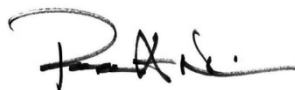


The Constitution of

The Zen Group
Of
Western Australia
(Inc)

This is the annexure of 14 pages marked "A" referred to in
Form 5 signed by me and dated 29 August 2010.



Peter A. Nolin
Member of Council

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1. Name

The name of the Association shall be The Zen Group of Western Australia (Inc).

2. Interpretation

In the event of any question arising as to the interpretation or application of these Rules, the Council shall decide the matter, subject to an appeal for a final decision to a General Meeting of the Group.

2.1 Definitions

In this Constitution, so far as the context permits:

- a) "Act" means the Associations Incorporation Act 1987;
- b) "Association" means the Zen Group of Western Australia, also referred to as the "Zen Group" or "ZGWA";
- c) "Consensus" means allowing the opportunity to hear and discuss a proposed resolution until each person agrees to abide by it;
- d) "Constitution" has the meaning of "Rules of Association" as ascribed in the Act;
- e) "Council" has the meaning of "Committee" as ascribed in the Act;
- f) "Ex Officio" has the meaning of granting the right of attendance at meetings by virtue of title or office but does not confer a vote to the Ex Officio member, unless otherwise conferred by these Rules;
- g) "General Meeting" includes Annual General Meetings and Special General Meetings;
- h) "Special Resolution" has the meaning ascribed by Section 24 of the Act; and,
- i) "Teacher" means the Roshi or Sensei of the Zen Group as recognised by the members from time to time.

2.2 Number & Gender

In this Constitution, unless the context otherwise requires, the singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.

3. Objects

The Objects of the Association are:

To promote the development of the Zen Buddhist religion by the establishment and operation in Western Australia of facilities and the engagement of teachers and other necessary personnel for the teaching and practice of meditation and other spiritual practices and study as taught in the tradition of the Diamond Sangha and by such other means as the Council of the Association may from time to time determine.

4. Powers

The Association has the power to do all such things as are necessary for, or incidental to, the attainment of its Objects.

5. Application of Property and Income

The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these Objects.

6. Membership

6.1 Membership of the Association is open to all natural persons.

6.2 The Council of the Association shall, from time to time determine:

- a) the manner in which persons shall apply for membership of the Association;
- b) the amount of subscription to be paid by the members; and,
- c) the due date for payment of subscriptions.

6.3 The members of the Association shall be:

- a) Those persons who have applied for membership in such manner as the Council has determined and have paid the necessary subscription; and,

- b) Those persons on whom membership has been conferred by the Council.

- 6.4 In the case of honorary Life membership, such membership will be conferred by resolution of the membership in General Meeting.

- 6.5 A member who fails to pay his or her subscription when it is due, or by the Annual General Meeting, ceases to be a member.

- 6.6 A member who delivers notice in writing of his or her resignation from the Association to a member of the Council or Officer of the Association ceases on that delivery to be a member but remains liable for any subscription outstanding at the time of cessation.

- 6.7 This clause is subject to the provisions in this Constitution relating to the expulsion of members (Clause 24).

7. The Council

- 7.1 The affairs of the Association shall be managed by a Council consisting of six (6) elected members of the Association.

- 7.2 The Teacher shall be an Ex Officio member of the Council.

- 7.3 The Council shall in its authority and its actions at all times be subject to the will of the membership of the Association as expressed by resolution at a General Meeting, but no resolution made by the Association shall invalidate any prior act of the Council which would have been valid if that resolution had not been passed.

8. Appointment to the Council

- 8.1 The members of the Council shall be appointed by the members of the Association at the Annual General Meeting for a term of two (2) years.

- 8.2 The terms of the six (6) members shall be staggered, with half the Council retiring at each Annual General Meeting, following the expiration of their two (2) year term, creating three (3) vacancies each year. Retiring Council members are eligible for reappointment.

- 8.3 If the number of nominees for Council is less than or equal to the number vacancies, the nominees will be appointed by the Chair of the meeting.
- 8.4 If the number of nominees exceeds the number of vacancies, a secret ballot shall be held.
- 8.5 Procedure for election by ballot:
- a) each candidate will be assigned a number by the Chair of the meeting;
 - b) each member present and voting will write the number corresponding to the candidate(s) of their choice, for each contested vacancy, on a ballot paper;
 - c) the Chair, under the scrutiny of the Teacher, shall count the ballots and declare the winning nominees duly appointed.

