



RULES

1) Name

The name of the incorporated association is the Australian Teachers of Meditation Association (in these rules called “ATMA” or the “Association”).

2) Definitions

1. In these rules, unless the contrary intention appears:
 - a. “Board” means the Board of Management of the Association.
 - b. “Financial year” means the 12 month period ending on 30th June
 - c. “General Meeting” means a general meeting of members convened in accordance with Rule 12.
 - d. “Member” means a member of the Association.
 - e. “Ordinary member of the Board” means a member of the Board who is not an officer of the Association under Rule 21.
 - f. “The Act” means the Association’s Incorporation Act 1981.
 - g. “The Regulations” means regulations under the Act.
 - h. “Relevant documents” has the same meaning as in the Act
 - i. “The website” means the website of ATMA that is available for public viewing on the internet (world wide web)

2. In the Rules, a reference to the Secretary of an Association is a reference –
 - a. where a person holds office under these Rules as secretary of ATMA – to that person; and
 - b. in any other case, to the public officer of the Association.

3) Alteration of the rules

These Rules, and the Statement of Purposes of ATMA, may only be altered by special resolution at a General Meeting, and any such changes shall be in accordance with the Act.

4) Membership, entry fees and subscription

1. A person who is eligible for membership as provided in these rules and approved by the Board may become a member of ATMA on payment of the entrance fee and annual subscription payable under these rules.

2. An application of a person for membership of the Association must—
 - a. be made in writing in the membership form available on the website or from the Secretary by mail or electronic transmission
 - b. be lodged with the Secretary of ATMA.

3. As soon as is practicable after the receipt of an application for membership, the Secretary shall refer the application to the Board.
4. The Board must determine whether to approve or reject the application.
5. If the Board approves an application for membership, the Secretary must, as soon as practicable –
 - a. notify the applicant in writing of the approval for membership of ATMA
 - b. request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
6. The Secretary shall, upon payment of the amounts referred to in sub-clause (5) within the period referred to in that sub-clause, enter the applicant's name in the register of members.
7. An applicant for membership becomes a member, and is entitled to exercise the rights of membership, when his or her name is entered in the register of members.
8. A right, privilege, or obligation of a person by reason of his or her membership of ATMA:
 - a. is not capable of being transferred or transmitted to another person;
 - b. terminates upon the cessation of membership, whether by death or resignation or otherwise.
9. If the Board rejects an application the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
10. A person shall cease to be a member of ATMA if the person is advised that:
 - a. the subscription is in arrears; and
 - b. the membership will terminate at the end of one month unless the outstanding amount is received by ATMA within that period, and the required amount is not received by ATMA within that period.
11. Entrance fees, eligibility for membership, categories of membership, annual membership subscriptions and requirements to maintain membership shall be as set by the Board from time to time and published on the Association website.

5) Register of Members

1. The Secretary must keep and maintain a register of members containing—
 - a. the name and address of each member; and
 - b. the date on which each member's name was entered in the register.
2. The register is available for inspection free of charge by any member upon request.

6) Ceasing membership

1. A member of ATMA who has paid all moneys due and payable by him or her to ATMA may resign from ATMA by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
2. Upon the expiration of a notice given under sub-clause (1), the secretary shall record in the register of members the date on which the member ceased to be a member.

7) Discipline, suspension and expulsion of members

1. Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of ATMA, the Board may by resolution:
 - a. expel that member from ATMA
 - b. suspend that member from membership of ATMA for a specified period
 - c. fine that member an amount not exceeding \$500.
2. A resolution of the Board under sub-clause (1) does not take effect –
 - a. unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on a member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - b. where the member exercises a right of appeal to the Association under this clause does not take effect unless ATMA confirms the resolution in accordance with this clause.
3. A meeting of the Board to confirm or revoke a resolution passed under sub-clause (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-clause (4).
4. For the purposes of giving notice in accordance with sub-clause (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –
 - a. setting out the resolution of the Board and the ground on which it is based
 - b. stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice
 - c. stating the date, place and time of that meeting
 - d. informing the member that he or she may do one or more of the following:
 - i. Attend the meeting;
 - ii. Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - e. Informing the member that, if at that meeting the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to ATMA in general meeting against the resolution.
5. At a meeting of the Board to confirm or revoke a resolution passed under sub-clause (1), the Board shall –
 - a. give to the member an opportunity to be heard;

- b. give due consideration to any written statement submitted by the member; and
 - c. by resolution determine whether to confirm or to revoke the resolution.
6. If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal against the resolution in a general meeting of ATMA.
7. If the Secretary receives a notice under sub-clause (6), he or she shall notify the Board and the Board shall convene a general meeting of ATMA to be held within 21 days after the date on which the secretary received the notice.
8. At a general meeting of ATMA convened under sub-clause (7) –
 - a. no business other than the question of the appeal shall be transacted
 - b. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c. the member shall be given an opportunity to be heard; and
 - d. the members present shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked.
9. If at the general meeting at least two-thirds of the members vote in person, or by proxy, in favour of the resolution, the resolution is confirmed.
In any other case the resolution is revoked.

