

CONSTITUTION

BRAHMA KUMARIS CENTRES FOR SPIRITUAL LEARNING

1. Name

The name of the company is Brahma Kumaris Centres for Spiritual Learning (referred to in this Constitution as “the Company”).

2. Objects

2.1 The objects of the Company are limited to the following charitable purposes:

- 2.1.1 establish and maintain centres for the study of Brahma Kumaris Raja Yoga spiritual teachings in Australia and abroad;
 - 2.1.2 provide facilities for members of the public, irrespective of colour, creed, language, religion or nationality, to study and practice Brahma Kumaris Raja Yoga in Australia and abroad;
 - 2.1.3 provide support for the teachers of Brahma Kumaris Raja Yoga;
 - 2.1.4 promote the study and practice of Brahma Kumaris Raja Yoga in Australia and abroad:
 - 2.1.4.1 as approved by the spiritual headquarters, *Prajapita Brahma Kumaris Ishwariya Vishwa Vidyalaya* (“PBKIVV”) Mt Abu, Rajasthan, India;
 - 2.1.4.2 as well as, incorporating the spiritual principles contained in the Divine Constitution and By-laws, as adopted by PBKIVV, Mt Abu, Rajasthan, India in so far as they relate to the spiritual teachings of the Company, and:
 - 2.1.4.3 in conjunction with BKIVV’s *Charter of Association on International Functioning of the Brahma Kumaris*.
- as amended time to time.
- 2.1.5 produce educational materials including books and audio and video tapes on Brahma Kumaris Raja Yoga and other related subjects;
 - 2.1.6 organise and/or sponsor various activities to promote moral and spiritual values;
 - 2.1.7 assist and co-operate with other organisations with similar aims and objectives;
 - 2.1.8 assist or take part in any charitable cause or purpose whatsoever and to subscribe to any public national, local or other charities and to grant donations for any charitable purpose.

3. Non-profit company

- 3.1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set forth in this Constitution.
- 3.2 No income or property of the Company may be paid or transferred directly or indirectly otherwise to any member of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

4. Membership

- 4.1 The Company will have one type of membership.
- 4.2 There is no fee for membership of the Company.

Applications for membership

- 4.3 Membership is only open to individuals who follow the path of the Brahma Kumaris and accept and practice the aims, beliefs and principles articulated in the *Charter of Association on International Functioning of the Brahma Kumaris*. They must also show full respect for the teachings, the teachers and the spiritual headquarters. Together these conditions constitute the membership criteria.
- 4.4 Only those individuals who are eligible as per the membership criteria can apply for membership.
- 4.5. An individual must be sponsored for membership by at least two directors of the Company as well as the spiritual head of the Brahma Kumaris in Australia. An application for membership must be in writing, signed by the applicant and the sponsors and, lodged with the Secretary.
- 4.6 An application for membership must be considered by the Board as soon as practicable after it has been received. The Board shall be the final authority to decide to accept, defer, or reject an application for membership. The Board is not required to provide reasons for its decision concerning an application for membership.
- 4.7 Where the Board decides to accept an application for membership, the Secretary must, as soon as practicable after that decision, notify the applicant of that approval and enter the person's name in the register of members. Upon the name being entered into the register the applicant becomes a member of the Company.

Rights associated with membership

- 4.8 Each member of the Company has the following rights:
 - 4.6.1 to receive notice of, attend and vote at general meetings of the Company; and
 - 4.6.2 to be eligible for appointment as a director.

Register of members

- 4.9 The Secretary of the Company must establish and maintain a register of members of the Company. The register must contain the name and address of each person who is a member of the Company together with the date on which the person became a member.
- 4.10 The register of members must be kept at the principal place of administration of the Company and must be open for inspection, free of charge, by any member of the Company at any reasonable hour.

