of the business of Jikishoan;

Committee meeting means a meeting of the Committee held in accordance with these Rules;

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

Disciplinary appeal meeting means a meeting of the members of Jikishoan convened under rule 23(3);

Disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

Disciplinary subcommittee means the subcommittee appointed under rule 20;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of the members of Jikishoan convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Honorary member means a member as defined in 8(d)

Jikishoan means Jikishoan Zen Buddhist Community Incorporated

Member means a member of Jikishoan;

Member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Ordained member means a member as defined in rule 8(c)

Practice member means a member as defined in rule 8(a)

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

(1) Subject to the Act, Jikishoan has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), Jikishoan may—

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable.

(3) Jikishoan may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

(1) The assets and income of Jikishoan shall be applied solely in furtherance of its purpose and no portion shall be distributed directly or indirectly to the members of Jikishoan except as bona fide compensation for services rendered or expenses incurred on behalf of Jikishoan.

(2) Jikishoan must not distribute any surplus, income or assets directly or indirectly to its members.

(3) Sub rule (2) does not prevent Jikishoan from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

(1) Jikishoan must have at least 5 members.

8. Categories of membership and association

(1) Jikishoan has four categories of membership.

(a) **Practice Member.** The Practice Member category is for the core membership of Jikishoan. The Practice Member category is intended for people who have undertaken introductory training programs as prescribed by the Committee from time to time and who have indicated an intention to further their practice of Zen Buddhism by participating in Jikishoan's program of activities on a regular basis. Applicants for Practice Member shall be persons who support Jikishoan's Vision, Aims and Objectives as prescribed in Rule 1 & Rule 2 (1) and (2). Practice Members have full voting rights within Jikishoan and may nominate to become a member of the Committee.

(b) **Associate Member.** The Associate Member category is for people who are prior Practice Members of Jikishoan. Associate Members are able to participate fully in Jikishoan activities. Associate Members do not have any voting rights within Jikishoan. Associate Members may not nominate for ordinary membership of Committee.

(c)**Ordained Member.** The Ordained Member category is reserved for a practice member of Jikishoan who has taken the sixteen Bodhisattva Precepts, Kesaya and Oryoki given by Jikishoan’s main teacher or Abbot to the novice monk or lay teacher trainee.

(d)**Honorary Member.** The Honorary Member may be conferred by the Committee on Zen Buddhist teachers or any other persons who have rendered outstanding services to the cause of Zen Buddhism, as determined by the Committee. Honorary Membership may be conferred for life or for a limited period of time as decided by the Committee. Any Zen teacher who is an Honorary Member of Jikishoan shall be entitled to participate in meetings of Jikishoan and in meetings of the Committee. An Honorary Member shall have the same voting rights as a Practice Member.

9. Application for membership

(1) To apply to become a member of Jikishoan, a person must submit a written application to the Secretary stating that the person—

(a)wishes to become a member of the Association; and

(b)supports the purposes of Jikishoan; and

(c)agrees to comply with these Rules.

(2) The application must be signed by the applicant.

(3) A committee member, or another member designated by the Committee, will conduct a face to face interview with the applicant.

10. Consideration of application

(1) As soon as practicable after an application for membership is received the Secretary must refer the application to the Committee

(2) As soon as practicable after receiving the application, the Committee must decide by resolution whether to accept or reject the application.

(3) The Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(4) No reason need be given for the rejection of an application.

11. New membership

(1) If an application for membership is approved by the Committee—

(a)the resolution to accept the membership must be recorded in the minutes of the committee meeting;

(b)the Secretary must notify the applicant of the sum payable under these Rules as the entrance fee and the first year’s annual subscription and request payment within 28 days

(c) on receipt of payment, the Secretary must enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of Jikishoan and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which the person is added to the register of members.

12. Annual subscription and fee on joining

(1) The Committee will determine—

(a) the entrance fee and the amount of the annual subscription (if any) for the following financial year; and

(b) the date for payment of the annual subscription.

(2) The Committee may determine that a lower annual subscription is payable by associate members.

(3) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a subscription fee equal to—

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Committee.

(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

(1) A member of the Association who is entitled to vote has the right—

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting (if present); and

(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and

(f) to inspect the register of members.

(2) A member is entitled to vote if—

(a) the member is a member other than an associate member; and

(b) the member's membership rights are not suspended for any reason.

14. Associate members

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of Jikishoan, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

(1) A member may resign by one month's notice in writing given to Jikishoan.

Note

Rule 74(3) sets out how notice may be given to Jikishoan. It includes by post or email or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than 12 months in arrears.

18. Register of members

(1). The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

i. the member's name;

ii. the address for notice last given by the member;

iii. the date of becoming a member;

iv. the category of membership; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

(3) Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member will be removed from the register of members within 14 days after the person ceases to be a member.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

Jikishoan may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of Jikishoan; or
- (c) has engaged in conduct prejudicial to Jikishoan.

20. Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

- (a) may be Committee members, members of Jikishoan or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that Jikishoan proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that he or she may do one or both of the following—
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from Jikishoan.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from Jikishoan under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - i. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - ii. to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of Jikishoan who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and

iii.that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between—

(a) a member and another member;

(b) a member and the Committee;

(c) a member and Jikishoan.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—

(a) notify the Committee of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

i. if the dispute is between a member and another member—a person appointed by the Committee; or

ii. if the dispute is between a member and the Committee or Jikishoan—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of Jikishoan but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28. Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

(1) The Committee must convene an annual general meeting of Jikishoan to be held within 5 months after the end of each financial year.

(2) The Committee may determine the date, time and place of the annual general meeting.

(3) The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider—

- i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
- ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee.

(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

(1) Any general meeting of Jikishoan, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting held at request of members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.

(2) A request for a special general meeting must—

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

(3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3)—

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

(5) Jikishoan must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33. Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of Jikishoan—

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must—

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed—

i. state in full the proposed resolution; and

ii. state the intention to propose the resolution as a special resolution

(3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

A member may not appoint another member or a non member as his or her proxy to vote and speak on his or her behalf at a general meeting.

35. Use of technology

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) does not have voting rights.

36. Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence of five (5) members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

(b) in any other case—

- i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at general meeting

(1) On any question arising at a general meeting—

- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
- (b) members must vote personally – no proxies are allowed; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

(a) the names of the members attending the meeting; and

(b) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and

(c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of Jikishoan; and

(d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42. Role and powers

(1) The business and affairs of Jikishoan must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of Jikishoan except those powers that these Rules or the Act require to be exercised by general meetings of the members of Jikishoan.

(3) The Committee shall control and manage the training programs, practice programs and other activities including general business activities

(4) Subject to these Rules, the Act and the Regulations, the Committee has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of Jikishoan.

(5) The Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee, or a member any of its powers and functions other than—

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44. Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Five (5) ordinary members elected under rule 53; and
- (f) The Honorary Member/s of Jikishoan, if not otherwise elected.

45. General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that Jikishoan complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of Jikishoan; and
- (b) in accordance with the purposes of Jikishoan (as set out in Rule 2).

(5) Committee members and former committee members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to Jikishoan.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46. President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

47. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal of Jikishoan and, except for the financial records referred to in rule 70(3), all books, documents and securities of Jikishoan in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by Jikishoan and issue receipts for those moneys in the name of Jikishoan; and
 - (b) ensure that all moneys received are paid into the account of Jikishoan as soon as possible after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of Jikishoan from Jikishoan's funds; and

(d)ensure cheques are signed by at least 2 people, who may be committee members or other members of Jikishoan as nominated by the Committee from time to time.

(2) The Treasurer must—

(a)ensure that the financial records of Jikishoan are kept in accordance with the Act; and

(b)coordinate the preparation of the financial statements of Jikishoan and their certification by the Committee prior to their submission to the annual general meeting of Jikishoan.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of Jikishoan.

Division 3—Election of Committee members and tenure of office

49. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.

50. Positions to be declared vacant

At the Annual General Meeting of Jikishoan, after the annual report and financial statements of Jikishoan have been received, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

(1) Nominees for election as officer bearers and ordinary members of the Committee must be financial members of Jikishoan.

(2) Nominations for election of office bearers or ordinary members of the Committee must be:

(a)Made in writing, signed by two (2) members of Jikishoan and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

(b)Delivered to the Secretary of Jikishoan not less than seven(7) days before the date set for the Annual General Meeting.

(3) A candidate may only be nominated for one office or as an ordinary member of the Committee prior to the Annual General Meeting.

(4) If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the Annual General Meeting.

52. Election of President and other office bearers

(1) At the annual general meeting, separate elections must be held for each of the following officer positions—

(a)President;

(b)Vice-President;

(c)Secretary;

(d)Treasurer.

(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated, a ballot must be held in accordance with rule 54.

(4) On his or her election, the new President may take over as Chairperson of the meeting.

53. Election of ordinary members

(1) A single election may be held to fill all five ordinary member positions.

(2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54. Ballot

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to each member present in person.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a)the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b)the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Term of office

(1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(2) A committee member may be re-elected.

(3) A general meeting of Jikishoan may—

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of Jikishoan to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of Jikishoan (not exceeding a reasonable length) and may request that the representations be provided to the members of Jikishoan.

(5) The Secretary or the President may give a copy of the representations to each member of Jikishoan or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Secretary.