9. Casual Vacancies on Council

- 9.1 A Council member ceases to be a member of the Council and a casual vacancy occurs if he or she:
- a) dies;
 - b) resigns by notice in writing to another Council member;
 - c) ceases to be a member of the Association;
 - d) is convicted of an offence under the Act;
 - e) is permanently incapacitated by mental or physical ill health;
 - f) is absent for more than three (3) consecutive Council meetings; or,
 - g) is absent from three (3) Council Meetings in the same year, of which he or she has received notice without tendering an apology to the Council for each of those Council Meetings.
- 9.2 Where a casual vacancy occurs in the Council, the Council shall, as soon after as is practicable, appoint a member of the Association to fill that vacancy and that member shall be a member of the Council until the next following Annual General Meeting.

10. Proceedings of Council

- 10.1 The Council shall meet together for the dispatch of business on such occasion as the Council sees fit but not less than twice in each year.
- 10.2 Any two (2) members of the Council may convene a meeting of the Council. Such a meeting requires at least seven (7) days notice in writing to each Council member.
- 10.2 A Chairperson shall be appointed at each meeting of the Council.
- 10.3 Subject to this Constitution, the procedure and order of business to be followed at a Council meeting shall be determined by those Council Members present at the meeting.
- 10.4 Three (3) Members of the Council constitute a quorum.
- 10.5 Decisions of the Council shall be made by Consensus except in the circumstance when consensus cannot be reached in which case the issue will be put to a vote:
 - a) the vote will be by simple majority;
 - b) if the vote is tied, the issue can be referred to a General Meeting for resolution.
- 10.6 A declaration by the Chair that a resolution has been passed shall be evidence of that fact.
- 10.7 A Council member having any direct or indirect pecuniary interest of a type referred to in the Act (Sections 21 and 22) shall comply with the provisions of the Act relevant to such interests.

11. General Meetings

- 11.1 The Council may convene a Special General Meeting of the Association at any time subject to the Notice provisions in Rule 13.

11.2 The Council shall, within 30 days of any member of the Council receiving a request in writing from not less than 5 members, convene a General Meeting. The request shall state clearly the matters sought to be addressed at the General Meeting. If a General Meeting is not convened within 30 days of a proper request in writing being received, the members who made the request concerned may themselves convene a General Meeting as if they were the Council. The members convening the meeting shall ensure that notice of the meeting is given to all other members in compliance with Clause 13 as if they were the Secretary. The Council shall ensure that those members convening such a General Meeting are supplied, free of charge, with the particulars of all members of the Association. The Association shall pay the reasonable expenses of convening and holding that meeting unless the Association by resolution at that meeting otherwise resolves.

12. Annual General Meeting

12.1 The Council shall convene an Annual General Meeting in every calendar year.

12.2 The first item of business at an Annual General Meeting, after the appointment of a Chairperson, shall be the consideration of accounts and reports of the Council.

13. Notice

13.1 The Secretary shall give to all members notice in writing of all General Meetings, including meetings adjourned under Clause 16.2(b), not less than seven (7) days prior to a meeting which notice shall indicate the time and place of the meeting and the business proposed to be dealt with at that meeting.

13.2 Notice sent by pre-paid post to the relevant address appearing in the register of members (maintained pursuant to Clause 20.1(c)) shall be sufficient notice to a member for all purposes under this Constitution.

14. Proceedings of all General Meetings

14.1 A Chairperson shall be appointed at each General Meeting.

14.2 Subject to the Act and this Constitution, resolutions at General Meetings shall be made by Consensus except in the circumstance when consensus cannot be reached in which case the issue will be put to a vote:

- a) the vote will be by simple majority;
- b) if the vote is tied, the Chairperson will have a casting vote.

14.3 Any vote to be taken shall be taken in such a manner as the Chairperson directs.

14.4 A declaration by the Chairperson that a resolution has been passed, whether by consensus or by vote, shall be evidence of that fact.

14.5 Each member present at a General Meeting, in person or by proxy, is entitled to a deliberative vote in any vote taken.

15. Proxies

A member may appoint in writing another member to be the proxy of that first member and to attend and vote on behalf of that member at any General Meeting.

16. Quorum in Proceedings at General Meetings

16.1 At a General Meeting, 10 members of the Association or half of the members of the Association, whichever is the lesser, present in person or by proxy, constitute a quorum.

