

**RULES OF ASSOCIATION**  
**OzZen**  
*An unincorporated association*

**(1) Overview**

These rules of association (hereinafter "Rules") apply to the unincorporated association which operates under the name of OzZen, a community of Australian Zen practitioners associated with the Ordinary Mind Zen School (hereinafter "OzZen"). These Rules shall be binding on the members of OzZen and shall be enforceable in the courts of New South Wales.

**(2) Definitions**

In these Rules, the following definitions shall apply:

*"Management Committee"* means the committee of OzZen, such committee being created under these Rules.

*"Member"* means a member of OzZen, having attained membership in accordance with these Rules. *"Rules"* means these rules of Association.

**(3) Purpose**

(a) OzZen is established for the following purpose ("the Purpose"): to transmit and maintain the teachings (Dharma) of the Ordinary Mind Zen School ("OMZS") lineage of Zen (Chan) in a form accessible and relevant to the present everyday lives of people living in Australia and other parts of the world.

(b) OzZen may do all things that help it to achieve or further the Purpose, in accordance with these Rules.

(c) We acknowledge that we meet on the ancestral lands of the Gumbaynggirr people, whose lands were never ceded. We acknowledge the First Australians as the traditional custodians of this country, and pay our respects to Elders past, present and emerging.

(d) The purpose of the Ordinary Mind Zen School is set out in the following Mission Statement:

*The Ordinary Mind Zen School intends to manifest and support practice of the Awakened Way, as expressed in the teaching of Charlotte Joko Beck. The school is composed of her dharma successors and teachers and successors they, as individuals, have formally authorised. There is no affiliation with other Zen groups or religious denominations, however, membership in this school does not preclude individual affiliation with other groups. Within the school there is no hierarchy of Dharma Successors.*

*The Awakened Way is universal; the medium and methods of realisation vary according to circumstances. Each Dharma successor in the School may apply*

*diverse approaches and determine the structure of any organisation that s/he may develop to facilitate practice.*

*The successors acknowledge that they are ongoing students, and that the quality of teaching derives from the quality of their practice. As ongoing students, teachers are committed to the openness and fluidity of practice, wherein the wisdom of the absolute may be manifested in/as our life. An important function of this School is the ongoing examination and development of effective teaching approaches to ensure comprehensive practice in all aspects of living.*

*May the practice of this School manifest wisdom and compassion, benefiting all beings.*

#### **(4) Teachers**

OzZen may appoint a person as its Guiding Teacher for such period and on such terms as the members may from time to time determine. Such appointment and its terms shall be recommended by the Management Committee and approved by special resolution of a General Meeting of the members.

The Guiding Teacher shall normally be a person who holds Dharma Transmission within the Ordinary Mind Zen School, but if there is no suitable candidate or if any such candidate is not acceptable to the Sangha, another suitably qualified person who does not hold Dharma Transmission in the Ordinary Mind Zen School may be appointed.

(a) The Guiding Teacher shall have authority to direct all aspects of the practice and teaching transmitted through the OMZS lineage but shall not exercise control over other aspects of the affairs of OzZen.

(b) The Management Committee may exercise a right to review a decision of the Guiding Teacher and shall invite the Guiding Teacher to participate in any such review.

(c) The appointment of the Guiding Teacher shall automatically terminate on expiry of the period of appointment unless renewed by simple resolution of a General Meeting, or otherwise may be terminated at any time by special resolution of a General Meeting and by written notice of that resolution to the Guiding Teacher.

(d) Where deemed necessary the Management Committee may suspend the Guiding Teacher from exercise of all functions and duties by written notice to the Guiding Teacher. Such suspension shall require the Management Committee to call a Special General Meeting to be held within 28 days of the date of notice of suspension at which a special resolution for termination of the appointment of the Principal Guiding Teacher shall be considered.

(e) The Guiding Teacher may resign from the position of Guiding Teacher at any time by written notice to the Management Committee.

(f) The Guiding Teacher shall attend Management Committee meetings, if possible, have rights of audience and debate at Management Committee and General Meetings but shall not exercise a vote and shall withdraw from any meeting if

requested by the Chair when the Guiding Teacher's position or appointment itself is to be discussed.

(g) OzZen may appoint a person or persons to the role of Associate Teacher on the basis that they have received dharma transmission from the Guiding Teacher. Such appointment shall be subject to the same rules of appointment, termination, resignation, and tenure as those applying to a Guiding Teacher. An Associate Teacher shall only direct the practice and teaching of the OMZS lineage to the extent agreed by the Guiding Teacher (if any such exists at that time) and as defined in the terms and conditions of appointment, and an Associate Teacher shall not exercise control over other aspects of the affairs of the Association.

(h) Although the Guiding Teacher shall have authority to make all final decisions in respect to Zen practice and teaching, he/she/they will consult with the Management Committee on a regular basis about all aspects of the teaching curriculum and teaching events such as retreats.

