

# Constitution

**The Theosophical Society in Australia Limited**  
**ACN 661 991 224**



A company limited by guarantee incorporated in New South Wales under the  
*Corporations Act 2001 (Cth)*

Adopted on incorporation on 26 August 2022

## Table of contents

<b>1.</b>	<b>Name</b>	<b>1</b>
<hr/>		
<b>2.</b>	<b>Origins</b>	<b>1</b>
<hr/>		
2.1	Relation to The Theosophical Society	1
<b>3.</b>	<b>Lodges (Branches)</b>	<b>1</b>
<hr/>		
<b>4.</b>	<b>Objects</b>	<b>1</b>
<hr/>		
4.1	Purpose of the Society Objects of the National Society	1
<b>5.</b>	<b>Interpretation</b>	<b>3</b>
<hr/>		
5.4	Definitions	4
	In this Constitution references to:	4
5.5	Interpretation	5
5.6	Good Standing	6
5.7	Responsible Person	6
<b>6.</b>	<b>Public Not-For-Profit Company</b>	<b>6</b>
<hr/>		
<b>7.</b>	<b>Component Lodges (Branches)</b>	<b>7</b>
<hr/>		
7.1	Definition of a Lodge (Branch)	7
7.2	Lodge (Branch) Rules	7
7.3	Application to form a Lodge (Branch)	8
7.4	Component Lodges (Branches)	8
7.5	Cessation of Lodge (Branch)	8
7.6	Disposition of Property	9
7.7	Eligibility	9
7.8	Format of Lodge (Branch) Name	9
7.9	Certification	10
7.10	Application	10
7.11	Name and Seal of Theosophical Society	10
7.12	Reports - Group Members	10
7.13	Withdrawal of Certification	10
7.14	Coordinator	11
7.15	Rules	11
7.16	Responsibility	11

<b>8.</b>	<b>Membership</b>	<b>11</b>
<hr/>		
8.1	Classes of Members	11
8.3	Eligibility for Membership	11
8.4	Consideration of Application	12
8.5	Notification of Membership	12
8.6	Diplomas	13
8.7	Transfer from Lodge (Branch) to National	13
8.8	Continuing after removal	13
8.9	Changes in Membership	13
8.10	International Transfers	13
8.11	Associate Members	14
8.12	Restrictions on Voting	14
8.13	Honorary Life Membership	14
<b>The Company Code of Conduct</b>		<b>14</b>
<hr/>		
8.14	Introduction	14
8.15	Underpinning principles	15
8.16	Courtesy, Consideration and Cooperation	15
8.17	Diligence	15
8.18	Consequences	16
8.19	Code of Conduct in Action	16
<b>9.</b>	<b>Cessation of Membership within the National Society</b>	<b>18</b>
<hr/>		
	Cessation	18
9.1	Resignation	18
9.3	Lapse for Non-payment of Dues	18
9.5	Termination of Membership	18
9.6	Membership Terminations —Exceptional Circumstances	19
<b>10.</b>	<b>National Society Dues</b>	<b>19</b>
<hr/>		
10.1	Membership dues	19
10.2	Periodic Review	19
10.3	Dues to Adyar	20
10.4	Payment of Dues by Lodges (Branches)	20
10.6	Remission	20
10.7	Transfer of Membership	20
10.8	Life Membership	20

<b>11.</b>	<b>Government of the National Society</b>	<b>21</b>
<hr/>		
11.1	Order of Government	21
11.2	Working Committee	21
	<b>Eligibility to Vote and Hold Office</b>	<b>21</b>
<hr/>		
11.3	Restrictions on Voting	21
11.4	National Officers	21
11.5	State Representatives	22
11.6	Non-Eligibility	22
11.10	Conflict of Interest	23
<b>12.</b>	<b>Duty of Care</b>	<b>23</b>
<hr/>		
<b>13.</b>	<b>Convention</b>	<b>24</b>
<hr/>		
13.1	Composition of Convention	24
13.2	Powers and Functions	24
13.3	The Time and Place of Convention	25
13.4	Attendance at Convention	25
13.5	Non-Members of National Society	25
13.6	Members may speak	25
13.7	Technology	25
<b>14.</b>	<b>Agenda of Convention</b>	<b>26</b>
<hr/>		
14.1	Drawn up by	26
14.2	Chair	26
14.3	Items of Agenda	26
<b>15.</b>	<b>Notices of Motion and Business for Convention</b>	<b>26</b>
<hr/>		
15.1	Who may Move	27
15.2	Requirements of Motion	27
15.3	Circulation	27
15.4	Amendment of a Motion	27
<b>16.</b>	<b>Voting at Convention</b>	<b>28</b>
<hr/>		
16.1	Allocation of Votes	28
16.2	Voting by Lodges (Branches)	28
16.3	Voting by National Members	28
<b>17.</b>	<b>Lodge (Branch) Convention Meeting</b>	<b>28</b>
<hr/>		

17.1	Convention Business	28
17.2	President to Certify	29
<b>18.</b>	<b>Emergency Convention</b>	<b>29</b>
<hr/>		
18.1	Requested by Lodges (Branches)	29
18.2	Notice	30
18.3	Voting	30
<b>19.</b>	<b>National Council</b>	<b>30</b>
<hr/>		
19.1	Composition of National Council	30
19.2	Casual Vacancy	30
19.3	Duties of the National Council	31
19.4	Meetings of National Council	31
19.5	Resolution of National Council without Meeting	32
19.6	Technology	32
19.7	Directors	33
<b>20.</b>	<b>Executive Committee</b>	<b>33</b>
<hr/>		
20.1	Composition of Executive Committee	33
20.2	Powers and Duties	33
20.3	Resolution of Executive Committee Without Meeting	34
20.4	Technology	34
20.5	Appointment of Headquarters Staff and Filling of Vacancies	34
20.6	National Society Magazine	35
20.7	Absence Without Leave	35
20.8	Place and Frequency of Meetings	35
20.9	Quorum	35
20.10	Chair	35
20.11	Minutes to be Supplied	35
20.12	Appeal to National Council on Decision of Executive Committee	35
<b>21.</b>	<b>Nomination and Voting for National Council</b>	<b>36</b>
<hr/>		
21.1	Electoral States	36
21.2	State Representatives	36
21.3	Election of State Representatives	36
21.4	Nominations	36

21.5	When One Nomination	37
21.6	Postal Ballot	37
21.7	Scrutineers	37
21.8	Declaration of Results	37
<b>22.</b>	<b>Nomination and Voting for National President</b>	<b>37</b>
<hr/>		
22.1	Nominations	37
22.2	Postal Ballot	38
22.3	Counting of Votes and Declaration of Result	38
22.4	Tied Vote	38
22.5	When No Candidate	38
22.6	Casual Vacancy	38
<b>23.</b>	<b>National Society Officers</b>	<b>39</b>
<hr/>		
23.1	National President	39
23.2	General Secretary	40
23.3	National Vice-President	40
23.4	National Secretary	41
23.5	National Treasurer	42
23.6	Assistant Treasurer	43
23.7	Education Coordinator	43
<b>24.</b>	<b>Working Committees</b>	<b>44</b>
<hr/>		
24.1	Appointment	44
24.2	Convener	44
<b>25.</b>	<b>Finance and Audit</b>	<b>44</b>
<hr/>		
25.1	Financial Year	44
25.2	Payments	44
25.3	Annual Accounts	44
25.4	Audit	44
25.5	Budget	45
<b>26.</b>	<b>Holding and Administration of Property</b>	<b>45</b>
<hr/>		
26.1	To be Held by Trust Company	45
26.2	Power of Executive Committee	45
26.3	Trust Agreement	45
26.4	Disposition of Property	46

26.6	Application of Income and Property	46
26.7	Members of National Council and Executive Committee to be Members of Trust Company	47
26.8	Vesting of Property on Dissolution of the National Society or a Lodge	47
<b>27.</b>	<b>Register of Members of the National Society</b>	<b>47</b>
27.1	Register kept by National Secretary	47
27.2	Inspection of Register and Circularising Members	48
<b>28.</b>	<b>Indemnity</b>	<b>48</b>
<b>29.</b>	<b>Amendment Of Rules</b>	<b>49</b>
	Procedures	49
<b>30.</b>	<b>Notices</b>	<b>50</b>
30.1	Notice Requirements	50
30.2	When Notices considered given and received	50
<b>Annexure A</b>	<b>Requirements of Lodge (Branch) Rules</b>	<b>51</b>
<b>Annexure B</b>	<b>Advisory Information Re Lodge (Branch) Name and Usage</b>	<b>54</b>
<b>Annexure C</b>	<b>Application, Appointments and Nomination Forms</b>	<b>55</b>

# Constitution

## of

### The Theosophical Society in Australia Limited

#### 1. Name

---

The name of the Company is 'The Theosophical Society in Australia Limited' ACN 661 991 224, hereinafter also referred to as 'the National Society' and sometimes known as the Australian Section of The Theosophical Society.

#### 2. Origins

---

##### 2.1 Relation to The Theosophical Society

The Theosophical Society in Australia is a continuation under a change of name of 'The Theosophical Society Australian Section', previously named 'The Theosophical Society Australasian Section', which was founded and chartered on 1st January, 1895, and became a National Society (or Section) of The Theosophical Society. This last mentioned Association was founded in New York on November 17th, 1875, by Helena Petrovna Blavatsky and Henry Steel Olcott and others, and was incorporated under the laws of British India on April 3rd, 1905, with its Headquarters at Adyar, Madras (Chennai), India (hereinafter referred to as 'The Theosophical Society' or 'the Society'). The Theosophical Society in Australia is a Component Section of The Theosophical Society. The Theosophical Society in Australia was an unincorporated association up until the incorporation of the Company on 26 August 2022

#### 3. Lodges (Branches)

---

The Lodges (Branches) set forth in Rule 7.4 are, at the date of the passing of these Rules as amended, the Component Lodges (Branches) of the National Society.

#### 4. Objects

---

##### 4.1 Purpose of the Society Objects of the National Society

The Society's purpose, as its name implies, is essentially spiritual in aim and content, consisting, as it does, in the pursuit and dissemination of the Divine or Spiritual Wisdom known as Theosophy and synonymously called by some the Wisdom Religion. To this end the Objects for which the National Society is established are:

- (a) To pursue, with particular relevance to Australia, the aims and Objects of The Theosophical Society as set out in paragraphs 4.1(a)(i) to 4.1(a)(iii) below, slightly amended to express the original intent in more modern terms, and with



particular regard, within the scope of paragraphs 4.1(a)(ii) and 4.1(a)(iii), to the advancement of religion, viz:

- (i) To form a nucleus of the Universal Brotherhood of Humanity, without distinction of race, creed, sex, caste or colour;
- (ii) To encourage the study of Comparative Religion, Philosophy and Science;
- (iii) To investigate unexplained laws of Nature and the powers latent in the human being.

And in implementation of these Objects primarily to pursue the study and spread the message of the truths revealed through, synthesized in, and known as Theosophy; and to foster the understanding of, and promote tolerance between, the various religions of the world, and to make available to the public and to study their scriptures, doctrines and philosophies, without infringing the complete freedom of belief of any Member.

