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Tara Institute AGM 2019

R U L E S

“Tara Institute is an FPMT centre and follows FPMT policy, including having an Affiliation Agreement with FPMT Inc.; and Tara Institute has a valid constitution under Australian law which dictates our activities.”

1 February 2019, Executive Committee



Rules of Tara Centre for Wisdom Culture Inc.
Registered No. A0048139U

2 Purposes

The purposes of the Association are to:-

- (a) **Transmit Mahayana Buddhism within a western context** through the study and dissemination of classic Buddhist teachings and meditation; and
- (b) **Maintain its affiliation with FPMT Inc** and its related organisations, founded by Lama Thubten Yeshe and Lama Thubten Zopa Rinpoche.

This is not the complete set of Rules governing TI/TCWC. Both the Rules and the Affiliate Agreement documents are available for download at peterguiliano.com/rules-fpmt-affiliate-agreement and I urge you to familiarise yourself with them.

The Rules can be read online here: peterguiliano.com/wp-content/uploads/2019/03/TCWC-Rules-2014-CURRENT.pdf

PART 2 – POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) **acquire, hold and dispose of real or personal property;**
 - (b) open and operate accounts with financial institutions;
 - (c) **invest its money in any security** in which trust monies may lawfully be invested;
 - (d) **raise and borrow money on any terms** and in any manner as it thinks fit;
 - (e) **secure the repayment of money raised or borrowed**, or the payment of a debt or liability;
 - (f) **appoint agents to transact business on its behalf;**
 - (g) **enter into any other contract** it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person **must submit a written application** to the Committee stating that the person—

I've gone through the Rules in order. These are the ones that I think are worth thinking about and worth having at hand for the AGM.

The ones for the AGM are mainly those that the 2018 EC are either ignoring or else are misrepresenting for one reason or another, mainly to shore up their control and stop anyone who has a different view to theirs.

The other Rules are those that I believe Members should familiarise themselves with, and better understand in order to properly protect the future of TI.

Let's start with 5 Powers of Association. When this has been raised with David Andrews and Judith Mayne, the answer is always that there's nothing to worry about here. But I see no protection against TI's assets being missused. The TCWC School Building Fund (Appendix 3) may be protected, but as I write this, that Fund no longer exists. Whereas the Mavis Avenue property does exist and it is worth a lot of money. Look at (2)(a): dispose of property. Contrary to what I have been told, there is nothing to stop Mavis Avenue from being sold. Nor should there be.

While we need to be alert to illegal actions, my biggest fear is simple incompetence.

I urge Members to instigate a better layer of Checks and Balances to protect TI from rogue players who can so easily take control of TI with no one able to stop or control them.

Membership: Read my concerns in this letter to 2018 Secretary, Justin Setu, at this link: bit.ly/timembership — his response shows perfectly why I worry about this matter.

The 2018 EC has no interest in applying the Rules when it comes to protecting TI.

The Rules state over and over that things "must" be done, but they are simply not done at all and the EC seems annoyed at the suggestion that they ought to be done.

On top of the dangers of not assessing new Members according to the Rules, comes the central question of who is properly eligible to vote and to serve on the EC?

- (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) ***agrees to follow the teachings and advice given by His Holiness the Dalai Lama***; and
 - (d) agrees to comply with these Rules.
- (2) The application—
- (a) ***must be made by the applicant in writing*** in the form set out in Appendix 1 to these rules, and
 - (b) must be signed by the applicant; and
 - (c) must be accompanied by the joining fee; and
 - (d) must be lodged with the secretary of the Association.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) In determining whether to approve or reject the nomination, the Committee may require the nominee to enter an undertaking, written or unwritten, that demonstrates the nominee's commitment to uphold the purposes of the Association.
- (3) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made
- (4) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (5) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and...

19. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

In 2019, two very serious accusations were made against me; that I would not follow FPMT guidelines, and that I attempted to divide the TI community.

