

ADOPTED PURSUANT TO SPECIAL RESOLUTION OF  
THE COMPANY ON 20<sup>th</sup> OCTOBER, 1991  
AND AMENDED 22<sup>nd</sup> JUNE, 2014 and 30<sup>th</sup> OCTOBER, 2016

The Corporations Law  
A Company not having a share capital and limited by guarantee

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
VIPASSANA MEDITATION  
CENTRE LIMITED**

BOULTON, REX, JULIAN,

Solicitors,

416 George Street,

SYDNEY NSW 2000

DX 212, Sydney

Phone: 232-2766

Fax: 221-7363

The Corporations Law  
A Company not having a share capital and limited by guarantee

*MEMORANDUM OF ASSOCIATION  
OF  
VIPASSANA MEDITATION CENTRE LIMITED*

1. The name of the company is "VIPASSANA MEDITATION CENTRE LIMITED".
2. The registered office of the company will be situated at Sydney or at such other place within New South Wales as the company may from time to time determine.
3. The objects for which the company is established are:
  - (a) To advance the practice of Vipassana as defined in the Articles of Association of the company in its purity, for the reduction or eradication of suffering, and so for the great benefit and welfare of large numbers of people whatever their sex, faith, country or race.
  - (b) To relieve, reduce or eradicate fear, tension, envy, hatred, anger, grief, distress, sorrow, feelings of helplessness and insecurity, and similar mental sufferings among human beings through the practice of Vipassana.
  - (c) To develop peace, tranquillity and happiness among human beings through the practice of Vipassana, and so to help solve the conflicts that arise between family members, and between members of different races, faiths, regions or countries, and therefore to give rise to world peace in its true sense.
  - (d) As many diseases have their root in mental disorders, to eradicate mental disorders among human beings through the practice of Vipassana so that they may be cured of many diseases.
  - (e) To reduce dependence on drugs and other intoxicants among human beings through the practice of Vipassana, since such dependence is a form of mental conditioning which results in great suffering and which is eradicated by Vipassana.
  - (f) To enable human beings to purify their minds so as naturally, to develop qualities of truthfulness, kindness, tolerance, generosity, compassion,

goodwill for all, and mental tranquillity for their own great happiness and welfare through the practice of Vipassana.

- (g) To reduce crime, fraud, corruption, bias, oppression, selfishness, cruelty, violence and similar tendencies among human beings through the practice of Vipassana, since these tendencies arise from the mental conditioning which Vipassana eradicates, and so give rise to peace and harmony in society.
- (h) To encourage and promote integrity, ethical and moral conduct, and a genuine wish to serve others, among the professions, those holding public office, and in all walks of life through the practice of Vipassana so as to establish harmonious and peaceful relations throughout society.
- (i) To aid the creation of pure art that has the perfections of truth, beauty and goodness, through the practice of Vipassana.
- (j) To increase the capacity of human beings to work in a caring and productive way, for their own benefit and that of all other living beings around them, as a result of having developed concentration, energy, compassion, wisdom and understanding through their practice of Vipassana.
- (k) To organise courses in Vipassana and to establish in Australia centres, colleges, libraries, institutions and other facilities, including residential facilities, for the advancement of Vipassana, and to engage suitable persons to give instruction at these and at other convenient places;
- (l) To encourage scientific, medical, social, literary and any other kind of research into and relating to Vipassana;
- (m) To organise and promote seminars, discussions, lectures, broadcasts and public talks for the advancement of Vipassana;
- (n) To record, transcribe, translate, preserve and as relevant distribute, on paper, electronically, and in any other way, suitable words for the advancement of Vipassana;
- (o) To print and publish newspapers, periodicals, books, leaflets, or other documents for the advancement of Vipassana;

- (p) To accept any gifts, donations, subscriptions, advances, legacies and endowments of money or of any form of property whether subject to a special trust or not for the advancement of Vipassana;
  - (q) To borrow and raise money in such manner and on such terms as the Company may think fit;
  - (r) To invest in authorised trustee investments any moneys of the company not immediately required for any of its objects or purposes in such manner as the Company may from time to time determine;
  - (s) To make gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) of subsection (1) of Section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-1964 of the Commonwealth applies, whose objects are similar to those of the company, and whose governing body can be appointed by the Teacher;
  - (t) To establish and support, or aid in the establishment and support of, and co-ordinate and enter into joint ventures with, any other organisation whose objects are not contrary to those of the company, and whose governing body can be appointed by the said Teacher;
  - (u) To purchase or acquire real estate, improved or otherwise, and construct, improve and maintain buildings used in conjunction with the foregoing objects or any of them;
  - (v) To do all such other lawful things as are incidental or conducive to the attainment of the foregoing objects or any of them.
4. The powers set forth in Section 161(1) of the Corporations Law shall not apply to the company except insofar as they are included in Clause 3.
5. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the company or to the Teacher or to any other person representing the Teacher or any member of the Board of Directors provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company in return for any services actually rendered to the company, but so that no member of the Board of Directors

of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the company to the Teacher or to any other person representing the Teacher or any member of the Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company. The company will be made up only of volunteers working together for the objects for which the company is established. The company will not employ any persons.