- (b) To do all such things as are incidental or conducive to the attainment of the Objects as set out above, or any of them and, in particular, without limiting these:
  - (i) To provide and maintain public lecture halls, meditation, study class and reading rooms, to establish libraries, to engage and, if necessary, pay lecturers, to engage in or provide educational programmes using all current forms of media and to print, publish and distribute literature:
    - (A) On Theosophy and allied religious, scientific, and philosophical subjects and studies related thereto;
    - (B) For the assembly and dissemination of knowledge relating to scientific research into the human spiritual nature and/or the faculties which lie beyond, or are an extension of the physical senses, by whatever names this research or these faculties are known in scientific, religious or ordinary nomenclature.
  - (ii) To promote and maintain direct or auxiliary activities for educational, social, charitable, philanthropic, benevolent and humanitarian work;
  - (iii) To provide, furnish and maintain such musical, scientific or other instruments or means of instruction and recreation as the National Society may deem appropriate;
  - (iv) To conduct book shops for the sale of literature on Theosophy and allied subjects and of such articles as the National Society may consider suitable;
  - (v) To engage, employ or retain Officers, employees, expert and technical advisers, investment fund managers and custodians, agents and other persons, to fix their remuneration and regulate their conditions of employment and to pay honoraria as required

- (vi) To hold, manage and apply the funds of the National Society for the Objects set forth herein provided always that no Member of the National Society shall be entitled to any profit from the National Society;
- (vii) To purchase, take on lease or in exchange or by gift, testamentary disposition or hire or otherwise acquire any real or personal property and any rights or privileges considered necessary or convenient for the purposes of the National Society;
- (viii) To transfer, sell, improve, lease, mortgage, exchange or otherwise deal with all or any part of the property of the National Society;
- (ix) To invest upon mortgage of real estate or any Government or semi Government debentures, stock or bonds or shares or stock of any incorporated company and generally to invest and deal with the moneys of the National Society not immediately required in such manner as may from time to time be determined;
- (x) To build, construct, maintain and alter any buildings or works in accordance with the requirements of the National Society;
- (xi) To borrow or raise or secure the repayment of money in such manner and on such terms and with or without security in all respects as the National Society shall think fit;
- (xii) To welcome to membership any person who is in sympathy with the Objects as set out above.

## 5. Interpretation

---

- 5.1 If any of these Rules are inconsistent with a provision of the Replaceable Rules, these Rules will prevail to the extent of the inconsistency. To the extent that these Rules do not modify or displace a Replaceable Rule, that Replaceable Rule applies.
- 5.2 Despite any other provision in these Rules, if:
- (a) the Corporations Act or the ACNC Act prohibits a thing being done, the thing may not be done;
  - (b) the Corporations Act or the ACNC Act requires something to be done, authority is given for that thing; and
  - (c) a provision of this Constitution is or becomes inconsistent with the Corporations Act or the ACNC Act, that provision must be read down or, failing that, severed from these Rules to the extent of the inconsistency.
- 5.3 Where these Rules are silent upon any matter, such matter shall be governed by the appropriate Rules and Regulations for the time being of The Theosophical Society if any.

## 5.4 Definitions

In this Constitution references to:

<b>ACNC Act</b>	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
<b>Business Day</b>	means a day on which banks are open for business in Sydney excluding a Saturday, Sunday or public holiday in that city.
<b>Code of Conduct</b>	means Rules 8.14 - 8.19.
<b>Convention</b>	means the Convention Business Meeting of the Company also known as the Annual Business Meeting, except in Rule 11 where the Convention shall mean the annual gathering of Members during which that business meeting is held, and except where another meaning is stated or implied.
<b>Corporate Member</b>	means a Member that has agreed to be a Corporate Member pursuant to Rule 20.1 and to provide the \$1.00 guarantee pursuant to Rule 6.5 and are the only members required to contribute to the Company's property pursuant to Section 517 of the Corporations Act.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Executive Committee</b>	means the committee described in Rule 20.
<b>Fellow and Member</b>	means as defined in Rule 8 and shall have synonymous meaning.
<b>Group</b>	means a Group which has received certification under Rule 7.9.
<b>Lodge or Branch</b>	means a Component Lodge or Branch of the National Society; 'Lodge' and 'Branch' are synonymous terms; (refer to Annexure B for information about usage of these terms) The current Lodges and method of forming or removing Lodges are set out in Rule 7.
<b>Member of the National Society</b>	means a Lodge (Branch) Member or a National Member as defined in Rule 8.1.
<b>National Headquarters</b>	means the administrative office of the Company.
<b>National Society</b>	means The Theosophical Society in Australia Limited (see Rule 1).
<b>President</b>	means the President of The Theosophical Society.
<b>Replaceable Rules</b>	means the replaceable rules applicable to a public company under section 135 of the Corporations Act (as referred to in section 141 of the Corporations Act).

**Society** means The Theosophical Society (see Rule 2).

## 5.5 Interpretation

In this Constitution, unless a contrary intention is expressed:

- (a) headings and italicised, highlighted or bold type do not affect the interpretation of this Constitution;
- (b) the singular includes the plural and the plural includes the singular;
- (c) a gender includes all other genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (e) a reference to a 'person' includes any individual, firm, company, partnership, joint venture, an unincorporated body or association, trust, corporation or other body corporate (whether or not having a separate legal personality);
- (f) a reference to a rule, party, annexure, exhibit or schedule is a reference to a rule of, and a party, annexure, exhibit and schedule to, this Constitution and a reference to this Constitution includes any rule, annexure, exhibit and schedule;
- (g) a reference to a decision, ruling or opinion of a Lodge shall mean a decision, ruling or opinion made in accordance with the Rules of the Lodge, or at a duly called General Meeting of the Lodge of which all Members shall have had prior notice;
- (h) a reference to a party to any document includes that party's successors and permitted assigns;
- (i) a reference to time is to Sydney, New South Wales, Australia time;
- (j) a reference to any legislation includes all delegated legislation made under it and includes all amendments, consolidations, replacements or re-enactments of any of them, from time to time;
- (k) a reference to an agreement includes an undertaking, deed, agreement or legally enforceable arrangement or understanding whether or not in writing;
- (l) the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions in this Constitution do not limit what else is included and must be construed as if they are followed by the words 'without limitation', unless there is express wording to the contrary;
- (m) a reference to a month is a reference to a calendar month;
- (n) a financial quarter of the Company shall mean a period of three (3) months ending on the last day of either March, June, September or December;
- (o) a reference to a year shall mean a period of twelve consecutive months;

- (p) if an act or event must occur or be performed on or by a specified day and occurs or is performed after 5.00 pm on that day, it is taken to have occurred or been done on the next day;
- (q) a reference to '\$', 'A\$', 'dollars' or 'Dollars' is a reference to the lawful currency of the Commonwealth of Australia; and
- (r) an expression which is not defined in this Constitution has the same meaning as given under the Corporations Act.

## 5.6 Good Standing

A Member shall be deemed to be in good Standing

- (a) when that Member is an Honorary Life Member of the National Society, or
- (b) when the dues for that Member have been paid or remitted up to and including the most recent financial quarter of the National Society, or
- (c) when that Member is in Good Standing in another Section of The Theosophical Society or at the Headquarters of The Theosophical Society, and
- (d) when the membership of that Member has not ceased in accordance with Rule 8.

## 5.7 Responsible Person

- (a) The term “Responsible Person” shall include any member of the Company’s National Council or Executive Committee.
- (b) Where there are any doubts raised as to the intent of any particular Rule, the decision of the Chair of the relevant Meeting of the Convention, the National Council or the Executive Committee at which this matter is raised shall be final.

## 6. Public Not-For-Profit Company

---

### 6.1 The Company:

- (a) is a public company limited by guarantee
- (b) is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members; and
- (c) does not have the power to issue shares of any kind.

### 6.2 The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects and purposes of the Company as set out in Rule 4 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members, except that nothing in this Constitution will prevent the payment in good faith of:

- (a) remuneration to any officer or employee of the Company or to any Member in return for services actually rendered to the Company;
  - (b) supply of goods or services to the Company in the ordinary course of business by a Member;
  - (c) reasonable allowance and travelling expenses to Directors; or
  - (d) making a payment to a Member in carrying out the Company's objects and purposes.
- 6.3 Subject to Rules 6.1 and 6.2, the Company has the following powers, which may only be used to carry out its objects and purposes as set out in Rule 4:
- (a) the powers of an individual; and
  - (b) all the powers of a public company limited by guarantee under the Corporations Act.
- 6.4 The liability of the Lodges and Members is limited in accordance with Rules 6.5 and 6.6.
- 6.5 In a winding up of the Company, each Corporate Member undertakes to contribute a maximum of one dollar (\$1.00) to the Company for the payment of the:
- (a) debts and liabilities of the Company incurred before the Corporate Member stopped being a Corporate Member;
  - (b) costs, charges and expenses of any winding up; and
  - (c) adjustments of the rights of the Corporate Members amongst themselves.
- 6.6 Members and Corporate Members have no liability to the Company other than as expressly set out in this Constitution.

## 7. Component Lodges (Branches)

---

The following provisions shall have effect:

### 7.1 Definition of a Lodge (Branch)<sup>1 2</sup>

A Lodge (Branch) of The Theosophical Society consists of a body of Members thereof who hold a valid charter signed by the President. Lodges (Branches) within the jurisdiction of the National Society must be affiliated therewith unless coming under Rule 31(c) of The Theosophical Society.

### 7.2 Lodge (Branch) Rules

- (a) A Lodge (Branch) is a self-governing body provided that its Rules are consistent with these Rules and the Rules of The Theosophical Society. A Lodge (Branch)

---

<sup>1</sup> By Rule 36 of The Theosophical Society, all Charters of Lodges (Branches) derive their authority from the President.

<sup>2</sup> Rule 31 (c) of The Theosophical Society provides that a Lodge (Branch), for any serious and weighty reason, sufficient in the opinion of the President to justify such action, may become directly attached to Headquarters at Adyar.

which does not make its own Rules shall be governed by a pattern set of Rules to be forwarded to it by the Executive Committee. If a Lodge (Branch) has approved a draft set of Rules or has approved alterations to a set of Rules previously approved by the Executive Committee, they shall in either case be sent within twenty Business Days to the National Secretary for approval by the Executive Committee, unless they have received such approval before obtaining the approval of the Lodge (Branch).

- (b) Lodge (Branch) Rules shall incorporate the requirements set out in Annexure A to these Rules.

### 7.3 Application to form a Lodge (Branch)

Any seven Members of The Theosophical Society who are Members of the National Society may apply to form a Lodge (or Branch) of the Society, which shall become a Component Lodge (Branch) of the National Society. Such application shall be in duplicate in Form 9 set out in Annexure C, or to like effect, accompanied by a fee of \$2.00. The National Secretary shall place the application before the Executive Committee at the first Meeting thereof for its recommendation to the President thereon and such application shall be transmitted to the President by the National Secretary within a reasonable time.

### 7.4 Component Lodges (Branches)

The Lodges (Branches) set out below are the Component Lodges (Branches) of the National Society as at the date of the last amendment to these Rules:

Name of Lodge (Branch)	Date of Charter
The Adelaide Theosophical Society (Incorporated)	26/ 5/1891
The Blavatsky Lodge of The Theosophical Society (Incorporated), Sydney	22/ 5/1922
The Brisbane Theosophical Society (Incorporated)	21/ 1/1895
The Theosophical Society in Hobart Inc.	7/ 6/1889
The Launceston Theosophical Society (Incorporated)	12/ 1/1901
The Melbourne Theosophical Society (Incorporated)	9/12/1890
The Newcastle Lodge of The Theosophical Society	3/12/1941
The Theosophical Society in Perth (Incorporated)	10/ 6/1897
The Sunshine Coast Theosophical Society	14/10/2003

### 7.5 Cessation of Lodge (Branch)<sup>3</sup>

A Lodge (Branch) forming part of the National Society shall ipso facto cease to be such:

<sup>3</sup> The Provisions of Rule 7.5 of the National Society are in accordance with Rule 36 of The Theosophical Society.