Liability of members

- 4.11 A member must contribute to the assets of the Company, in the event that it is wound up while that member is a member, or within one year afterwards for:
- 4.9.1 payment of the debts and liabilities of the Company contracted before the time at which the member ceased to be a member; and
 - 4.9.2 the costs, charges and expenses of winding up the Company.
- 4.12 The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount of any unpaid membership fees plus a sum not exceeding twenty dollars (\$20).
- 4.13 As between members of the Company, the liability of any member, officer or agent of the Company is limited to the amount of insurance for which the member officer or agent is actually indemnified by any policy of insurance held by the Company.

Cessation of membership

- 4.14 A person ceases to be a member of the Company in the following circumstances:
- 4.14.1 receipt by the Secretary of a notice of resignation signed by the member,
 - 4.14.2 a resolution by the Company that the member's whereabouts have been unknown to the Company for a period exceeding 12 months,
 - 4.14.3 death, or
 - 4.14.4 the termination of membership in accordance with the provisions of this Constitution.

Disciplining of members

- 4.15 The Board may, by resolution, either suspend or terminate a person's membership of the Company.
- 4.16 Before passing a resolution suspending or terminating a person's membership, the Board must give the person concerned:
- 4.14.1 reasonable notice of the matters alleged, and
 - 4.14.2 a fair opportunity to answer the allegations.

- 4.17 When considering suspending or terminating a person's membership the Board must make its decision in a fair, unbiased manner on all the information before it.
- 4.18 If the Board expels or suspends a member, the secretary must within 7 days give written notice to the person concerned of:
 - 4.18.1 the action taken,
 - 4.18.2 the reasons given by the Board for having taken that action, and
 - 4.18.3 the person's right of appeal.
- 4.19 The expulsion or suspension does not take effect:
 - 4.19.1 until the expiration of the period within which the person is entitled to appeal against the resolution concerned; or
 - 4.19.2 if within that period the person exercises the right of appeal, unless and until the resolution is confirmed, whichever is the later.
- 4.20 An affected member may appeal to the Company in a general meeting against a resolution of the Board to expel or suspend him or her.
- 4.21 A notice of appeal must be lodged with the secretary within 7 days after notice of the resolution expelling or suspending them is served on the person.
- 4.22 The notice of appeal must be accompanied by a statement of the grounds on which the person intends to rely for the purposes of the appeal.
- 4.23 On receipt of an appeal notice, the secretary must send all relevant information to the Board which is to convene a general meeting of the Company to be held within 28 days after the date on which the secretary received the notice.
- 4.24 At the general meeting of the Company:
 - 4.24.1 no business other than the question of the appeal is to be transacted;
 - 4.24.2 the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 4.24.3 the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - 4.24.4 If at the general meeting the Company passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

5. Management by Board of Directors

- 5.1 The Company's affairs are to be controlled and managed by the office bearers and other directors who are collectively known as the Board. The directors must meet as often as necessary to conduct the business of the Company.
- 5.2 The Board may function validly provided the number of members is not reduced below five (5). Should the number of members fall below five (5), the remaining members may act only to appoint new board members.

Directors

- 5.3 The Board is to consist of minimum of five (5) and a maximum of ten (10) directors. Each director must be a member of the Company and at least 18 years of age. The Board must elect its own President, Vice President, Treasurer, Chair and appoint a Secretary.
- 5.4 The business and operations of the Company are to be managed and controlled by the Board, and for that purpose the Board may exercise the powers of the Company as if they had been expressly conferred on the Board by a general meeting of the Company.
- 5.5 The powers of the Board are subject to any restrictions imposed by the *Corporations Act* or by the Company's constitution.
- 5.6 The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- 5.7 A director will hold office until:
 - 5.7.1 resignation in writing,
 - 5.7.2 a resolution removing the person from office being passed at a general meeting of the Company,
 - 5.7.3 becoming an employee of the Company,
 - 5.7.4 cessation of membership of the Company,
 - 5.7.5 death, or
 - 5.7.6 ceasing to be a director by operation of the *Corporations Act*.
- 5.8 The Board has the power to appoint any member of the Company to the Board to fill a casual vacancy. Any member so appointed to the Board will hold office until the next Annual General Meeting.
- 5.9 The Company may, by ordinary resolution, remove any director before the expiration of the director's period of office and may, by ordinary resolution, appoint another person in the director's place.