6. If there be any wilful contravention of the fifth paragraph of this Memorandum the liability of every member of the company who so contravenes such paragraph shall be unlimited. If any member of the company pays or receives any dividend, bonus or other profit in contravention of the fourth paragraph of this Memorandum the liability of every member of the governing body of the company who has concurred in or authorised such payment shall be unlimited and the liability of every member who has received any such dividend, bonus or profit as aforesaid shall be likewise unlimited.
7. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the company and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$50.00.
8. If upon winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the company or to the Teacher or any person representing the Teacher or any member of the Board of Directors, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1)(a) of the Income Tax Assessment Act, 1936, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 5 of this Memorandum, such institution or institutions to be determined by the members of the company at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company. Once at least in every year the accounts of the company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified accountants.
10. Pursuant to Sections 172(3) and (4) and 176 (2) and (3) of the Corporations Law, a special resolution altering or adding to the Memorandum and/or the Articles of Association of the company shall not have any effect, unless a resolution has been passed by consensus at any Board Meeting for which 21 days' notice of the proposed amendment shall have been given and approved by the Centre Teacher.
11. The liability of the members is limited.
12. The full names, addresses and occupations of the subscribers hereto are:

Names, Addresses and Occupations

*Information removed*

The Corporations Law  
A Company not having a share capital and limited by guarantee

*ARTICLES OF ASSOCIATION*  
*OF*  
*VIPASSANA MEDITATION CENTRE LIMITED*

1. In the interpretation of these Articles and the Memorandum of Association, unless the subject or context otherwise requires:
  - (a) Expressions defined in the Corporations Law or any statutory modifications thereof shall have the meanings so defined;
  - (b) "The Law" means the Corporations Law as amended. When any provision of the Law is referred to the reference is to such provision as modified by any law for the time being in force.
  - (c) "The Board" shall mean the Board of Directors of the company.
  - (d) "Vipassana" means the technique more particularly described and explained as follows:
    - (i) Vipassana is a technique of self-observation which eradicates suffering;
    - (ii) The prerequisites of Vipassana are the practice of moral conduct and mental concentration;
    - (iii) Vipassana was discovered by the Buddha in India about 2500 years ago and taught by him out of compassion to large numbers of people; has been carefully preserved by successive generations since then; and is now again being taught out of compassion to large numbers of people by Satya Narayan Goenka of India.
  - (e) "The Teacher" means Satya Narayan Goenka of India and any successor appointed pursuant to these Articles.
  - (f) A Reference in the Memorandum and/or Articles of Association to "consensus" means agreement reached as to the matter at hand without a demand for a vote being made by any member or, where a vote is required on a motion by the Law, no vote is cast against it by any member.

- (g) Words importing, the singular shall include the plural and vice versa. Words of one gender shall include the other genders.
2. The company is established for the purposes expressed in the Memorandum of Association.

#### THE TEACHER

3. The Teacher may from time to time appoint in writing a Representative to act in his stead in relation to the appointment of members and the Teacher may from time to time dismiss in writing such Representative.
4. The Teacher shall be empowered to authorise a successor in writing signed by the Teacher and, on the Teacher's death, such authorised successor shall become the Teacher. "The Teacher" means the Centre Teacher initially appointed by S.N. Goenka for the company in the Vipassana Newsletter published by the Vipassana Research Association dated 28<sup>th</sup> December 2012, and subsequently by successive Centre Teachers holding the position of Centre Teacher for the company.

#### MEMBERS

5. The members of the company shall be those persons appointed by the Teacher or his Representative in writing.
6. A member shall automatically become a Board member and shall, on ceasing to be a Board member, cease to be a member of the company.

#### BOARD OF DIRECTORS

7. The Board shall consist of a President, a Secretary, a Treasurer and up to 20 other Board members and all of the foregoing shall comprise the members of the Company. Appointments of Board members pursuant to Articles 5 and 6 may occur at any time. In addition, each year the President or Secretary shall request the appointment of a succeeding Board of Directors, and upon such appointment being made in accordance with Articles 5 and 6, all former Board members shall cease to hold office. Board members may be re-appointed.