Division 3—Grievance procedure

27 Parties must attempt to resolve the dispute

The Rules allow TI to go through a detailed Disciplinary process, and for someone in my position, there is a Grievance procedure and a Mediation process. Neither was followed.

28 Appointment of mediator

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) **give each party every opportunity to be heard**; and
 - (b) allow due consideration by all parties of **any written statement submitted by any party**; and
 - (c) **ensure that natural justice is accorded to the parties** throughout the mediation process.
- (2) The mediator must not determine the dispute.

Note what the Rules say about opportunity to be heard, written statements and natural justice — none of which were offered to me.

For about 2 months, the EC refused to even answer requests for discussion, even when made, twice at least, by the CEO of FPMT, Ven Roger Kunsang. Eventually, mediation was agreed to, but, almost immediately, the EC pulled out before it could go ahead.

My point is that having Rules is important but of no use if the EC refuses to apply them and will not abide by them.

Members must act to protect our Centre.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

31 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) **The ordinary business of the annual general meeting** is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee, other than those appointed by FPMT Inc;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33 Special general meeting held at request of members

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must cause each member of the Association to be given—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 35(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

35 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, **the member may use any other form** that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 34 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form as set out in Appendix 2 to these Rules for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) **If a poll (where votes are cast in writing) is demanded by three or more members on any question—**
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 35(6); and
 - (c) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—THE EXECUTIVE COMMITTEE

Division 1—Powers of Committee

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

45 Composition of Committee

- (2) The Committee consists of the:—
 - (c) Director; and
 - (d) Spiritual Program Coordinator (SPC) (if required to be on the Committee); and
 - (e) Secretary; and
 - (f) Treasurer; and
 - (g) ordinary members (if any) elected under rule 54 or appointed by FPMT Inc.
- (3) Any Committee member, other than the SPC, must be a member of the Association, and have a commitment to the statement of objects of the Association.
- (4) The Spiritual Program Coordinator may only be appointed by FPMT Inc following procedures laid down by FPMT Inc. The spiritual program coordinator may only be removed from office by FPMT Inc.
- (5) If the SPC is not a Committee member, FPMT Inc. may appoint one additional Committee member, who may or may not be an office bearer, and who may only be removed by FPMT Inc.

- (6) Further, if there are more than 7 Committee members, FPMT Inc. may appoint a further additional Committee member, who may or may not be an office bearer, and who may only be removed by FPMT Inc.
- (7) **All office bearers and non office bearers of the Committee** who are not appointed by FPMT Inc. **are to be elected at the annual general meeting;**
- (8) Elected Committee members are, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but are eligible for re-election.
- (9) In the event of a **casual vacancy** occurring in the membership of the Committee, other than the positions of Spiritual Program Coordinator or other member appointed by FPMT Inc; the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (10) In the event of a casual vacancy occurring in the membership of the Committee of the Spiritual Program coordinator or other FPMT Inc appointee, the vacancy shall be filled by member of the Association appointed by FPMT Inc.

46 General Duties

- (1) ***As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.***
- (2) ***The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.***

These first two important duties are not being carried out and so these Rules are ignored and or misrepresented to Members to the detriment and danger of Tara Institute.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47 Director

- (1) The Director shall coordinate and supervise the activities of the Association and provide leadership and guidance to the office bearers and members in accordance with the objects of the Association.
- (2) The Director is appointed by the Committee with advice from FPMT Inc.
- (3) The Director must be a member of the Association.
- (4) To qualify for the position of Director, an individual must profess to be a follower of the teachings of the Spiritual Director of FPMT Inc.
- (5) Subject to subrule (6), the Director is the Chairperson for any general meetings and for any committee meetings.
- (6) If the Director is absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 73 and 76; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.

- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

50 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

51 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) **The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55.**

52 Nominations

- (1) ***Prior to the election of each position***, the Chairperson of the meeting must call for nominations to fill that position.