The office bearers

- 5.10 The person appointed as Chairperson by the Board is to act as chairperson at each meeting of the Company and the Board.
- 5.11 If the Chairperson is absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson at the meeting.
- 5.12 The Secretary shall work under the supervision and direction of the President and shall carry out the duties required under the *Corporations Act*.
- 5.13 The Treasurer must ensure that:
- 5.13.1 all money received by the Company is deposited intact at the earliest possible date to the credit of the Company's bank account;
 - 5.13.2 all payments are made by cheque signed by two office bearers or two appointed officers or through a petty cash system;
 - 5.13.3 any major or unusual expenditures are authorised in advance by the President; and
 - 5.13.4 receipts for all money received are to be issued as required.

Honorary service by directors

- 5.14 No director of the Company can be appointed to any salaried office of the Company or any office of the Company paid by fees, and no holder of such an office can be appointed as a director or member.
- 5.15 No remuneration or other benefit in money or money's worth may be paid or given by the Company to any director except for the payment of out-of-pocket expenses incurred by a director in the performance of a duty as a director may be reimbursed to the director. Any other payments such as director's fees or other remuneration can only be made if it has been approved by a resolution passed at a General Meeting of the Company.
- 5.16 A director must take no part in the decision making process when the meeting is considering:
- 5.16.1 the appointment, conditions of service, or remuneration of a person who belongs to the director's immediate family;
 - 5.16.2 any proposal for the supply of goods or services by the director; or
 - 5.16.3 any proposal for the supply of goods or services by a person who belongs to the director's immediate family
- 5.17 A director who is directly or indirectly interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.
- 5.18 A director who occupies a position or owns property which may lead to a conflict with his or her duties or interests as a director must declare the fact and the nature of the conflict.
- 5.19 The secretary of the Company must record every declaration made under clauses 5.18 and 5.19 in the minutes of the meeting at which it was made.

Proceedings of the Board

- 5.20 Meetings of the Board are to be held as often as necessary to conduct properly the business of the Company, and must in any case be held at least quarterly.
- 5.21 Questions arising at any Board meeting are to be decided by consensus. If a consensus cannot be reached by the end of a meeting a vote must be taken.
- 5.22 If there is an equality of votes, whether on a show of hands or on a ballot, the President is entitled to a second or casting vote. If the President is not present at a meeting where there is an equality of votes then the motion shall not be carried.
- 5.23 The President or any two directors may, and the Secretary must, if requested by the President or any two directors at any time, call a meeting of the Board.
- 5.24 The quorum necessary for the transaction of business by the Board is five (5) Board members.
- 5.25 Except in special circumstances determined by the President, at least 48 hours notice must be given to the directors of all meetings of the Board.
- 5.26 The Board may function validly provided its number is not reduced below the quorum. Should the number of Board members fall below the quorum, the remaining Board members may act only to appoint new Board members.

Minutes

- 5.27 The Board must keep minutes of meetings made in books provided for the purpose, and, in particular:
 - 5.28.1 of all appointments of officers and employees made by the directors;
 - 5.28.2 of the names of the directors present at each meeting of the Board and of any committee of the Board; and
 - 5.28.3 of all resolutions and proceedings at all meetings of the Company and of directors and of committees of directors.
- 5.28 Minutes must be recorded in the minute book within 14 days of the date of the meeting to which they relate.
- 5.29 The confirmation of minutes must be the first business at the next succeeding meeting of the Company or Board to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.
- 5.30 The minutes are to be kept in the English language.

Transaction of business outside Board meetings

- 5.31 The Board may transact any of its business:
- 5.31.1 by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
 - 5.31.2 at a meeting at which directors (or some directors) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.
- 5.32 A resolution approved under the above rule is to be recorded in the minutes of the meetings of the Board.