16.2 If, by 15 minutes after the meeting time, no quorum is present, that meeting shall:

- a) in the case of a meeting convened by members under Clause 11.2 be dissolved;
- b) in any other case, be adjourned, as far as is practicably possible, to the same place at the same time on the same day of the following fortnight at which adjourned meeting no quorum shall be necessary.

16.3 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

17. Officers

The Council shall appoint a Secretary and a Treasurer and may create such other offices or officers as it sees fit for the purpose of carrying out the functions of the Council.

18. Working Parties

The Council may create working parties under such titles or styles as it sees fit for the purpose of carrying out the functions of the Council.

19. Eligibility for Appointment to Offices and Working Parties

The Council may appoint any natural person to any office of the Association or to any working party created by it whether that person is a member of the Association or not.

20. Secretary

20.1 The Secretary shall:

- a) co-ordinate the correspondence of the Association;
- b) ensure that full and correct minutes of the proceedings of the Council and the Association are kept;
- c) shall keep and maintain in an up-to-date condition a register of the members of the Association and their postal or residential addresses (Section 27 of the Act);
- d) shall keep and maintain in an up-to-date condition the Constitution of the Association (Section 28 of the Act);
- e) shall maintain a record of the names and residential or postal addresses of the persons who hold the Offices of the Association provided for by the Constitution including all persons who are authorized to use the Common Seal of the Association (Section 29(a) of the Act);
- f) shall maintain a record of the names and residential or postal addresses of the Members of the Council (Section 29(a) of the Act);
- g) shall maintain a record of the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association (Section 29(b) of the Act);
- h) have custody of all books, documents, records and registers of the Association, other than those required to be kept are maintained by, or in the custody of, the Treasurer; and,
- i) perform such other duties as are required of him or her by the Council.

21. Treasurer

21.1 The Treasurer shall:

- a) be responsible for the receipt of all monies paid to or received by the Association and shall issue receipts for those monies in the name of the Association;
- b) pay all monies received by the Association into such account or accounts of the Association as the Council directs;
- c) make payments from the funds of the Association with the authority of a General Meeting or of the Council and in so doing ensure that all cheques are signed by one Council Member as well as him or herself;
- d) keep such accounting records as correctly record and explain the financial transactions and financial position of the Association (Section 25(a) of the Act);
- e) keep the Association's accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time (Section 29(b) of the Act);
- f) keep the Association's accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited (Section 29c of the Act);
- g) shall submit to the members at the Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- h) whenever directed to do so by the Council, submit to the Council a report, balance sheet or financial statement in accordance with that direction;

- i) have custody of all securities, books and documents of a financial nature and accounting records of the Association; and,
- j) perform such other duties as are required of him or her by the Council.

22. Common Seal of the Association

- 22.1 The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- 22.2 The Common Seal of the Association shall not be used on any occasion except with the approval of the Council expressly directed to that specific occasion. Every use of that Common Seal shall be recorded in the minute book of Council proceedings.
- 22.3 The affixing of the Common Seal of the Association shall be witnessed by the Treasurer and any (other) two Members of the Council.
- 22.4 The Common Seal of the Association shall be kept in the custody of the Treasurer or of such other person as the Council from time to time directs.

23. Inspection of the Records of the Association

A member may, at any reasonable time, inspect without charge all records, financial or otherwise, of the Association.

24. Expulsion of Members

- 24.1 A member may be suspended or expelled by, and only by, Special Resolution of the members at a General Meeting.

24.2 The resolution to suspend a member shall be effective for such periods and subject to such terms and conditions as the members by Special Resolution decide.

24.3 The expulsion or suspension of a member shall not be effective unless that member had first been given a reasonable opportunity to be heard by the membership at the relevant General Meeting.

25. Distribution of Surplus Property on Winding Up of the Association

25.1 The Association may be voluntarily wound up by, and only by, special resolution of the members at a General Meeting.

25.2 If on the winding up of the Association any property of the Association remains after Satisfaction of the debts and liabilities of the Association and the expenses of that winding up, that property shall be distributed:

- a) to another incorporated association having objects similar to those of the Association; or,
- b) for charitable purposes, which incorporated association or charitable purpose, as the case may be, shall be determined by resolution of the members in General Meeting.

These rules as amended were adopted as the Constitution and Rules of the “Zen Group of Western Australia” on the 29th day of August 2010.