- (a) Upon its membership falling below seven Members and remaining in such a reduced state for six months;
- (b) Upon dissolution of the Lodge (Branch);
- (c) Upon the cancellation of its Charter by the President of The Theosophical Society in accordance with the Rules and Regulations thereof or by the National Council. Cancellation by the National Council shall be subject to the right of appeal to the President within three months of the receipt by the Lodge (Branch) of notification of cancellation, and this notification shall specify that the Lodge (Branch) has this right of Appeal;
- (d) Upon expulsion from The Theosophical Society of the whole of the Members comprising the Lodge (Branch).
- (e) Upon withdrawal from the National Society following approval by the President in accordance with Rule 31(c) of The Theosophical Society.

## **7.6 Disposition of Property**

The Constitution of each Lodge (Branch) must provide that, in the event of the Lodge (Branch) so ceasing to form part of the National Society by reason of Rules 7.5(a), 7.5(b), 7.5(c) or 7.5(d) above, the Charter, records and all property, real or personal, of the Lodge (Branch) shall vest in either the Company or The Australian Section Theosophical Trust as determined by the Executive Committee, with the intention that where possible it will be used to support another Lodge (Branch) in the same State, and the use of the name and seal of the Society shall be discontinued, Provided that in the event of an appeal by the Lodge (Branch) to the President following upon Cancellation of the Charter by the National Council under Rule 7.5(c), the Charter, property and records of the Lodge (Branch) shall be held in trust for the Lodge (Branch) pending the result of the appeal and in the event of the appeal being upheld, such Charter, property and records shall be returned to the Lodge (Branch).

## **7.7 Eligibility**

- (a) The Presidents, Secretaries and other Officers and Committee Members of a Lodge (Branch) shall have been Members in Good Standing for not less than two (2) consecutive years immediately prior to their election.
- (b) In the case of newly formed Lodges (Branches) or in other special circumstances the National Council or National Executive Committee shall have the power to waive the requirement of Rule 7.7(a).

## **7.8 Format of Lodge (Branch) Name**

- (a) The format of the name of a new Lodge (Branch) shall be 'The Theosophical Society in (location)' or 'The Theosophical Society, (location) Lodge (or Branch)', unless there is already a Lodge (Branch) in that location, in which case the proposed name shall be subject to approval by the Executive Committee.
- (b) Where an existing Lodge (Branch) desires to change its name, the proposed name shall be in the format specified above for a new Lodge (Branch) and shall be subject to approval by the Executive Committee; the Charter of the Lodge



(Branch) shall be sent to the National President for endorsement or replacement; and the National President shall notify the international Secretary's office at Adyar for the purpose of recording the change of name in the official records, and for a replacement Charter to be issued where necessary.

## **Groups**

### **7.9 Certification**

The Executive Committee or National Council shall have authority to grant or refuse applications for Certification of a Group and for the withdrawing of Certification of any Group. Certification of the Group shall at all times be contingent upon agreement by the Group to abide by the provisions of Rules 7.10, 7.11 and 7.13.

### **7.10 Application**

Three or more Members, but less than seven, who have been in Good Standing for at least one year may apply for Certification of a Group in which they will take an active part in directing its initial year of operation. Applications shall be made to the National President supported by such information as the Executive Committee may require. The National President shall submit, with written comment thereon when desirable from the nearest Lodge (Branch), all such applications with a recommendation to the Executive Committee for approval or otherwise.

### **7.11 Name and Seal of Theosophical Society**

The approved Certification of the formation of any Group will be notified by the National President with official permission to use the name and seal of The Theosophical Society in conjunction with the Group's name with a requirement to report at six-monthly intervals to the National President on specified matters.

### **7.12 Reports - Group Members**

After the initial year, one or more Members who have been in Good Standing for at least twelve months must at all times be active Members of the authorized Group. Such authorized Groups may contain a maximum of five persons who are not Members of the Society for each Member of the National Society in the Group.

### **7.13 Withdrawal of Certification**

- (a) The approved Certification of the Group may be withdrawn if at any time there are no Members of the National Society active in the Group or if, in the opinion of the Executive Committee, there is any other good and sufficient reason why the approved Certification should be withdrawn. In this event, the Group shall cease using the name and seal of the Society or words implying a connection therewith.
- (b) The National Secretary shall notify the Group Coordinator of any decision of the Executive Committee or National Council to withdraw the Certification of the Group. If the decision to withdraw Certification is made by the Executive Committee, the National Secretary shall also inform the Group that withdrawal

is subject to the right of appeal to the National Council within three months of receiving such notification.

#### 7.14 **Coordinator**

- (a) Within each Group approved or established under Rule 7.10 one of the Group Members, who must at all times be a Member in Good Standing, shall be appointed by the Group as the Coordinator responsible for the operations of the Group and the person to whom all communications are addressed.
- (b) The Coordinator shall be elected annually by the Members of the Group or in the event of any casual vacancy in the Office. Where it is warranted by its size, the Group at a General Meeting may elect a Management Committee to assist the Coordinator. This could consist of some or all of the following: the Coordinator, a Secretary, a Treasurer, and two Committee Members.

#### 7.15 **Rules**

Subject to Rule 7.10 the Group shall administer its own affairs and adopt the Pattern Rules for Groups or else submit a set of Rules based on the Pattern Rules for Groups for the approval of the Executive Committee.

#### 7.16 **Responsibility**

The chief responsibility for the welfare of each Group lies with the National Society, which shall have an overriding responsibility for the welfare of all Groups.

## 8. **Membership**

---

### 8.1 **Classes of Members**

There shall be two classes of Members of the National Society, viz. Members of The Theosophical Society

- (a) who belong to a Component Lodge (Branch) of the National Society, called 'Lodge Members' (or 'Branch Members') and
- (b) Who are not attached to such a Lodge (Branch), called 'National Members'.

8.2 A Member of The Theosophical Society residing within the jurisdiction of the National Society must be a Member of the latter unless exempted under Rule 31(a) and (b) of The Theosophical Society.

### 8.3 **Eligibility for Membership<sup>4</sup>**

Any person, without distinction of race, creed, sex, caste or colour, is eligible for membership of the National Society, who resides in its jurisdiction subject to the proviso to Rule 30 of The Theosophical Society and either:

---

<sup>4</sup> Rule 30 of the Theosophical Society requires that, with the consent of the General Secretaries concerned, a Member who belongs to the National Society may, while retaining membership of that National Society, belong to another

- (a) The person is eighteen years of age or over; or
- (b) The person is of the age of ten years and less than eighteen years and produces a written consent of parent or guardian;

Provided that no such person shall have a right to vote on matters concerning The Theosophical Society or the National Society until reaching the age of eighteen years;

and

- (c) The person has signed a form of application for membership of The Theosophical Society in or to the effect of Form 1 in the Annexure C to these Rules, and has paid such entrance fee and one year's membership dues as shall from time to time be determined by Convention by notice of motion in accordance with Rule 15. Such an application for membership shall be delivered to the Lodge (Branch) Secretary who, after approval by the Lodge (Branch), shall transmit the application to the National Society where the applicant desires to join a Lodge (Branch) of the National Society or to the National Secretary where the applicant desires to become a 'National Member'.

Provided that a rejoining Member whose membership has previously ceased by resignation or lapsing or any other reason shall sign a new form of application and this application shall follow the same procedure as set forth in Rules 8.3(c), 8.4 and 8.5, except that such person shall not be required to pay the entrance fee prescribed in Rule 8.3(c), but a Member wishing to rejoin within six months of being lapsed shall be required to pay the dues from the date of lapsing as well as the unpaid dues at the date of lapsing.

#### 8.4 Consideration of Application

- (a) The National Secretary shall as soon as practicable submit all applications for membership within the jurisdiction of the National Society to the Executive Committee for consideration and the Executive Committee may accept or reject an application at its discretion.
- (b) Provided that no application shall be rejected for reasons based on the applicant's race, creed, sex, caste, colour or any other basis on which it is unlawful to discriminate in Australia.
- (c) Before submitting an application to become a 'National Member' to the Executive Committee the National Secretary shall make formal enquiries to ascertain whether there is any sufficient reason why the applicant should not apply to be a 'Lodge (Branch) Member' through an appropriate Lodge (Branch).

#### 8.5 Notification of Membership

The National President shall notify the applicant of such acceptance or rejection as soon as practicable after the Meeting of the Executive Committee at which the application is dealt with and such notification of acceptance shall constitute the applicant a Member of the National Society.

---

National Society as an Associate Member, but shall not cast a vote in matters relating to The Theosophical Society in the last mentioned National Society.

## 8.6 Diplomas<sup>5</sup>

Subject to the Rules and Regulations of The Theosophical Society, after notification referred to in the preceding Rule, a Member shall be known as a Fellow or Member of The Theosophical Society and shall receive as soon as practicable a diploma of membership signed by the President and by the National President, excepting however that a person who has previously been a Member of The Theosophical Society shall not receive any further diploma.

## 8.7 Transfer from Lodge (Branch) to National

A Lodge (Branch) Member may become a National Member upon application to the National Secretary in or to the effect of Form 2 in the Annexure C hereto, provided that the Member shall have first paid all dues and liabilities accrued as a Lodge (Branch) Member and the National Secretary has made formal enquiries of the Lodge (Branch) concerned that such dues have been paid.

## 8.8 Continuing after removal

Where a Member is removed from membership of a Lodge removal (Branch), and where that Member has not applied for membership of another Lodge (Branch), the National Secretary shall inform the Member of the right to do so and that he or she continues as a National Member, unless the National Council determines otherwise, and subject to payment of any outstanding dues and liabilities accrued as a Lodge (Branch) Member.

## 8.9 Changes in Membership

Lodge (Branch) secretaries shall notify National Headquarters at least once per month of all changes in membership. These shall include:

- (a) new Members, rejoining Members, transfers to or from another Lodge (Branch) or Section, resignations, lapsing by the Lodge (Branch), and deaths;
- (b) Changes of address or name;
- (c) Changes in membership category.

All the aforementioned notifications shall be made on forms supplied by the National Headquarters for that purpose.

## 8.10 International Transfers

The secretary of a Lodge (Branch) which has received an application for membership of that Lodge (Branch) from a person who is already a Member of The Theosophical Society but who is not a Member of the Australian National Society shall notify the National President forthwith.

---

<sup>5</sup> By Rule 36 of The Theosophical Society all Diplomas of Membership derive their authority from the President acting as Executive Officer of the General Council thereof and may be cancelled by the same authority.

## 8.11 Associate Members

Members may not be full Members of more than one Lodge (Branch) at a time whether in Australia or elsewhere, but may be accepted as Associate Members of a Lodge (Branch) other than the one in which they are full Members. Associate Members may possess such rights and privileges as are accorded to them by the Lodge (Branch) in which they hold such membership. Associate Members shall not be counted in National or International records or in voting other than at the Lodge (Branch) in which they hold full membership<sup>6</sup>.

## 8.12 Restrictions on Voting

See Rule 11.3.

## 8.13 Honorary Life Membership

- (a) The Executive Committee on its own initiative or upon receipt of a recommendation from any Lodge (Branch) or from the National President shall give consideration to the making of a recommendation, with accompanying explanatory reasons, to the National Council for the conferring of Honorary Life Membership of the National Society on any Member of the Society.

A decision by the National Council conferring Honorary Life Membership on any Member includes the remission of the whole of any future National Society annual dues determined under Rule 10.1 and will apply for the remainder of that Member's life or for such lesser period as National Council may in special circumstances determine at any time.

- (b) Honorary Life Memberships accorded by Lodges (Branches) have no bearing or standing in relation to membership of the National Society and National dues for such Members must continue to be paid by the relevant Lodges (Branches) to the National Society.
- (c) An Honorary Life Membership granted to a Member by a Lodge (Branch) under its Rules shall not be effective where a Member transfers membership to another Lodge (Branch) unless that Lodge (Branch) resolves to grant the Member Honorary Life Membership under its Rules.