There is absolutely no ability for the EC to demand a deadline for Nominations.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member’s consent, be nominated by another member.

In fact, if Nominations could be closed before any one election is held — such a deadline would make 52 (3) impossible to function.

The EC’s demand for Nominations before a certain date is not simply impossible to maintain, it is a transparent attempt to control the 2019 AGM.
- (3) A member who is nominated for a position and fails to be elected to that position ***may be nominated for any other position for which an election is yet to be held.***

It is another example of making up Rules that do not exist whilst ignoring those that do exist. This has to be stopped and corrected.

53 Election of the Executive Committee.

- (1) At the annual general meeting, ***separate elections must be held for each of the following positions—***
 - (a) Director;
 - (b) Secretary;
 - (c) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) ***If more than one member is nominated, a ballot must be held in accordance with rule 55.***
- (4) ***On his or her election, the new Director may take over as Chairperson of the meeting.***

54 Election of ordinary members

- (1) **The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.**
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

55 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.

- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

56 Term of office

- (1) Subject to subrule (3) and rule 57, ***a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.***

58 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.

Division 4—Meetings of Committee

67 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (a) any material personal interest disclosed under rule 66.

77 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (a) the minutes of general meetings;
 - (a) subject to subrule (2), the financial records, books, securities and *any other relevant document of the Association, including minutes of Committee meetings.*

PART 8—AFFILIATION WITH FPMT INC

80 Affiliation with FPMT

- (2) After incorporation, the Association shall enter into an affiliation agreement with FPMT Inc.
- (3) The Association will do all things necessary in order to maintain its affiliation with FPMT Inc.

Appendix 3

Rules for the Tara Centre for Wisdom Culture School Building Fund

1. Dissolution

If on the dissolution of the Fund, any assets of the Fund which remain after satisfaction of all its debts and liabilities and the costs, charges and expenses of the dissolution, that asset shall be transferred to another approved Fund held by any other FPMT Centre or activity with similar purposes and any such fund must be endorsed as a Deductible Gift Recipient pursuant to the requirements of the Commonwealth Income Tax Assessment Act 1997.

As we saw at the beginning, TCWC only has two purposes and this is one them. Being affiliated with FPMT is not a minor thing, it is essential.

In the Affiliation Agreement, FPMT has the right, at its sole discretion, to finish the Agreement should it feel that we are not fully maintaining the Agreement.

In the event of Agreement being ended, we are obligated to windup TI and pass the resulting assets onto another Centre.

From the FPMT website:

If a center, project or service is affiliated with FPMT, it means that it follows the spiritual direction of Lama Zopa Rinpoche.

The full set of the TCWC Rules is attached to our Affiliation Agreement.

Is his choice for TI Centre Director the spiritual direction of Lama Zopa Rinpoche?

The Dissolution clause (left) that appears in our Rules only applies to our School Building Fund, it has nothing to do with the clause in the FPMT Affiliation Agreement.

Other documents in this saga are available to read from the links below, or you may prefer to access some of them via these short links:

bit.ly/agmexposed

bit.ly/timember

bit.ly/2019TI

bit.ly/2019cd

peterguiliano.com/where-to-from-here

peterguiliano.com/ti-2019-introduction

peterguiliano.com/2019-timeline

peterguiliano.com/minutes-of-ec-meeting-17-1-2019

peterguiliano.com/justin-legitimate-members

peterguiliano.com/secretarys-reply-legitimate-members

peterguiliano.com/ecs-version-of-agm

peterguiliano.com/roger-february-19

peterguiliano.com/1-february-2019-ec-broadcast-to-members

peterguiliano.com/6-march-letter-from-ec

peterguiliano.com/concept-to-improve-governance

peterguiliano.com/getting-out-of-our-bunkers

peterguiliano.com/looking-ahead

peterguiliano.com/revoke

peterguiliano.com/tara-institute-history-up-to-2000

peterguiliano.com/why-we-need-checks-and-balances