(2) A person ceases to be a committee member if he or she—

(a) ceases to be a member of Jikishoan; or

(b) otherwise ceases to be a committee member by operation of section 78 of the Act, including by:

i. becoming insolvent under administration as defined by the Interpretation of Legislation Act 1984; or

ii. becoming a represented person as defined by the Guardianship and Administration Act 1986

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57. Filling casual vacancies

(1) The Committee may appoint an eligible member of Jikishoan to fill a position on the Committee that—

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual general meeting.

(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).

(4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58. Meetings of Committee

(1) The Committee must meet at least 3 times in each year at the dates, times and places determined by the Committee.

(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of Jikishoan at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59. Notice of meetings

(1) Notice of each committee meeting must be given to each committee member at least 2 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at a special committee meeting is the business for which the meeting is convened.

60. Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

(1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

62. Use of technology

(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. Quorum

(1) No business may be conducted at a Committee meeting unless a quorum is present.

(2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of any four (4) of the committee members.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to the same place and the same time and day in the following week.

64. Voting

(1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

(2) Questions arising at a committee meeting or at any meeting of any sub-committee appointed by the committee shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.

(3) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

(4) Subrule (3) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

(5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(6) Voting by proxy is not permitted.

65. Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest that the member has in common with all, or a substantial proportion of, the members of Jikishoan.

66. Minutes of meeting

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following—

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 65.

67. Leave of absence

(1) The Committee may grant a committee member leave of absence from committee meetings for any period deemed acceptable by the committee.

PART 6—FINANCIAL MATTERS

68. Source of funds

The funds of Jikishoan may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69. Management of funds

- (1) Jikishoan must open account/s with a financial institution from which all expenditure of Jikishoan is made and into which all of Jikishoan's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of Jikishoan, the Committee may approve expenditure on behalf of Jikishoan.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Committee and/or any other members of Jikishoan as may be authorized by the Committee from time to time.
- (4) All funds of Jikishoan must be deposited into the account/s as soon as possible after receipt.
- (5) The Treasurer of Jikishoan must:
 - (a) Collect and receive all monies due to Jikishoan and make all payments authorized by Jikishoan; and
 - (b) Keep correct accounts and books showing the financial affairs of Jikishoan with full details of all receipts and expenditure connected with the activities of Jikishoan
- (6) With the approval of the Committee, the Treasurer may maintain a cash float of not more than \$500 (or such other sum as may be approved by the Committee from time to time) provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) Money to be invested pursuant to these Rules may be applied or invested in the purchase of stocks, funds, securities and other investments or property of whatever nature and wheresoever situated including the purchase of any freehold or leasehold property in Australia and whether involving liability or not and whether income producing or not as the Committee in its absolute discretion thinks fit and is in accord with the Purposes of Jikishoan as outlined in Rule 2.
- (8) In the event of the winding up or cancellation of the incorporation of Jikishoan for any reason whatsoever, any member or persons holding any Jikishoan property shall forthwith pay the same to the Committee.

70. Financial records

- (1) Jikishoan must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of Jikishoan are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of Jikishoan;
 - (e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) Before each Annual General Meeting the accounts of Jikishoan shall be duly audited.
- (4) The accounts of Jikishoan shall also be audited at such other time or times during each financial year as the Committee shall in its absolute discretion decide.

PART 7—GENERAL MATTERS

72. Common seal

- (1) Jikishoan has a common seal—
 - (a) the name of Jikishoan must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

73. Registered address

The registered address of Jikishoan is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or

(b)by sending it by post to the member at the address recorded for the member on the register of members; or

(c)by email or facsimile transmission.

(2) Subrule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to Jikishoan or the Committee may be given—

(a)by handing the notice to a member of the Committee; or

(b)by sending the notice by post to the registered address; or

(c)by leaving the notice at the registered address; or

(d)if the Committee determines that it is appropriate in the circumstances—

i.by email to the email address of Jikishoan or the Secretary; or

ii.by facsimile transmission to the facsimile number of Jikishoan.

75. Custody and inspection of books and records

(1) Members may on request inspect free of charge—

(a)the register of members;

(b)the minutes of general meetings;

(c)subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

(2) The Committee may refuse to permit a member to inspect records of Jikishoan that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Jikishoan.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of Jikishoan referred to in this rule and Jikishoan may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Jikishoan and includes the following—

(a)its membership records;

(b)its financial statements;

(c)its financial records;

(d)records and documents relating to transactions, dealings, business or property of Jikishoan.

76. Winding up and cancellation

In the event of the winding up or the cancellation of the incorporation of Jikishoan, the amount which remains after such winding up or cancellation and the satisfaction of all debts and liabilities shall be paid and applied by Jikishoan in accordance with its powers to any organization with similar purposes which is not carried on for the profit or gain of its individual members and otherwise in accordance with the provisions of the Act.

77. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of Jikishoan.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.