## The Company Code of Conduct

---

### 8.14 Introduction

All members, employees and committee members of the Company ("the Society") are expected to abide by the Rules and Code of Conduct of the Society. This document provides the code of conduct of members, employees and committee members and requires the standards of ethical behaviour that reflect the ideal of Universal Brotherhood of the Society. The Society's expectations of ethical behaviour have three underpinning principles:

---

<sup>6</sup> Follows The Theosophical Society Rule 29(d).

- (a) Universal Brotherhood and Service;
- (b) Courtesy, Consideration and Cooperation; and
- (c) Diligence

This Code of Conduct outlines the meaning of these principles. The Code of Conduct applies to all members, employees and or committee members regardless of:

- (a) The type of membership;
- (b) The type of employment;
- (c) Position on any committee.

### 8.15 Underpinning principles

The underpinning principles are defined as follows:

#### **Universal Brotherhood and Service**

- (a) Each member of the Society is requested to remember at all times the ideal of the Universal Brotherhood as expressed in the First Object of the Society and to reflect this in his/her behaviour in all:
  - (i) Interactions with members and non-members;
  - (ii) Committee meetings;
  - (iii) Dealings with employees.
- (b) Each members of the Society is requested to become familiar with the three Objects, the General Council Resolutions on Freedom of Thought, and Freedom of the Society.

### 8.16 Courtesy, Consideration and Cooperation

- (a) Treat members, employees and committee members of the Society with respect and courtesy, having regard for the dignity of the people with whom you interact.
- (b) Do not engage in bullying or other forms of discrimination or harassment, including sexual harassment.
- (c) All members, employees and committee members are requested to conduct their duties in the most professional and cooperative manner possible in accordance with the relevant Lodge/Branch/Group Rules, the National and International Rules of the Theosophical Society and Australian laws.

### 8.17 Diligence

- (a) Keep in mind the best interests of the Society rather than personal interests when decisions are made regarding the Society.

- (b) Ensure all decisions are transparent and in keeping with confidentiality requirements.
- (c) Act with honesty, integrity and transparency in all dealings with other members, employees and committee members.

## 8.18 Consequences

Breaching the Code of Conduct may result in disciplinary action ranging from a warning through to suspension or termination of membership, and/or employment.

## 8.19 Code of Conduct in Action

- (a) Respect and courtesy

Other members, employees and/or committee members are entitled to receive personal respect and courtesy and to maintain their dignity in their interaction with you.

- (b) Behaving honestly

As a Society member, employee or committee member you are required to act honestly while involved in activities of the Society at all times.

- (c) Conflict of interest

A conflict of interest is where your financial or other interests or those of an associate are, or may reasonably be seen to be, in opposition to your interests as a member, employee and/or committee member of the Society. An associate is taken to be a spouse, parent, child, more distant relative or business associate. A conflict of interest may come in many forms and must be managed at the earliest possible opportunity. For example, becoming involved in decision making where you, a family member or a friend has a financial or personal interest in the outcome, such as making a decision about the recipient of business from the Society, is a conflict of interest. In this and other cases, you must disclose a conflict of interest or possible potential conflict of interest immediately and in writing to your Executive Committee and take whatever action they decide is necessary to avoid a conflict of interest. If you are unsure whether a situation is a potential conflict of interest, seek advice from the National President.

- (d) Accepting gifts, benefits or favours

You should not accept gifts, benefits or favours where these may influence, or may reasonably be seen to influence, your decision making. For example, accepting gifts from a contractor would normally be perceived as inappropriate regardless of the cost of the gift.

- (e) Preventing nepotism and patronage

It is unacceptable to favour your relatives (nepotism) or people you know (patronage) in your decision making and provision of service. For example, if your relatives or friends are the subject in a committee or work matter for which you are a responsible decision maker you must ensure that you are not improperly involved.

(f) No discrimination

In line with the Society's First Object discrimination, directly or indirectly, in your treatment of individuals or groups on the grounds of age, gender, race, disability, sexuality, marital status, pregnancy, or any other ground covered by equal opportunity or other antidiscrimination legislation is unlawful, as is sexual harassment and will not be tolerated.

(g) Bullying/harassment

Members, employees and/or committee members must not bully or otherwise harass other members, employees and/or committee members or members of the public. Behaviours that characterise bullying may include victimisation and unwelcome, offensive, abusive, belittling or threatening behaviour directed at another person or a group of people. Bullying may lead to the person or group of people subjected to the behaviour feeling victimised, offended, demeaned, humiliated, intimidated, or suffering detriment or disadvantage.

(h) Confidentiality, use of information and public comment

The National Headquarters does not divulge personal information about TS members without their consent. Be scrupulous in using information gained through your membership, employment and/or committee membership, that is, for the purpose for which it was gathered. You should comply with any applicable directions and guidelines on the use of information. The privacy of individuals must be maintained and personal information must only be released in accordance with privacy requirements as allowed by law.

(i) Reporting of misconduct, corruption or illegal activity

The community expects the Society to have a high standard of integrity and be free from misconduct, corruption or other illegal activity. Everyone has a role in ensuring that the Society's members, employees and/or committee members are held accountable for inappropriate conduct where it results in detriment to the Society or another person. If you do make a report of misconduct, you must have a reasonable belief that the reported conduct is a breach of the Society's Rules or Code of Conduct or is illegal, or both. You must not knowingly make a false disclosure. Prior to making a report you may wish to seek advice. Advice may be obtained from the National President.

(j) Grievance Procedure

A complaint by a member of a Lodge/Branch concerning a perceived breach of the Code of Conduct, and which pertains to that Branch shall be made in writing to the committee of the Lodge/Branch concerned with a view to a resolution. It is preferable that such complaints be resolved within a Lodge/Branch. If a satisfactory resolution cannot be reached, the complainant or the Lodge/Branch committee may forward the complaint to the National President, or the National Vice-President if the matter concerns the National President. If a satisfactory resolution cannot be reached, or if the complainant believes that the committee concerned may not deal adequately with the matter, the complaint may be directed instead to the State Representative or else the National President. A complaint by a Lodge/Branch committee concerning a perceived breach of the Code of Conduct by a member may be made in writing to the National President, or the National Vice-President if the matter concerns the National



President, with a view to a resolution. A complaint by a national member concerning a perceived breach of the Code of Conduct may be made in writing to the National President, or the National Vice-President if the matter concerns the National President, with a view to a resolution. All formal complaints shall include reasons and specific examples of the breach of the Code of Conduct and shall not exceed 1000 words in length. In all cases the recipient of the complaint shall have the opportunity to provide a detailed written response within three weeks of receiving a copy of the complaint. Additional information may be requested from either party, and/or a meeting in person, separately or together, if required. The decision of the Executive Committee, or the National Council, or any national working committee formed for the purpose of dealing with complaints, shall be final and binding on both parties, and shall not be subject to any review or challenge except as provided in Section Rule 9(5)(b) regarding the right of appeal in cases of termination of membership.

## 9. Cessation of Membership within the National Society

---

### Cessation

Membership within the National Society shall ipso facto cease if any one of the following circumstances apply:

#### 9.1 Resignation

Where a Member resigns from membership of The Theosophical Society or of the National Society.

9.2 Where a Lodge (Branch) Member resigns from membership of a Lodge (Branch) in accordance with the Rules of the Lodge (Branch) unless application is or has been made and granted for National Membership or for membership of another Lodge (Branch).

#### 9.3 Lapse for Non-payment of Dues

Where the dues of a Lodge (Branch) Member are outstanding for a period specified by the Rules of the Lodge (Branch), which period shall not be more than three months.

Provided that where extenuating circumstances exist the Executive Committee shall have power to extend the specified period.

9.4 Where a National Member has not paid dues for three months and has had notice of the arrears, unless especially exempted by the Executive Committee upon such terms as it may see fit to impose.

#### 9.5 Termination of Membership

Where the membership of a Member within the National Society has been terminated:

- (a) by not less than a three-fourths majority of the National Council personally present and voting at a Meeting convened for the purpose, or, if not present, voting by postal vote received prior to the Meeting, or through a Proxy duly appointed in accordance with Rule 19.3(c) or

(b) by resolution as provided for in Rule 19.4.

Provided that the Member shall first have received a formal warning from the National Council or the Executive Committee that a meeting of the National Council will be convened for the purpose of considering the termination of his or her membership of the National Society, and therefore of any Lodge (Branch) of the Company that she or he may be a Member of; the Member having been provided with reasons for the same, including specific examples of perceived breaches of the Code of Conduct, given an opportunity to rectify the behaviour, and given an opportunity to respond in writing within three weeks of receiving the warning.

And Provided that prior to any membership termination of a Lodge (Branch) Member, the National Council shall ascertain from the Lodge (Branch) committee whether the Member had been warned that their behaviour or actions represented a serious breach of the Code of Conduct, having been provided with reasons for the warning, including specific examples of perceived breaches of the Code of Conduct, given an opportunity to rectify the behaviour, and given an opportunity to respond in writing within three weeks of receiving the warning (be they committee members, office-bearers, directors or trustees). The National Council shall not proceed to a membership termination without first establishing that all possible action had been taken at Lodge (Branch) level.

And Provided that, where the National Council has terminated the membership of a Member, the National Secretary shall inform the person concerned of the right of appeal to the President against the termination within three months of receipt of the notice of termination.

## 9.6 Membership Terminations —Exceptional Circumstances

The National Council may waive the three weeks' right of reply and move to a more swift membership termination, while still abiding by Rule 9(5)(a) or 9(5)(b), where there is evidence of fraudulent conduct, where the Member has become of unsound mind, or where the Member's conduct places at clear and present risk the assets or reputation of the National Society, or any of its component Lodges (Branches).

# 10. National Society Dues

---

## 10.1 Membership dues

Until revised by the Convention Business Meeting the annual dues shall be as set out in the schedule below:

	<b>Standard</b>	<b>Pension / Student / Concession</b>
Lodge (Branch) Member	\$45.00	\$40.00
National Member	\$50.00	\$45.00

## 10.2 Periodic Review

The Finance Committee shall review the annual dues at least once every two years. The amount of the annual dues shall be decided by the Convention Business Meeting.

### 10.3 **Dues to Adyar**

After the end of each financial year the National Secretary shall remit to the International Treasurer 15% of membership dues received during that financial year.

### 10.4 **Payment of Dues by Lodges (Branches)**

After the end of each financial year, that is, shortly after 30 June, the Treasurer of each Lodge (Branch) shall be provided with an invoice by the National Society in accordance with Rule 10.1 in respect of its membership dues received in that financial year, and payable within ten (10) Business Days.

10.5 National Members shall pay dues direct to the National Headquarters.

### 10.6 **Remission**

The Executive Committee may reduce or remit dues in such cases as it sees fit.

### 10.7 **Transfer of Membership**

If a Lodge (Branch) Member desires to transfer to another Lodge (Branch) the transfer shall be deemed effective from the date that such Member was formally accepted by the Lodge (Branch) to which the Member wishes to transfer.

### 10.8 **Life Membership**

- (a) Any Member may at any time become a Life Member of the National Society by paying to the National Society an amount of twenty times the full annual National Society dues for Lodge (Branch) Members payable under Rule 10.1.

Such payment shall constitute full payment by the Life Member of all membership dues otherwise payable to the National Society during that Member's current and future membership.

Such payment shall not be refundable either in whole or in part in any event including the death or resignation of the Life Member, provided that in the case of a Life Member transferring membership permanently to another Section of The Theosophical Society outside Australia the Executive Committee may at its discretion refund a portion of the payment for Life Membership.