8. A register of Board members shall be kept showing in respect of each member his name, address and the dates of commencement and expiry of membership.
9. A member of the Board may, at any time, resign by delivering or sending by post to the Secretary of the Board a written notice of resignation and such resignation shall relate to both the Board and the company whether stated in the notice or not.
10. A right, privilege, or obligation of a person by virtue of his/her membership of the Board:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon cessation of his/her membership, whether by death, resignation or otherwise.
11. In the event of the company being wound up, no Board member shall be liable to contribute to the assets of the company for payment of the debts or liabilities of the company and for the costs, charges and expenses of the winding up.
12. The management of the company shall be vested in the Board.
13. The Board may meet together for the dispatch of business and adjourn its meetings as it thinks fit. The President may at any time, and the Secretary, on the requisition of any two members of the Board, shall summon a meeting of the Board.
14. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum the continuing member or members may act only for the purpose of informing the Teacher but for no other purpose.

#### VACATION OF OFFICE

15. A member shall cease to be a Board Member and a member of the company:
  - (a) Upon his death.
  - (b) Upon his resignation.

- (c) Upon the expiration of the declared duration of his appointment, as outlined in Article 7.
- (d) Upon the Teacher terminating his membership in writing without having to state his reasons for such termination.
- (e) If he otherwise ceases to be a member of the company.
- (f) If he becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (g) If he holds any office of profit in the company.
- (h) If he is directly or indirectly interested in any contract or proposed contract with the company.
- (i) By operation of Section 228 of the Law.

## MEETINGS

### 16. Annual General Meeting:

The Annual General Meeting of the members shall be held within six months of the end of each financial year, when the Annual Report and financial statements shall be presented, and the accountants' remuneration fixed.

### 17. Extraordinary General Meetings:

Any two members may at any time request the Secretary of the Company in writing to convene an Extraordinary General Meeting, whereafter the Secretary shall convene the meeting within one (1) month.

### 18. Quorum:

At Meetings of the Company a quorum shall consist of three members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such a meeting, at which the meeting may proceed with less than a quorum present.

19. Proceedings at Meetings:

- (a) At every meeting the members present shall elect the chairman of the meeting by consensus.
- (b) The chairman may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (c) At any meeting resolutions shall be decided by consensus and an entry to that effect in the book containing the minutes of the proceedings shall be conclusive evidence of the decision. If no consensus can be reached regarding any matter the Teacher shall be informed so that he may advise as he deems necessary.

20. Notice of Meetings:

The Secretary shall give at least twenty-one days' notice in writing of all meetings to the members specifying the place, the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting. A notice may be given to any member either personally or by sending it by post to him at his address registered with the Company or if he has no registered address to the place of abode of the member last known to the Board. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected in the case of the notice of a meeting on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

21. Minutes:

The Secretary shall cause minutes to be made:

- (a) of all appointments of office-bearers and members;
- (b) of the names of members present at all meetings;

(c) of all proceedings at each meetings, including resolutions passed.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### REGISTERED OFFICE

22. The registered office of the company shall be at such place in New South Wales as the company may from time to time appoint, and the Board of Directors may, as and when they think fit, establish such branch or other offices and make such arrangements for the conduct of the business thereof as they may from time to time deem expedient.

#### THE SEAL

23. The Board of Directors shall supply a common seal which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one member of the Board of Directors and the Secretary or Acting Secretary of the company and these two shall sign every instrument to which the seal of the company is so affixed in their presence.

#### ACCOUNTS

24. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the financial report thereon as required by the Law, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
25. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which shall be laid before a General Meeting shall be, not less than seven days before the date of the meeting, sent to all persons entitled to receive notice of general meetings of the company.

26. The accounts shall be kept at the registered office of the company, or at such other place or places as the Directors think fit and shall, at all reasonable times, be open to the inspection of the members.

#### DISSOLUTION

27. A resolution to dissolve or wind up the company shall not have any effect unless notice is given and approved in writing by the Teacher.

#### INDEMNITY

28. Every Director, Secretary and other office for the time being of the company shall be indemnified out of the assets of the company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court pursuant to Section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.

#### AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

29. Pursuant to Sections 172(3) and (4) and 176(2) and (3) of the Corporations Law, a special resolution altering or adding to The Memorandum and/or the Articles of Association of the company shall not have any effect, unless a resolution has been passed by consensus at any Board Meeting for which 21 days' notice of the proposed amendment shall have been given and approved by the Centre Teacher.