Board delegation and Board committees

- 5.33 The Board may, by resolution, delegate to a director or committee of two or more directors, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution. The Board may by resolution revoke wholly or in part any such delegation.
- 5.34 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- 5.35 Notwithstanding a delegation under this rule, the Board may continue to exercise all or any of the powers delegated.
- 5.36 In accordance with the Company's objects, the Board may establish Brahma Kumaris Raja Yoga centres throughout Australia and abroad. In doing so, the Company shall ensure that these centres are properly managed by Centre sub-committees.
- 5.37 The Board may delegate to one or more centre sub-committees (each of which must consist of at least one member of the Company) the power to manage the relevant Centre. In making such a delegation, the Board must provide written guidelines or by-laws for the guidance of the sub-committee.

6 General meetings

- 6.1 A general meeting of members of the Company called the 'Annual General Meeting' must be held:
- 6.1.1 at least once in every calendar year;
 - 6.1.2 within five (5) months of the end of the Company's financial year; and
 - 6.1.3 at a time and place determined by the Board.
- 6.2 Any two directors may convene a general meeting of the Company. A general meeting must also be convened on the requisition of members entitled to exercise at least 5% of the total voting rights in the Company. In either case the general meeting must be held as soon as practicable, and not later than two months after the date of the decision or deposit of the requisition.

- 6.3 Every notice convening a general meeting must be in writing and must specify the place, the day and the time of the meeting, the general nature of the business to be transacted. In the case of a general meeting where a special resolution is to be proposed, the notice must set out an intention to propose the special resolution and state the resolution.
- 6.4 At least 21 days' notice of all general meetings and notices of motion must be given to members.
- 6.5 The business of the Annual General Meeting is:
- 6.5.1 to receive and consider the accounts, statements and reports prescribed by the *Corporations Act*;
 - 6.5.2 to appoint the auditor (where necessary);
 - 6.5.3 to appoint directors to fill any vacancies on the Board ; and
 - 6.5.4 to deal with any other business included in the notice of meeting.
- 6.6 A copy of the accounts, statements and reports prescribed by the *Corporations Act* to be presented at the Annual General Meeting must be provided to full members at least twenty one (21) days before the Annual General Meeting.

Proceedings at general meetings

- 6.7 Five (5) members present in person constitute a quorum for the transaction of the business of a general meeting.
- 6.8 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then:
- 6.8.1 the meeting, if convened upon the requisition of members, is to be dissolved; or
 - 6.8.2 in any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting.
- 6.9 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) will constitute a quorum.

Adjournment

- 6.10 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 6.11 Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each full member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Voting

- 6.12 Questions arising at any meeting of the Company are to be decided by consensus. If a consensus cannot be reached by the end of a meeting a vote must be taken.
- 6.13 At a general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
- 6.13.1 the Chairperson; or
 - 6.13.2 any two members.
- 6.14 Every member present in person has one vote on a show of hands or a ballot.
- 6.15 If there is an equality of votes, whether on a show of hands or on a ballot, the President is entitled to a second or casting vote. If the President is absent from a meeting where there is an equality of votes then the motion shall not be carried.
- 6.16 If a ballot is not demanded, a declaration by the Chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 6.17 If a ballot is demanded, it is to be taken in the manner determined by the Chairperson.
- 6.18 The demand for a ballot may be withdrawn.

Proxies

- 6.19 Members must vote in person and cannot cast a vote by proxy.

7. Financial records

- 7.1 The Company must keep accounting records to correctly record and explain the Company's transactions (including any transactions as trustee) and the financial position of the Company.
- 7.2 The Company must keep its accounting records in a manner that will enable:
- 7.2.1 the preparation of true and fair accounts of the Company; and
 - 7.2.2 the accounts of the Company to be conveniently and properly audited in accordance with the *Corporations Act*.
- 7.3. Each member has the right to inspect the Company's financial records. The Board may restrict the manner and times at which such inspections may take place.
- 7.4. At least once in every year the accounts of the Company must be examined by a qualified auditor who must report to the members in accordance with the provisions of the *Corporations Act*.