[See Rule 8.11 regarding Honorary Life Membership of the National Society and of a Lodge (Branch).]

- (b) Where a Lodge (Branch) charges its Members a single amount for dues inclusive of National Society dues, it shall exonerate Life Members from payment of that portion of Lodge (Branch) dues representing National Society dues.

## 11. Government of the National Society

---

### 11.1 Order of Government

The government of the National Society is vested in the Convention, the National Council, the Executive Committee and the National President as outlined herein. Subject to Rule 13 and in particular, subject to any determination of policy or to any direction by Convention in accord with Rule 13.2, the National Council shall have the role of policy making for the National Society and the principal roles of the National President, the National Secretary and the Executive Committee shall be to carry out the policy enunciated by Convention and the National Council, and the day to day administration and functioning of the National Society.

### 11.2 Working Committee

There shall be a number of Working Committees appointed annually by the Executive Committee and responsible to the Executive Committee. These committees shall be governed by the provisions of Rule 24.1 to 24.3.

## Eligibility to Vote and Hold Office

---

### 11.3 Restrictions on Voting

- (a) No Member in Good Standing for less than two years immediately prior to the date of voting shall have the right to vote in any elections or other matters pertaining to Lodges (Branches), the National Society or other duly constituted bodies of The Theosophical Society.
- (b) In the case of newly formed Lodges (Branches) the Executive Committee of the National Society shall have power to waive the requirements of this Rule 11.37.

[Note: For other restrictions on voting see Rules 5.6 Definition of Good Standing, 8.3 Members under Eighteen Years, and 8.11 Associate Members.]

### 11.4 National Officers

A Member must have been in Good Standing for the last five years before being eligible to hold the offices of National President, National Secretary or National Treasurer and shall not be disqualified from:

- (a) managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act), or
- (b) being a responsible person by the Australian Charities and Not-For-Profits Commissioner within the previous 12 months.

Provided that in the case of National Secretary and National Treasurer the National Council shall have power to modify the requirements Good Standing in special circumstances to a period of not less than three consecutive years in Good Standing.

---

<sup>7</sup> Follows The Theosophical Society Rule 29(e).

## 11.5 State Representatives

A member must have been in Good Standing for the last three years and have served at least one year on the Executive Committee of the Lodge (Branch) and shall be a resident of the relevant Electoral State before becoming a State Representative on the National Council and shall not be disqualified from:

- (a) managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act), or
- (b) being a responsible person by the Australian Charities and Not-For-Profits Commissioner within the previous 12 months.

Provided that the National President, acting with the approval of the Executive Committee, shall have power to waive the requirements of Good Standing in special circumstances.

## 11.6 Non-Eligibility

A Member who cannot fulfil the requirements of this Rule by the time of election shall not be eligible for nomination for National President or a State Representative on the National Council.

11.7 A National Secretary or a National Treasurer who has not been a Member in Good Standing for the last five years shall not be a Member of the National Council or of the Executive Committee.

11.8 The eligibility requirements of this Rule shall be included in any notice calling for nominations for election as National President or as a State Representative on the National Council.

11.9 Notwithstanding any provisions elsewhere in these Rules, a person shall not be eligible for election or appointment as an Officer or Member of the National Council or Executive Committee or shall cease to hold Office or to be a Member thereof, as the case may be:

- (a) If the person is or becomes bankrupt or insolvent or compounds with creditors or suspends payment.
- (b) If the person becomes of unsound mind or is declared incapable of managing his or her affairs or has become physically or mentally incapable of performing the functions of an Officer or Member of the National Council or of the Executive Committee for a prior period of six months.
- (c) If the person is convicted of an indictable offence.
- (d) If the person ceases to be a Member of The Theosophical Society or of the National Society.
- (e) If the person becomes disqualified from managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act).
- (f) If the person becomes disqualified from being a responsible person by the Australian Not-For-Profits Commissioner, within the previous 12 months.

- (g) If the person fails to act in the best interest of the Theosophical Society and fails to fulfil its Duty of Care as set out in Rule 12.

#### 11.10 Conflict of Interest

- (a) A Member of the Executive Committee or the National Council shall at all times act in the best interest of the Theosophical Society and has a duty of care to disclose all perceived or actual conflicts of interest in writing to the National Secretary as and when the conflict of interest occurs. The National Council and/or the Executive Committee (as appropriate) will review all disclosed conflicts of interest and will determine by resolution of the National Council and/or Executive Committee (as appropriate) if the Member will be able to fulfil his or her duties in a manner that will be in the best interest of the Theosophical Society and whether such Member will be entitled to vote in National Society matters. Any member of the Executive Committee or the National Council who has a direct or indirect financial interest in any contract or arrangement with the National Society shall not be entitled to vote in respect of any such contract or arrangement and shall leave the relevant meeting while the issue is being considered, unless otherwise determined by a resolution of the Executive Committee or the National Council. Members of the Executive Committee or the National Council who are employees of the National Society shall not be entitled to vote on any issue relating to their terms of employment.
- (b) Only one member of a family, or a married or de facto couple (whether cohabiting or not), shall be a member of either the National Council or the Executive Committee or both at any one time.
- (c) The National Secretary will maintain a current and up to date register of all conflicts of interest declared and the outcome of the review of the National Council and/or Executive Committee.

## 12. Duty of Care

---

A member of the Executive Committee and/or the National Council will ensure that he/she will at all times act with integrity and common sense in the exercise of his/her duties, including:

- (a) act with reasonable care and diligence;
- (b) act honestly and fairly in the best interests of the Theosophical Society and for its charitable purposes;
- (c) not to misuse his/her position or information he/she gains as a Member of the Executive Committee and/or the National Council;
- (d) promptly disclose any actual or perceived conflicts of interest;
- (e) ensure that the financial affairs of the Theosophical Society are managed responsibly, and
- (f) not allow the Theosophical Society to operate while it is insolvent.

- (g) Immediately notify the National Secretary and resign from his/her position as a Member of the National Council or Executive Committee in the event of becoming disqualified from managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act).
- (h) Immediately notify the National Secretary and resign from his/her position as a Member of the National Council or Executive Committee in the event of becoming disqualified from being a responsible person by the Australian Charities and Not-For-Profits Commissioner.

## 13. Convention

---

### 13.1 Composition of Convention

The Convention Business Meeting of The Theosophical Society in Australia Limited (the Company) shall consist of Officers and Members of the National Society, including Voting Delegates or Proxies of the Component Lodges (Branches) of the National Society appointed in accordance with Rule 15.1(a). A quorum for the transaction of all business shall consist of the Voting Delegates and Proxies for one third of the Component Lodges (Branches).

### 13.2 Powers and Functions

The powers and function of Convention are:

- (a) *Implementing Objects* - To discuss ways and means of implementing the Objects of the National Society.
- (b) *Theosophy* - To further the religio-philosophical purposes of the National Society by providing opportunity for the exchange of ideas arising from the study and practice of Theosophy and allied subjects and to discuss ways and means of spreading the knowledge of Theosophy.
- (c) *Association between Lodges (Branches) and Members* - To provide means of close association between the Component Lodges (Branches) of the National Society and to bring the individual Members of the National Society into closer contact and understanding with each other.
- (d) *Policy Directions* - To determine questions of policy and to give such directions in the conduct of the National Society and its government as may in the opinion of the Convention be necessary and for that purpose to have the powers of the National Council, the Executive Committee, the National President, the National Secretary and the National Treasurer and/or any other Member or person or Committee appointed to represent the National Society in any matter whatsoever.  
  
*Provided that Members of the National Society and Lodges (Branches) shall have had the prior notice laid down in Rule 15 for notice of motion in connection with any matter brought before Convention under this paragraph.*
- (e) *Notices of Motion* - To consider notices of motion which have been submitted in accordance with the procedure therefore laid down in Rule 15.

- (f) *Appeals* - To hear appeals against any ruling, action or decision of the National Council, Executive Committee or National President. Such an appeal shall be deemed to be a notice of motion under these Rules and subject to Rules 15, 16 and 17.

*Provided* that such appeal shall have been lodged within six weeks of the date of the ruling, action or decision appealed against.

- (g) *Other Items* - To deal with all other items of business which are properly placed on the agenda for consideration in accordance with these Rules.

### 13.3 **The Time and Place of Convention**

The following provisions shall apply to the time and place of Convention:

- (a) The National Society shall hold a Convention once in each year, normally between January 1 and April 30.
- (b) The time and place at which each Convention shall be held shall be decided by the National Council or, failing the National Council by the Executive Committee, at least twelve months in advance and shall be notified to all Members in the National Magazine or elsewhere.
- (c) In the event of emergency the National Council may alter the place appointed for the succeeding Convention but may not postpone it for more than one calendar year without obtaining consent of the Committees of three-fourths of the Lodges (Branches) of the National Society.

### 13.4 **Attendance at Convention**

All Members of the National Society are entitled and enjoined to attend the Convention Business Meeting as Delegates. Only those who are duly appointed Voting Delegates or Proxies of Lodges (Branches) of the National Society are entitled to vote at the Convention Business Meeting. [Provision is made in Rule 16.3 for Voting by National Members.]

### 13.5 **Non-Members of National Society**

A Member of The Theosophical Society or a Member of a Group who is not a Member of the National Society may attend Convention with the permission or invitation of the National President but may not vote.

### 13.6 **Members may speak**

Any Member present may speak at the Convention Business Meeting but only Voting Delegates and Proxies may vote.

### 13.7 **Technology**

- (a) Virtual meeting technology, including
  - (i) video conferencing;



- (ii) telephone;
- (iii) any other technology which permits each relevant person to communicate with every other such member; and
- (iv) any combination of these technologies,

may, in the discretion of the National Executive, be used in holding the Convention Business Meeting, provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place. To avoid doubt:

- (v) a reasonable opportunity to participate includes a reasonable opportunity to exercise a right to speak; and
- (vi) a person may elect to exercise a right to speak (including a right to ask questions) orally rather than in writing.

## 14. Agenda of Convention

---

### 14.1 Drawn up by

The agenda of formal business of the Annual Convention shall be drawn up by the National President in consultation with the National Secretary and confirmed by the Executive Committee and circulated to every Member with the notices of motion in accordance with Rule 15.

### 14.2 Chair

The National President, or otherwise the National Vice-President, shall Chair the Convention Business Meeting. Or failing that, a Chair shall be elected by the voting delegates from among the members of the National Council.

### 14.3 Items of Agenda

The agenda of the Convention Business Meeting shall include the following business: Roll Call of Delegates; Minutes of last Convention and any Emergency Convention which may have been held since last ordinary Convention; Report of National President; Report of the National Treasurer; Financial Statements and Balance Sheet for the preceding year, and Auditors Report thereon; Budget for the current year; Appointment of Auditors; Announcement of newly appointed Officers and National Council Members and the names of any corresponding retired Members; Notices of motion; Place and time of next Convention; and any other matter which may properly be considered in accordance with these Rules.

## 15. Notices of Motion and Business for Convention

---

The following provisions shall apply to notices of motion for Convention:

### 15.1 Who may Move

A notice of motion for consideration by Convention may be moved by:

- (a) Any Member of the National Society if seconded by another Member;
- (b) A Component Lodge (Branch) or Executive Committee thereof;
- (c) The National President, the National Treasurer, the National Council or Executive Committee.

### 15.2 Requirements of Motion

Any notice of motion on any matter shall reach the National Secretary six calendar months before the date of Convention and be accompanied by an explanation by the sponsor of the reasons for moving the same in order that the necessary information may be circulated to Members to enable them to come to a conclusion as to its merits and that Lodges (Branches) may instruct their Delegates, as provided under Rule 17.