(i) The Guiding Teacher will from time to time, invite members to facilitate peer groups, guided meditations and to give talks. These members will be known as OzZen Facilitators. Facilitation can be seen as training for those members who may aspire to becoming an associate teacher.

## **(5) Powers**

In order to achieve its purpose, OzZen may:

- (a) Raise money via membership fees, event fees, or by donations.
- (b) Open bank accounts.
- (c) Rent rooms/halls and retreat centres (or equivalent).
- (d) Take out insurance.
- (e) Organise courses and events.
- (f) Work with similar Groups and exchange information and advice with them.
- (g) Do anything that is lawful which will help it to fulfil its aim.

## **(6) Membership**

The following conditions apply to membership:

- (a) A person may become a member of the association (or renew their membership) by paying the annual membership fee through the membership link on the OzZen website via credit card or direct deposit. The annual membership runs for one calendar year and falls due in January each year.

(b) By paying their annual membership fee the member agrees to be bound by the rules of the association.

(c) The Management Committee shall determine membership entitlements as the need arises.

## **(7) Management**

The following applies to the Management Committee:

(a) OzZen shall be administered by a Management Committee of not less than three and not more than seven individuals elected at the Group's Annual General Meeting (AGM).

(b) The Officers of the Management Committee shall be the Chairperson, the Treasurer, the Secretary, and the Media Coordinator. A Deputy Chairperson will be appointed to undertake Chairperson duties as required.

(c) The Management Committee may co-opt onto the Committee, up to four individuals, in an advisory and non-voting capacity that it feels will help to fulfil the aim of OzZen.

(d) The Management Committee shall meet at least two times a year.

(e) At least three Management Committee members must be present for a Management Committee meeting to take place.

(f) Voting at Management Committee meetings shall be by a show of hands. If there is a tied vote, then the Chairperson shall have a second vote.

(g) The Management Committee shall have the power to remove any member of the Committee for good and proper reason.

(h) The Management Committee may appoint any other member of OzZen as a Committee member to fill a vacancy, provided that the maximum prescribed is not exceeded.

(i) Members must adhere to the Conflict of Interest policy as stipulated in this governing document.

(j) The Management Committee will consult with members and the Guiding Teacher about all aspects of the teaching curriculum and teaching events such as retreats, to ensure it is relevant to the needs of the membership. Updates on the teaching curriculum will be included in the agenda for every general and annual meeting.

## **8) The Duties of the Officers**

The following describes the duties and responsibilities of Officers of the Committee.

(a) The duties of the Chairperson shall be to:

- (i) chair meetings of the Management Committee and the AGM,
- (ii) represent OzZen at functions/meetings that OzZen has been invited to,
- (iii) act as the spokesperson for OzZen when necessary,
- (iv) monitor OzZen Gmail account for correspondence from ACNC,
- (v) act as correspondent to the ACNC on behalf of OzZen, including notifying ACNC of changes to OzZen's committee,
- (vi) prepare a written report for the AGM and distribute to the membership at least 7 days before the commencement of the AGM,
- (vii) prepare annual information statement for the Australian Charities and Not-for-profits Commission (ACNC) in consultation with the Treasurer.
- (viii) the Deputy Chairperson will undertake the role of Chairperson when they are not available to fulfill their duties.

(b) The duties of the Secretary shall be to:

- (i) keep a record of membership list (name and contact details) up to date,
- (ii) prepare in consultation with the Chairperson the agenda for meetings of the Management Committee and the AGM,
- (iii) record and keep minutes of all meetings (to be stored on the OzZen Google drive),
- (iv) maintain OzZen's register of interests (to be stored on the OzZen Google drive),
- (v) prepare a written report for the AGM and distribute to membership at least 7 days before the commencement of the AGM.

(c) The duties of the Treasurer shall be to:

- (i) supervise the financial affairs of OzZen.
- (ii) keep proper accounts that show all monies received and paid out by OzZen, including liaising with whoever is acting as the Retreat Manager in regards to payments for residential and non-residential retreat,

- (ii) maintain current bank signatories
- (iii) prepare a written report for the AGM and distribute to membership at least 7 days before the commencement of the AGM.

(vi) The duties of the Media Coordinator shall be to:

- a. edit the OzZen Quarterly newsletter (when in circulation),
- b. assist with editing the website as needed, in consultation with the website design consultant,
- c. manage the external media for OzZen (e.g., promotion of retreats, any other activities regarding the purpose of OzZen),
- d. maintain and update the OzZen study guide in consultation with the Guiding Teacher,
- e. attend management committee meetings, and
- f. prepare a written report on activities and present this at the AGM.