8. Distribution of surplus assets

- 8.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Company.
- 8.2 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an association or associations:
 - 8.2.1 with objects similar to the objects of the Company;
 - 8.2.2 whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
 - 8.2.3 chosen by the members of the Company at or before the completion of winding up or dissolution; and
 - 8.2.4 that is exempt from the payment of income tax under the provisions of the *Income Tax Assessment Act 1997*.

9. Resolution of internal disputes

- 9.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the Company, or between a member and the Board the following procedure shall apply:
 - 9.1.1 Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
 - 9.1.2 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.

10 Complaints procedure

- 10.1 The Company must appoint a person to be responsible for the investigation and resolution of all complaints made to the Company by members of the public and staff.
- 10.2 The person appointed to investigate and resolve complaints must report regularly to meetings of the Company and provide details of all complaints received and the way that they have been dealt with.

11. Indemnity

- 11.1 Every director, auditor and other officer of the Company is entitled to be indemnified out of the property of the Company against any liability incurred by the director, auditor or officer in that capacity:
 - 11.1.1 in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the director, auditor or officer, or in which the director, auditor or officer is acquitted; or
 - 11.1.2 in connection with any application in relation to those proceedings in which relief is granted to the director, auditor or officer by the court.

12. Miscellaneous

- 12.1 The Company must provide for the safe custody of the Company's common seal. The common seal may only be used with the authority of the Company. Every instrument to which the common seal is affixed must be signed by a director and countersigned by the secretary or by a second director.
- 12.2 A notice may be given by the Company to any member either personally or by posting it to the member at the member's registered address. A notice sent by post is deemed to have been received two days after the date of posting.

13. Gift Fund

Purpose

- 13.1 The Brahma Kumaris Centres for Spiritual Learning Building Account (“the Gift Fund”) is established to receive gifts of money and property that must be used exclusively for the acquisition, construction and maintenance of the Company’s schools.

Management

- 13.2 The Gift Fund is to be managed and controlled by the Board of directors.
- 13.3 As a public fund, it will have the following characteristics:
 - 13.3.1 The public will be invited to contribute to the Gift Fund.
 - 13.3.2 The public will in fact contribute to the Gift Fund.
- 13.4 The people responsible for the administration or control of the Gift Fund will have a degree of responsibility to the community as a whole due to their tenure of some public office or their position in the community.
- 13.5 The Board must keep proper minutes of all resolutions relating to the Gift Fund.
- 13.6 The Board must ensure that:
 - 13.6.1 All gifts of money to the Gift Fund are kept in a bank account separately from the Company’s other funds.
 - 13.6.2 All items of property given to the Gift Fund are specifically identified as such.
 - 13.6.3 All investment returns from such gifted money or property is recorded as part of the Gift Fund.
 - 13.6.4 All proceeds from the sale of such gifted property are recorded as part of the Gift Fund.
- 13.7 The Board must ensure that correct books and accounts are kept showing the financial affairs of the Gift Fund. These records must be available for inspection by any member of the Company.
- 13.8 At each Annual General Meeting of the Company the Board must present a financial statement which is not misleading and gives a true and fair view for the last financial year of the Gift Fund’s income and expenditure and assets and liabilities.

Restrictions on use of assets and income

- 13.9 The income and assets of the Gift Fund must only be used for the Gift Fund's purpose.
- 13.10 In the fulfilment of its purpose the Gift Fund may:
- 13.10.1 Transfer money or property to the Company for its current or continuing use.
 - 13.10.2 Purchase property or services for use by the Company.
 - 13.10.3 Pay the reasonable costs of managing the Gift Fund such as bank charges, stationery expenses, audit fees and professional fees for fundraising programs.
- 13.11 No remuneration or other benefit in money or money's worth may be paid by the Gift Fund to any director.
- 13.12 No part of the Gift Fund's income or assets may be distributed to the members of the Company other than as genuine remuneration for goods or services supplied to the Gift Fund or for the reimbursement of expenses incurred on behalf of the Gift Fund.

Dissolution of fund

- 13.13 If the Gift Fund is wound up or if its endorsement as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution:
- 13.13.1 to which income tax deductible gifts can be made; and
 - 13.13.2 which has been chosen by the members of the Company.

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