Provided that any Notice of Motion under Rule 13.2 (and complying with the proviso thereto) received two months before the date of Convention shall be submitted to the Convention.

### 15.3 Circulation

A copy of all notices of motion and other items of business under Rule 15.1(b) shall be circulated by the National Secretary in the magazine of the National Society or otherwise to all Members six weeks, at the latest, before Convention.

Provided that if, in the opinion of the Executive Committee, the nature of any notice of motion relating to appeals or otherwise is such as to make it not desirable to print it in the magazine, such notice of motion shall be circulated by the National Secretary direct to National Members and to Lodges (Branches) which shall take steps to ensure that all their Members are made aware of it prior to the Lodge (Branch) Convention Meeting to be held under the provisions of Rule 17 hereunder.

### 15.4 Amendment of a Motion

A Notice of Motion on any matter may be amended to a minor extent subject to the following conditions:

- (a) The amendment shall be moved as set out for a Notice of Motion in Rule 15.1;
- (b) The amendment shall be submitted in writing to the National Secretary, preferably as early as possible, but seven days, at the latest, before the date of the Convention Business Meeting;
- (c) The amendment shall not go beyond the scope of the Notice of Motion, nor shall it alter the substantial nature of the Motion.

## 16. Voting at Convention

---

### 16.1 Allocation of Votes

Voting by Lodges (Branches) as such at Convention shall be regulated as follows:

- (a) Each Lodge (Branch) shall be entitled to one vote irrespective of the size of its membership.
- (b) Each Lodge (Branch) shall, in addition to the provision of Rule 16.1(a), be entitled to one vote for every fifty Members of the Lodge (Branch) who have been in Good Standing in the Society for the last two years at the end of the last financial year of the National Society.
- (c) No Lodge (Branch) shall, notwithstanding Rules 16.1(a) and 16.1(b) above, exercise more than one-third of the total voting power of the National Society.

### 16.2 Voting by Lodges (Branches)

The votes of the Lodges (Branches) at the Convention Business Meeting shall have been received by the National Secretary two weeks before that Meeting in accordance with Rule 17.2, except that votes on minor amendments to motions in accordance with Rule 15.3 shall be exercised by Voting Delegates and Proxies appointed and certified in accordance with Rule 17, and no person shall vote other than those so authorized to vote, except as provided in Rule 16.3.

Provided that no person shall be entitled to vote as a Voting Delegate and/or Proxy for more than three Lodges (Branches).

### 16.3 Voting by National Members

Subject to Rule 11.3 a National Member in Good Standing for the last two years may vote in writing on any matter set down in Rule 17.1 for which a duly convened Lodge (Branch) Convention Meeting is obliged to be called. The National Members as a whole shall be entitled to a number of votes determined in accordance with Rule 16.1 as though they were a Lodge (Branch). The votes of National Members must be in the hands of the National Secretary two weeks before Convention and such votes shall be counted by the National Secretary. The majority decision of such votes shall be recorded as the vote or votes of the National Members at Convention in accordance with this Rule.

Provided that no vote shall be cast on behalf of the National Members if the number of valid votes by National Members is less than ten percent of the number of National Members entitled to vote.

## 17. Lodge (Branch) Convention Meeting

---

### 17.1 Convention Business

All those matters set down in the agenda of Convention on which each Lodge (Branch) votes in its corporate capacity shall be submitted to a General Meeting duly convened by the Lodge (Branch) of which prior notice shall be sent to all its Members at least five

Business Days before the date of the Meeting. No Member in Good Standing for less than two years immediately prior to the date of voting may vote at this Meeting. [Refer to Rule 11.3 for restrictions on voting.] This Meeting shall be called the Lodge (Branch) Convention Meeting and shall include in its agenda (among other matters) items (a) and (b) hereunder:

- (a) *Voting Delegate* - Appoint one Delegate or Proxy (herein referred to as a Voting Delegate) to exercise the votes of the Lodge (Branch) at the Convention Business Meeting on minor amendments to motions in accordance with Rule 15.3.

*Alternate Voting Delegate* - The Lodge (Branch) may appoint an alternate Voting Delegate to act in place of a Voting Delegate who is unable to attend.

All Voting Delegates including alternate Voting Delegates must have been in Good Standing for the last two years at the time of the Convention Business Meeting. [Refer to Rule 11.3 for restrictions on voting.]

- (b) *Instructions to Voting Delegates* - Consider the items on the agenda of the Convention Business Meeting and in particular the Report of the National President, the Report of the National Treasurer, the Financial Statement and Balance Sheet and the Auditors Report thereon, the Budget, and the Notices of Motion; instruct the Voting Delegates on the attitude of the Lodge (Branch) on these and any other matter which may be considered at the Convention in accordance with the Rules; and instruct the Lodge (Branch) President how the votes of the Lodge (Branch) are to be cast. If the Lodge (Branch) has more than one vote, all its votes on any issue must be cast either for or against based on the majority vote at its Lodge (Branch) Convention Meeting. Only those members who were present at the previous Convention Business Meeting may vote for or against the minutes of that meeting.

## 17.2 **President to Certify**

In order for the votes of a Lodge (Branch) to be counted as valid, the President of the Lodge (Branch) must, not less than two weeks before the date of the Convention Business Meeting, send to the National Secretary a certificate in or to the effect of Form 3 in Annexure C to these Rules, which certifies the votes of the Lodge (Branch) on each item on the agenda and on each Motion, as well as the name of the Voting Delegate appointed at a Lodge (Branch) Convention Meeting conducted in accordance with these Rules.

## 18. **Emergency Convention**

---

### 18.1 **Requested by Lodges (Branches)**

An Emergency Convention may be called at a date and place nominated by the National Council or by request made to the National President by the Committees of at least one-third of the Lodges (Branches) of the National Society at a time and place to be decided by the National Council. Provided that such request shall be in writing and shall state fully the objects for which the Convention is desired.

## 18.2 Notice

All Members and Lodges (Branches) of the National Society shall have notice of the holding of an Emergency Convention at least twenty (20) Business Days prior to the date of its holding and the business thereof shall be confined to the purpose for which it is called.

## 18.3 Voting

Voting at an Emergency Convention shall be regulated in accordance with the Rules for the Convention and each Lodge (Branch) shall submit the business to be voted upon to its Members at a specially convened Lodge (Branch) Convention Meeting of which all its Members shall receive proper notice.

# 19. National Council

---

## 19.1 Composition of National Council

Subject to Rules 11.3 to 11.10, the National Council shall consist of the following persons:

- (a) The National President.
- (b) The National Secretary and the National Treasurer.

Provided they have been Members in Good Standing for the last five years.

- (c) *State Representatives* - One State Representative from each Electoral State, elected in accordance with Rule 21. Subject to Rule 21, the State Representatives on the National Council shall serve for a term of two years from the declaration of the election results in accordance with Rule 21.5, until immediately prior to the declaration of the second election results thereafter. A State Representative shall be eligible for re-election on expiry of this term but shall not be eligible for election in that capacity for more than three successive terms.

The State Representative shall liaise with all Lodges (Branches), Groups and National Members in their Electoral State and shall represent their views to the National Council and to the National Society Officers, as appropriate.

The State Representative shall receive and deal with representations from individual Members within their Electoral State, and shall refer the representations where requested or deemed necessary.

The State Representative shall convey salient points from National Council meetings to all Lodges (Branches), Groups and National Members in their Electoral State, based on the minutes of National Council meetings.

## 19.2 Casual Vacancy

A casual vacancy in respect of a State Representative on the National Council shall arise if, apart from any other contingency, the State Representative becomes an ex

officio Member appointed to take office during the normal term of office as State Representative. Casual vacancies shall be filled by the procedure set out in Rule 20.5(b).

### 19.3 Duties of the National Council

The National Council shall, subject to any directions from the Convention:

- (a) Deal with all questions of broad policy of the National Society which may arise for decision and discussion.
- (b) Maintain and regularly review a Policies Document.
- (c) Deal with any matter which the Executive Committee decides as being proper or expedient to refer to it or any matter specifically set down elsewhere in these Rules as within its province.
- (d) Deal with any issues brought up by National Officers or State Representatives.

### 19.4 Meetings of National Council

The following Rules shall apply to Meetings of the National Council:

- (a) The National Council shall normally meet twice a year. One or more Meetings shall be held at, or as close as possible to, the time and place of the Annual Convention of the National Society. A further Meeting shall be held at the Headquarters of the National Society approximately midway between successive Annual Conventions. The Members of the National Council shall be entitled to reasonable travelling expenses including accommodation in order to attend Meetings of the National Council.
- (b) The National President shall at the request of the Executive Committee or of five Members of the National Council, call an Emergency Meeting of the National Council which shall be confined to the business for which it is called. Should the National President not do so within ten Business Days of the receipt of a request in accordance with this Rule, then either the Executive Committee or five Members of the National Council may call such Emergency Meeting.
- (c) *Postal Voting and Proxies*
  - (i) Any Member of the National Council who is unable to attend a duly convened Meeting, may vote by post on any specific matter which is set down in the agenda, or may appoint as their Proxy for that Meeting only another Member of the National Council, or a Member of the Society who has been in Good Standing for the last three years and (where a State Representative cannot attend) who is a resident of the Electoral State.

Provided that no Proxy shall represent more than two such absent Members and only absent votes received prior to the Meeting shall be counted.
  - (ii) Each Proxy Appointment shall be in the form or to like effect of Form 6 of Annexure C to these Rules. Each Appointee shall be directly responsible to the Member who made the appointment and shall have

power to voice the intentions of the principal on matters forming the business of the Meeting and to exercise voting powers on behalf of that Member.

- (d) Five (5) Members of the National Council personally present shall form a quorum of the National Council and, unless otherwise stated in these Rules, decisions shall be by simple majority of votes.
- (e) The National Council shall elect its Chair from among the State Representatives on the National Council.
- (f) All Meetings of the National Council shall be convened by written notice and agenda at least fifteen (15) Business Days prior to the date of the Meeting and Minutes of all such Meetings shall be posted within six weeks of the holding of the Meeting to Members of the National Council and of the Executive Committee, to each Lodge (Branch) and to the Education Coordinator, accompanied if necessary with supporting reports and documents.

#### 19.5 Resolution of National Council without Meeting

- (a) A resolution purporting to be one of the National Council and agreed to by at least three quarters of the members thereof shall be as effective as though it had been passed at a duly convened Meeting of the National Council. In any matter upon which the National Council shall be entitled to vote the Executive Committee or National Secretary may submit such matter in the form of a resolution to be voted upon to each of the members of the National Council in Form 4 of Annexure C to these Rules or to like effect, together with a report explaining the same and should the resolution not be returned to the National Secretary within ten Business Days from date of posting each member of the National Council not so returning it shall be deemed to have voted in favour of the resolution and to have signed the same in accordance with this Rule.

#### 19.6 Technology

- (a) Virtual meeting technology, including
  - (i) video conferencing;
  - (ii) telephone;
  - (iii) any other technology which permits each relevant person to communicate with every other such member; and
  - (iv) any combination of these technologies,may be used in holding a National Council meeting, provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place. To avoid doubt:
  - (v) a reasonable opportunity to participate includes a reasonable opportunity to exercise a right to speak; and
  - (vi) a person may elect to exercise a right to speak (including a right to ask questions) orally rather than in writing.

## 19.7 Directors

- (a) The Company must not pay fees to a Director for their services as a Director. The Company may:
  - (i) pay a Director for work that the Director undertakes for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work completed; or
  - (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
  - (iii) Any payment made under Rule 19.7(a) must be approved by the Directors.