8) Disputes and mediation

1. The grievance procedure set out in this rule applies to disputes under these Rules between
 - a. a member and another member
 - b. a member and ATMA
2. The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a dispute-resolution meeting in the presence of a mediator.
4. The mediator must be-
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of ATMA; or
 - ii. in the case of a dispute between a member and ATMA, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of ATMA can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.

7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must –
 - a. give the parties to the mediation process the opportunity to be heard
 - b. allow due consideration by all the parties of any written statement submitted by any party
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9) Annual general meeting (AGM)

1. ATMA shall in each calendar year convene an annual general meeting of its members, at a time, date and place chosen by the Board.
2. The annual general meeting shall be specified as such in the notice convening it.
3. The ordinary business of the annual general meeting shall be:
 - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting
 - b. to receive from the Board reports upon the transactions of ATMA during the last preceding financial year
 - c. to elect officers and the ordinary members of the Board of ATMA
 - d. to receive and consider the statement submitted by ATMA in accordance with section 30(3) of the Act.
4. The annual general meeting may transact any special business of which notice is given in accordance with these rules.

10) Special general meetings

1. In addition to the annual general meeting any other general meetings may be held in the same year.
2. All general meetings other than the annual general meeting are special general meetings.
3. The Board may, whenever it thinks fit, convene a special general meeting of ATMA.
4. If, but for this sub-clause, more than fifteen months would elapse between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

5. The Board shall, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of ATMA.
6. The request for a special general meeting must –
 - a. state the objects of the meeting
 - b. be signed by the members requesting the meeting
 - c. be sent to the address of the Secretary.
7. If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
8. A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by ATMA to the persons incurring the expenses.

11) Special business

All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

12) Notice of general meetings

1. The Secretary of ATMA, at least 14 days before the date fixed for holding a general meeting, or if a special resolution has been proposed at least 21 days before the date fixed, shall cause to be sent to each member of ATMA a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
2. Notice may be sent –
 - a. by prepaid post to the address appearing in the register of members; or
 - b. if the member has requested such, by facsimile or electronic transmission.
3. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
4. A member desiring to bring any business before a meeting may give notice of that business in writing, or electronic transmission, to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13) Quorum at general meetings

1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
2. Eight members personally present (being members entitled under these rules 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 –
 - a. In the case of a meeting convened upon the request of members, the meeting shall be dissolved; and
 - b. in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or 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 the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members being present (being not less than 5) shall be a quorum.

14) Presiding at general meetings

1. The President, or in the President's absence the Vice-President, shall preside as Chairperson at each general meeting of ATMA.
2. If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their numbers to preside as Chairperson at the meeting.

15) Adjournment of meetings

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place.
2. No business shall be transacted at an adjourned meeting other than the business left unfinished from the meeting that was adjourned.
3. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
4. Except as provided in sub-clause (3), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16) Voting at general meetings

1. Upon any question arising at a general meeting of the Association, a member has one vote only.

2. All votes must be given personally or by proxy.
3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17) Poll at general meetings

1. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately, and poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

18) Manner of determining whether a resolution is carried

1. A question arising at a general meeting of ATMA shall be determined on a show of hands, or by a ballot if the Chairperson so decides.
2. A declaration by the Chairperson that a resolution has (i) been carried (ii) carried unanimously (iii) carried by a particular majority, or (iv) lost, and an entry to that effect in the Minute Book, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19) Proxies

1. Each member is entitled to appoint another member as a 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 must be –
 - a. For a meeting of ATMA convened under rule 7(7), in the form set out in Appendix 1; or
 - b. In any other case, in the form set out in Appendix 2, or as sent with the notice of the meeting or provided by the Secretary of ATMA on request.

20) Board of management

1. The affairs of ATMA shall be managed by a Board of Management.
2. The Board –
 - a. shall control and manage the business and affairs of ATMA
 - b. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by ATMA other than those powers and functions that are required by these rules to be exercised by general meeting of the members of ATMA; and
 - c. subject to these rules, and regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ATMA.
3. The Board shall consist of – (a) the officers of ATMA (b) not more than 4 ordinary members – each of whom shall be elected at the annual general meeting of the ATMA in each year.