## **(9) Finance**

The following applies to management of finances:

- (a) All monies received by or on behalf of OzZen shall be applied to further the purpose of OzZen and for no other purpose.
- (b) Any bank accounts opened for OzZen shall be in the name of OzZen.
- (c) Any cheques issued shall be signed by the Treasurer and one other member of the Management Committee.
- (d) When OzZen becomes incorporated, the Treasurer shall ensure that its accounts are audited or independently examined every year.
- (e) OzZen may not distribute any income or assets to its members, whether directly or indirectly.
- (f) OzZen may pay reasonable out of pocket expenses including travel, childcare and meal costs to members or Management Committee members.
- (g) In order to achieve or further its purpose, OzZen is permitted to do the following:
  - (i) pay a member an amount less than or equal to a fair market rate, for goods or services that the member provides to the Association in accordance with the Purpose, or
  - (ii) provide a benefit to the member, including a financial benefit, if that benefit is in accordance with the Purpose or is necessary to further the Purpose.

## **(10) Annual General Meeting**

The following guidelines apply to the AGM:

(a) OzZen shall hold an Annual General Meeting (AGM) at least once per calendar year.

(b) all OzZen members shall be given at least fourteen days' notice of the AGM and shall be entitled to attend and vote.

(c) The business of the AGM shall include:

(i) receiving a report from the Chairperson on the Group's activities over the year,

(ii) receiving a report from the Treasurer on the finances of the Group,

(iii) receiving a report from the Secretary on the status of financial membership and any other memberships issues,

(iv) receiving a report from the Media Coordinator on the media activities since the previous AGM and any other issues or concerns arising,

(v) receiving a report from the Guiding Teacher summarising teaching activities and plans for the current calendar year,

(vi) receiving feedback from members on the teaching activities and plans for the current calendar year and including ideas and suggestions for future calendar years,

(vii) electing a new Management Committee for the coming year, and

(viii) considering any other matters as may be decided.

(d) At least five members must be present for the Annual General Meeting and General Meeting to take place.

## **(11) General Meetings**

(a) There shall be at least one general meeting each year.

(b) All members shall be entitled to attend and vote.

## **(12) Special General Meeting**

A Special General Meeting may be called by the Management Committee or at least half of all members to discuss an urgent matter. The Secretary shall give all

members fourteen days' notice of any Special General Meeting together with notice of the business to be discussed.

### **(13) Alterations to the Constitution**

Any changes to this Constitution must be agreed by at least two-thirds of those members present and voting at any General Meeting.

### **(14) Dissolution**

The Group may be dissolved at any time if agreed by two-thirds of those members present and voting at any General Meeting. In the event of dissolution any assets remaining after all debts have been paid shall be given to another Group with a similar aim.

### **(15) Conflict of interest policy**

The purpose of this policy is to help Management Committee members of OzZen to effectively identify, disclose and manage any actual, potential, or perceived conflicts of interest to protect the integrity of OzZen and manage risk.

The OzZen Management Committee aims to ensure that Management Committee members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of OzZen. This policy applies to the Management Committee members of OzZen.

#### *15.1 Definition of a conflict of interest*

A conflict of interest occurs when a person's personal interests' conflict with their responsibility to act in the best interests of the charity. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a committee member's duty to OzZen and another duty that the committee member has (for example, to another charity).

A conflict of interest may be actual, potential, or perceived and may be financial or non-financial. These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of the charity and must be managed accordingly.

#### *15.2 Responsibility of the Management Committee*

Any ethical, legal, financial, or other conflicts of interest should be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to OzZen. OzZen will manage conflicts of interest by requiring committee members to:

- Avoid conflicts of interest where possible.



- Identify and disclose any conflicts of interest to the Management Committee.
- Carefully manage any conflicts of interest, and
- Follow this policy and respond to any breaches.

The Management Committee is responsible for:

- Providing opportunity for members to disclose conflicts of interest ahead of the Annual General Meeting, which the Management Committee will discuss and decide appropriate actions at the Annual General Meeting.

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into OzZen's register of interests, as well as being raised with the committee. The register of interests must be maintained by the Secretary and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

#### *15.3 Action required for management of conflicts of interest*

Once a conflict of interest has been appropriately disclosed, the Management Committee (excluding the members disclosing and any other conflicted committee member) will decide what approach to take, including whether the conflict needs to be avoided or simply documented, whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making, and whether there is a possibility of the interest in creating an appearance of improper conduct that might impair confidence in or the reputation of OzZen.

The approval of any action requires the agreement of at least a majority of the Management Committee (excluding any conflicted committee member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

#### *15.4 Compliance with the policy*

If the Management Committee has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board may act against them. This may include seeking to terminate their relationship with OzZen. If a person suspects that a committee member has failed to disclose a conflict of interest, they must discuss with the person in question, notify the committee, or the person responsible for maintaining the register of interests.