## 20. Executive Committee

---

### 20.1 Composition of Executive Committee

The Executive Committee shall consist of the National President, the National Treasurer and the National Secretary and five Members appointed annually by the National Council. The National President, the National Treasurer and the National Secretary must be Members who have been in Good Standing for the last five years, subject to Rule 11.4. The remaining members of the Executive Committee must be Members who have been in Good Standing for the last three years. An immediate past National President may be added to the Executive Committee by the National Council. The Education Coordinator shall, if qualified in terms of this Rule, be eligible for appointment to the Executive Committee by the National Council but shall not be an ex officio Member thereof. If not so appointed, the Education Coordinator may be required to attend Meetings of the Executive Committee but shall not be entitled to vote. Members of the National Council have the right to attend and speak at Meetings of the Executive Committee, but shall not be entitled to vote. In order to become a member of the Executive Committee, such person must agree to be a Corporate Member and to guarantee to contribute \$1.00 in accordance with Rule 6.5. The members of the Executive Committee will be the "directors" of the Company for the purposes of the Corporations Act.

### 20.2 Powers and Duties

- (a) The Executive Committee shall carry out the day to day administrative and business work of the National Society and decide matters incidental thereto and, subject to any specific provisions set down elsewhere in these Rules and to the directions of the National Council and Convention, shall have full powers over the funds and property of the National Society and exercise such powers as are conferred by these Rules or incidental thereto.
- (b) Provided that the powers conferred on the Executive Committee by this Rule shall be exercised subject to the provisions of Rule 26.



### 20.3 Resolution of Executive Committee Without Meeting

A resolution purporting to be one of the Executive Committee and agreed to by at least three quarters of the members thereof shall be as effective as though it had been passed at a duly convened Meeting of the Executive Committee. In any matter upon which the Executive Committee shall be entitled to vote the Executive Committee or National Secretary may submit such matter in the form of a resolution to be voted upon to each of the members of the Executive Committee in Form 5 of Annexure C to these Rules or to like effect, together with a report explaining the same and should the resolution not be returned to the National Secretary within ten Business Days from date of posting each member of the Executive Committee not so returning it shall be deemed to have voted in favour of the resolution and to have signed the same in accordance with this Rule.

### 20.4 Technology

- (a) Virtual meeting technology, including
  - (i) video conferencing;
  - (ii) telephone;
  - (iii) any other technology which permits each relevant person to communicate with every other such member; and
  - (iv) any combination of these technologies,may be used in holding an Executive Committee meeting, provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place. To avoid doubt:
  - (v) a reasonable opportunity to participate includes a reasonable opportunity to exercise a right to speak; and
  - (vi) a person may elect to exercise a right to speak (including a right to ask questions) orally rather than in writing.

### 20.5 Appointment of Headquarters Staff and Filling of Vacancies

The Executive Committee shall have power:

- (a) to appoint the Headquarters Staff and to fix their remuneration and duties, and
- (b) subject to confirmation by the National Council, to fill any vacancy casual or otherwise amongst the Officers of the National Society or Members of the Executive Committee or State Representatives on the National Council to take office from the date of appointment until the expiry of the normal term for the office vacated. A State Representative so appointed must be resident in the Electoral State where the vacancy occurs.

Provided that, if a vacancy for State Representative for any Electoral State is notified within eighteen months of the last declaration of results for that State under Rule 21.6, the National Secretary shall conduct an election of a new State Representative under Rules 21, modified as necessary to expedite the election. The candidate thus elected

shall take office from the declaration of the results of that election until the expiry of the normal term of office for that State.

#### **20.6 National Society Magazine**

The Executive Committee shall, subject to the direction of the National Council, control the official organ of the National Society and may from time to time appoint the Editor thereof with power to delegate such part or parts of the work entailed as the Editor may think fit to an assistant or assistants approved by the Executive Committee. There shall be an Editorial Committee appointed by the National Council whose main function shall be to determine editorial policy and judge the suitability of articles for publication. The Editor shall be the Chair of this Committee.

#### **20.7 Absence Without Leave**

Should any appointed Member of the Executive Committee be absent without leave of the Executive Committee for more than three (3) consecutive ordinary Meetings thereof, that person shall cease to be a Member thereof and a vacancy shall arise.

#### **20.8 Place and Frequency of Meetings**

The Executive Committee shall normally meet at least once in every two months at the Headquarters of the National Society. Additional meetings and tele-conferences may be held as necessary.

#### **20.9 Quorum**

Four (4) Members of the Executive Committee present shall form a quorum.

#### **20.10 Chair**

The National President shall be the Chair. In the absence of both the National President and the Vice President, the Members present shall elect a Chair for the Meeting.

#### **20.11 Minutes to be Supplied**

Minutes of Meetings of the Executive Committee shall be supplied to all Members of the Executive Committee and of the National Council, to each Lodge (Branch) and to the Education Coordinator within ten (10) Business Days of the holding of each Meeting. The minutes sent to Members of the National Council shall be accompanied, where necessary, by copies of written reports and papers tabled or a brief explanation or amplification of the decisions made, and of the business transacted.

#### **20.12 Appeal to National Council on Decision of Executive Committee**

Any (5) Members of the National Council who are dissatisfied with a decision of the Executive Committee may:

- (a) request the Executive Committee to review the decision, or
- (b) request the National President to convene an Emergency Meeting of the National Council, or

- (c) submit to the National Council, through the National President, a resolution as provided for in Rule 19.4 and which, if passed shall substitute or annul, as the case may be, the decision of the Executive Committee to which it has reference.

Provided that such an appeal shall be lodged in writing with reasons therefore fully stated within twenty (20) Business Days of the date of the decision to which it refers.

## 21. Nomination and Voting for National Council

---

### 21.1 Electoral States

The Electoral States shall be as follows: Queensland; New South Wales and the A.C.T. combined; Victoria; South Australia and the N.T. combined; Western Australia; Tasmania.

### 21.2 State Representatives

The State Representative on the National Council for each Electoral State shall be elected by the Members resident in that Electoral State who are eligible to vote in accordance with Rules 11.3 to 11.10.

Provided that at any time when the number of Members in any Electoral State as referred to in Rule 21.1 of this Rule is less than thirty (30), that State shall not be considered as an Electoral State but shall be combined with an adjacent Electoral State as determined by the National Council until such time as its membership rises above thirty (30) whereupon it may be declared an Electoral State by the National Council.

### 21.3 Election of State Representatives

An election of State Representatives for the Electoral States of New South Wales/A.C.T., Victoria and Western Australia shall be held in even number years and for the Electoral States of Queensland, South Australia/Northern Territory and Tasmania in odd number years. The term of office of a State Representative is two years. [See Rule 19.1.]

### 21.4 Nominations

No later than six (6) months before the relevant Convention, the National Secretary shall call for nominations for State Representatives. Nominations accompanied by a photograph of the candidate, a curriculum vitae and relevant biographical data, a personal statement by the candidate, a declaration confirming the candidate is not disqualified from becoming a Member of the National Council, and the agreement of the candidate to stand, may be made by a Lodge (Branch) or by any two Members resident in the relevant Electoral State and eligible to vote and must reach the National Secretary no later than four (4) months before the date of the relevant Convention. The nomination shall be in or to the effect of Form 8 in Annexure C of these Rules.

## 21.5 When One Nomination

If there is only one candidate nominated as the State Representative in any given Electoral State there shall be a for or against ballot. In the event that a candidate in this ballot is not successful then the members of the National Council shall appoint a current or past Lodge (Branch) committee member from the relevant Electoral State to fill the casual vacancy until the next election.

## 21.6 Postal Ballot

The election shall be publicized in the National Magazine and carried out by the National Secretary under the direction of the Executive Committee by postal ballot among Members of the National Society who have been in Good Standing for the last two years and who reside in the relevant Electoral State for which an election is being held. [Refer to Rule 11.3 for restrictions on voting.] If there are two (2) or more candidates, voting shall be by the preferential system. If there is only one (1) candidate, that candidate shall be the successful candidate without a ballot.

## 21.7 Scrutineers

If a ballot is required, the Executive Committee shall appoint two scrutineers for the purpose of supervising the election and counting the votes. The National Secretary shall send to each Member resident in the relevant Electoral State who is eligible to vote in accordance with Rule 11.3, a personal statement written by each candidate and edited as necessary in consultation with the candidate, a list of relevant biographical information on each candidate in point form, and a photograph of the candidate. The election shall be completed no later than six (6) weeks prior to the date of the relevant Convention Business Meeting.

## 21.8 Declaration of Results

When the counting is completed, the National Secretary shall declare the results of the election and promptly communicate this to all the candidates, the Executive Committee, the National Council and the Lodges (Branches). The results of the election shall be announced in the next issue of the National Magazine.

# 22. Nomination and Voting for National President

---

## 22.1 Nominations

No later than nine (9) months before the date of election, the National Secretary shall call for nominations to be lodged with the National Secretary no later than six (6) months before the date of election. Each nomination shall be in or to the effect of Form 7 in Annexure C of these Rules and shall be accompanied by a photograph of the candidate, a curriculum vitae and relevant biographical data, a personal statement by the candidate, a declaration confirming the candidate is not disqualified from becoming the National President, and the agreement of the candidate to stand. There shall be three nominators who shall be Members who have been in Good Standing for the last three years.

## 22.2 Postal Ballot

The Conduct of the election shall be supervised by two or more scrutineers appointed by the Executive Committee and be carried out by postal ballot. Within two (2) weeks after the close of nominations, voting papers and a personal statement written by each candidate and edited as necessary in consultation with the candidate, a photograph of the candidate, and a list of relevant biographical information on each candidate in point form, shall be circulated by the National Secretary to all Lodges (Branches) and to all National Members who are eligible to vote in accordance with Rule 11.3. If there are two (2) or more candidates, voting shall be by the preferential system. If there is only one (1) candidate, voting shall be on a for or against basis.

## 22.3 Counting of Votes and Declaration of Result

All votes from members shall be returned to the National Secretary no later than four (4) months prior to the date of election. The scrutineers appointed under Rule 22.2 shall count and tabulate the votes, allocate preferences if there are more than two candidates, and report the votes to the National Secretary who shall then declare the result and promptly advise all the candidates, the Lodges (Branches), the Executive Committee and the Members of the National Council. The result shall be announced in the next issue of the National Magazine.

## 22.4 Tied Vote

In the event of an equal number of votes for two (2) or more candidates for National President, an outgoing National President who is not one of those two or more candidates shall exercise a casting vote. Where the outgoing National President is one of the two (2) or more candidates involved in a tied vote, an additional vote shall automatically be cast in his or her favour.

## 22.5 When No Candidate

In the event that there is no candidate or that the only candidate is not successful, then the existing National President shall continue to act pro tem and the National Council shall arrange the timing of a fresh election. If the National President is unavailable the Vice-President shall act as National President. An only candidate shall be deemed not successful if a majority of votes returned are against the candidate, in the for or against ballot required under Rule 22.2. In this case a fresh election shall be called by the National Secretary.

## 22.6 Casual Vacancy

In the case of a casual vacancy in the Office of National President, the Vice-President shall act as National President and shall ensure that an election is held as soon as possible and shall decide the timing of that election which shall then be conducted by the National Secretary. However, if the Vice-President has retired, due to the completion of his or her term of office as State Representative, with a new Vice-President to be appointed only at the next National Council meeting in January, the National Council shall, by electronic ballot, elect a temporary Vice-President to fill that casual vacancy.

## 23. National Society Officers

---

### 23.1 National President

(a) **Honorarium/Salary**

The National President may be an honorary position or a salaried position with the honorarium or salary determined by the National Council. In making this determination, the National Council shall take into account the qualifications and the personal circumstances of the National President.