21) Office holders

1. The officers of ATMA shall be –
 - a. a President
 - b. a Vice-President
 - c. a Treasurer
 - d. a Secretary.

2. Officers on the Board shall be elected annually for a term of 1 year, and shall hold office until the next annual general meeting after the date of his or her election.
3. Each officer shall hold office until the conclusion of the meeting at which that Board member retires but is eligible for re-election at that meeting.
4. In the event of a casual vacancy in any office referred to in sub-clause (1) the Board may appoint one of its members to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

22) Ordinary members of the Board

1. Each ordinary member of the Board shall hold office until the next annual general meeting after the date of his or her election, but is eligible for re-election.
2. In the event of a casual vacancy of an ordinary member of the Board, the Board may appoint a member of ATMA to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of appointment.

23) Election of officers and ordinary board members

1. Nominations of candidates for election as officers of ATMA or as ordinary members of the Board shall –
 - a. be made in writing, signed by 2 members of ATMA and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b. be delivered to the Secretary of ATMA not less than 7 days before the date fixed for the holding of the annual general meeting.
2. A candidate may only be nominated for one office, or as an ordinary member of the board, prior to the annual general meeting.
3. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
4. If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
5. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
6. The ballot for the election of officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

24) Vacancies on the Board

1. The office of an officer of ATMA or of an ordinary member of the Board becomes vacant if the officer or member –
 - a. ceases to be a member of ATMA;
 - b. becomes an insolvent under administration within the meaning of the Corporations Act
 - c. resigns his office by notice in writing given to the Secretary.

25) Meetings of the Board

1. The Board shall meet at least quarterly at such place and such times as the Board may determine.
2. Special meetings of the Board may be convened by the President or by any four (4) of the members of the Board.

26) Notice of Board meetings

1. Written notice of each Board meeting shall be given to each member of the Board at least two business days before the date of the meeting (if previous Board meeting minutes specify future meetings, this shall constitute written notice).
2. Written notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

27) Quorum at Board meetings

1. Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
2. No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
3. The Board members need not all be physically present in the same place for a Board meeting to be held and a quorum to be established. A Board meeting may be held and a quorum be present with one or more of the Board members communicating by telephone conference in which the Board member or members can both hear and be heard by the other Board members as if physically present.

28) Presiding at Board meetings

At meetings of the Board:

- a. the President, or in his absence the Vice-President shall preside; or
- b. if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members shall preside.

29) Voting at Board meetings

1. Questions arising at a meeting of the Board or of any sub-Board appointed by the Board 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 Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote
3. Any member of the Board who has either directly or indirectly an interest in any contract or arrangement made or proposed to be made by ATMA, shall disclose his or her interest at the first meeting of the Board after the acquisition of his or her interest.
4. In accordance with section 29C of the Act, a member of the Board who has any direct or indirect pecuniary interest in a contract or proposed contract with ATMA must not take part in the decision of the Board but may, subject to the provisions of Part V of the Act, take part in any deliberations with respect to that contract.

30) Removal of a Board member

1. ATMA in general meeting may, by resolution, remove any member of the Board before the expiration of his or her term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
2. Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of ATMA (not exceeding a reasonable length) and requests that their representations be notified to the members of ATMA, the secretary or the President may send a copy of the representations to each member of ATMA or, if they are not so sent, the member may require that they be read out at the meeting.

31) Minutes of meetings

The secretary of ATMA must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

32) Funds

1. The treasurer of ATMA must –
 - a. Collect and receive all monies due to the Association and make all payments authorised by the Association
 - b. Keep correct accounts and books showing the financial affairs of ATMA with full details of all receipts and expenditure connected with the activities of ATMA.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by a minimum of two members of the Board.

3. The funds of ATMA shall be derived from entrance fees, annual subscriptions, donations, fund raising efforts and such other sources of income as the Board determines.

33) Seal

1. The Common Seal of ATMA shall be kept in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of ATMA.

34) Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by –

- a. delivering the notice to the member personally; or
- b. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- c. facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- d. electronic transmission, if the member has requested that the notice be given to him or her in this manner.

35) Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act

36) Custody and inspection of books and records

1. Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of ATMA.
2. All accounts, books, securities and any other relevant documents of ATMA must be available for inspection free of charge by any member upon request.
3. A member may make a copy of any accounts, books, securities and any other relevant documents of ATMA.

36) Non-profit association

The assets and income of ATMA shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members, except as bona fide compensation for services rendered or expenses incurred on behalf of ATMA.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 7(7)

I,

(name)

of

(address)

being a member of **Australian Teachers of Meditation Association Inc**, an incorporated association

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that incorporated association, as my proxy to vote on my behalf at the appeal to the general meeting of the association convened under rule 7(7), to be held on—

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

[insert details of resolution passed under rule 7(1)]

Signed

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, *(name)*

of

(address)

being a member of **Australian Teachers of Meditation Association Inc**, an incorporated association

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that incorporated association, as my proxy to vote on my behalf at the *annual/*special general meeting of the association to be held on—

(date of meeting)

and at any adjournment of that meeting.

Signed

Date

*Delete if not applicable