(b) **Term of Office**

The term of office of the National President shall normally commence at a Convention Business Meeting and terminate at another Convention Business Meeting. The National President shall be elected and serve for a term of three (3) years or until a successor is appointed. The National President shall be eligible for nomination and election for a further term, provided that a National President who has served for three (3) successive terms or part terms shall not be eligible for a fourth successive term.

(c) **Residence**

The National President need not reside within commuting distance of the National Headquarters provided that he or she is at least able to travel to attend meetings of the national Executive and the National Council, unless prevented from doing so by illness, and provided that she or he is able to work on remote access to the Section's computer system (server) from their place of residence. In the case of a National President not residing within commuting distance of Sydney, he or she would have to spend additional time at the national headquarters before or after committee meetings, as and when required.

(d) **Duties**

The duties of the National President are:

- (i) To be responsible for continually monitoring
  - (A) the needs and functions of the Lodges (Branches) in relation to the purposes for which they were chartered,
  - (B) the needs of Groups and National Members, and
  - (C) the adequacy of services provided by National Headquarters, and, where necessary, to take appropriate action.
- (ii) To be the driving force within the National Society for the promulgation of Theosophy and to act as the main face of Theosophy to the public and other organizations.
- (iii) To receive and deal with representations from individual Members.
- (iv) To make regular visits to the Lodges (Branches) and generally see to their welfare.

- (v) To organise and arrange the programme for the Convention.
- (vi) As part of the main thrust of Theosophy in Australia, to supervise the maintenance of a National Lectureship Programme including the co-ordination of visits by both overseas and local lecturers and speakers to the various Lodges (Branches) and, where possible, Groups, and to ensure that all Lodges (Branches) are adequately served in this respect over a suitable time scale.
- (vii) To Chair the Education and Training Committee and to hold overall responsibility for the organisation of national educational events.
- (viii) To Chair the Electronic Media Committee which shall hold overall responsibility for the national website and the use of other electronic media subject to the direction of the National Council.
- (ix) To comply with the Rules and Regulations of The Theosophical Society and the Rules of the National Society for the time being in force.
- (x) To take direction from, and to carry out the relevant directions of the Convention, the National Council and the Executive Committee.
- (xi) To submit an Annual Report of the National Society to the President and to the National Convention, after approval of the Report by the Executive Committee and to publish a summary of this report in the National Magazine. The Annual Report shall be sent to the President not later than the first day of November each year and shall include statistics of Lodges (Branches) and membership and a copy of the audited financial statement of accounts.
- (xii) As a member of the General Council of the Society, to participate in General Council meetings as often as possible and to carry out duties pertaining to the work of the General Council as required.

## 23.2 General Secretary

For the purposes of The Theosophical Society and for all matters concerning the application of the Rules and Regulations of The Theosophical Society and of the Memorandum and Articles of Association of The Theosophical Foundation Pty. Limited, the National President shall be regarded as the General Secretary of the National Society.

## 23.3 National Vice-President

### (a) Appointment

The National Vice-President (herein and elsewhere in these Rules referred to as the Vice-President) shall be appointed by the National Council from among the State Representatives. The term of appointment shall be determined by the National Council which may review the appointment at any time. The person appointed by the National Council as Chair should normally also be appointed to serve as Vice-President although this may be varied at the discretion of the National Council.

### (b) Duties

The duties of the Vice-President are:

- (i) To deputise for the National President as and when required.
- (ii) To ensure that the National Secretary conducts an election for a new National President in the event of that Office becoming vacant.

#### 23.4 **National Secretary**

(a) **Appointment by National Council**

The appointment, conditions of employment and salary of the National Secretary shall be under the control of the National Council. Where the position becomes vacant, it shall be advertised nationally in the National Magazine or in some other appropriate manner. Provided that any person appointed to the position of National Secretary shall be a Member who has been in Good Standing for the last five years, unless this requirement has been waived in accordance with Rule 11.4 There shall be no fixed time limit for the Office of National Secretary but the continuation of the appointment shall be subject at all times to the determination of the National Council.

(b) **Residence**

The National Secretary must reside within commuting distance of the National Headquarters.

(c) **Duties**

The duties of the National Secretary are:

- (i) In close co-operation with the National President, to take charge of the administrative functions of the National Headquarters including the functions defined in the succeeding paragraphs of this Rule.
- (ii) To comply with the Rules and Regulations of The Theosophical Society and the Rules of the National Society for the time being in force.
- (iii) To take direction from, and to carry out the relevant directions of the Convention, the National Council and the Executive Committee.
- (iv) To supervise the work of the National Headquarters Staff, including, inter alia, the payment of wages and the supervision of the keeping of accounts and of the membership records.
- (v) To prepare agendas in consultation with each respective Chair and to attend Meetings and take minutes of the Meetings of Convention, National Council and the Executive Committee.
- (vi) To attend to routine correspondence and to be responsible for all statutory obligations including the filing of returns.
- (vii) To conduct elections in accordance with the provisions of these Rules, ensuring that adequate information on eligibility is included when calling for nominations.



- (viii) To arrange regular Staff Meetings so that all have a general idea of the overall work and any current programmes.
- (ix) To obtain legal advice and to confer with the legal advisors as may be necessary.
- (x) Under the general direction of the National Treasurer, to supervise the receipt of all moneys and their payment into such accounts of the National Society as the Executive Committee shall determine and the payment of such amounts as are authorised by the Executive Committee.
- (xi) To prepare a draft Annual Budget in consultation with the National President and the National Treasurer.
- (xii) To arrange for the provision of secretarial assistance for the National President from the Headquarters Staff.
- (xiii) Complete a review on any changes to legislation and governance requirements applicable to the Company on an annual basis.
- (xiv) Maintain an up to date register of all written declarations of Conflict of Interests, showing the details of the perceived and/or actual Conflict of Interest and the review and Resolution of the National Council and/or Executive Committee (as appropriate). The National Secretary shall ensure that the register is reviewed as a minimum on an annual basis.
- (xv) Conduct the necessary searches prior to elections and on an annual basis of all Members of the National Council and the Executive Committee to ensure that the Members of the National Council and Executive Committee are not disqualified from becoming or being Responsible Persons.

### 23.5 National Treasurer

#### (a) Appointment

The National Treasurer shall be appointed by the National Council. This may be an honorary position or if no suitable member is available the National Council may authorise the employment of an accountant to oversee the Section's financial administration. The appointment, conditions of employment and rate of pay of said accountant shall be under the control of the National Council.

#### (b) Ex-Officio Appointments

The National Treasurer shall not be an ex-officio member of the National Council or the Executive Committee if not a member of the Company in Good Standing for the last five years. If the paid accountant is not a member in Good Standing for the last five years then the National Council may fill the resulting vacancy on the Executive Committee

#### (c) Duties

The duties of the National Treasurer shall be as follows:

- (i) To be responsible for the supervision by the National Secretary of all matters delineated in Rule 23.4(c)(x).
- (ii) To furnish all financial accounts, budgets, information and balance sheets as may be required by the Executive Committee, National Council or Convention, and to be responsible for the supervision of the keeping of all proper books, records of the financial transactions of the National Society and of its assets and liabilities.
- (iii) To be responsible for the preparation of an annual Account of Income and Expenditure and Balance Sheet of the financial transactions and affairs of the National Society, together with a report of the year's financial working and the Budget for the following year.

### 23.6 **Assistant Treasurer**

The Executive Committee shall appoint an Assistant Treasurer, whose duties shall be to assist the National Treasurer and generally become familiar with the duties.

### 23.7 **Education Coordinator**

#### (a) **Appointment**

An Education Coordinator shall be a member in Good Standing for the last three years appointed by the National Council. This may be an honorary position with an honorarium fixed by the National Council or it may be a part-time or full-time position with a salary fixed by the National Council. Where the position becomes vacant, it shall be advertised nationally in the National Magazine or in some other appropriate manner.

#### (b) **Membership of committees**

The Education Coordinator shall be a member of the Education and Training Committee and the Electronic Media Committee as well as any other Working Committees the Executive Committee deems appropriate.

#### (c) **Duties**

The duties of the Education Coordinator are:

- (i) To be responsible for ensuring that appropriate study and training courses are made available and offered to Lodges (Branches) and National Members. This responsibility shall include development, procurement, assessment, updating, production, marketing and supply of such courses.
- (ii) To be responsible for the Research Library and Archives.
- (iii) To assist the National President with the Convention, educational and promotional work.
- (iv) To carry out such other duties as may be determined by the National Council or Executive Committee.

## 24. Working Committees

---

### 24.1 Appointment

The Working Committees shall be appointed annually by the Executive Committee. Members of the Working Committees need not be Members of the Executive Committee. Where possible, Working Committees should include Members from several States.

### 24.2 Convener

Each Working Committee shall have a Convener who shall be responsible for its effective operation on a continuing basis and for reporting to the Executive Committee monthly or at such other intervals as the Executive Committee shall determine.

24.3 The Working Committees shall be appointed annually by the Executive Committee.

## 25. Finance and Audit

---

### 25.1 Financial Year

The financial year of the National Society ends on 30 June each year.

### 25.2 Payments

- (a) All cheques and other financial instruments, contracts and other documents requiring to be signed on behalf of the National Society shall be signed by any two of the National President, the National Secretary and the National Treasurer or by any one of the above plus a Member of the Executive Committee appointed by the Executive Committee for that purpose.
- (b) Provided that all payments and all such documents and other instruments shall be authorized by the Executive Committee or the National Council.

### 25.3 Annual Accounts

The Annual Accounts, Balance Sheet and the Auditor's Report on these together with the National President's report, the National Treasurer's report and the proposed Budget for the ensuing year shall be forwarded to each Lodge (Branch) and shall be circulated to all Members of the National Society through the National Magazine or otherwise.

### 25.4 Audit

The National Council shall appoint an Auditor at its meeting in June. If the majority of Lodges (Branches) vote against this appointment on Form 3, then the Convention shall direct the National Council to appoint an alternative Auditor.

## 25.5 Budget

A draft Budget shall be drawn up by the National Secretary in consultation with the National President and the National Treasurer and reviewed by the Finance Committee for presentation to the Executive Committee and the National Council. The Budget shall be considered in detail by the National Council together with any changes recommended by the Executive Committee. The final form of the Budget approved by National Council shall be reported to Convention.

## 26. Holding and Administration of Property

---

### 26.1 To be Held by Trust Company

All moneys, investments, real or personal property, and gifts of any kind bequeathed to or otherwise acquired by or belonging to the National Society shall be administered by The Australian Section Theosophical Trust, The Theosophical Foundation Pty. Limited, or such other Trustee or Trustees as may from time to time be properly appointed for that purpose by the Executive Committee in accordance with the provisions hereinafter set forth provided always that the Executive Committee may decide to administer any moneys or properties which it considers may be more conveniently administered by itself.

### 26.2 Power of Executive Committee

The Executive Committee shall have full power:

- (a) To take all steps, actions and proceedings which it may deem expedient to preserve the property or interests of the Society and notwithstanding the generality of the foregoing if the Executive Committee thinks fit it may withdraw any such moneys, funds or properties from the administration of The Australian Section Theosophical Trust or The Theosophical Foundation Pty. Limited and vest the same in other Trustees or administer the same by its Members, provided that any such Trustee shall be properly and duly appointed under a Deed of Trust pursuant to which the National Society shall be the beneficiary and the Declaration of Trust shall be in such form and contain such conditions as the Executive Committee shall approve.
- (b) To grant Power of Attorney to The Australian Section Theosophical Trust or The Theosophical Foundation Pty. Limited or such other company or person or persons as the Executive Committee may select for the purposes of representing, administering, preserving and dealing with any real or personal property of the National Society in such form as the Executive Committee shall see fit.

### 26.3 Trust Agreement

- (a) The Trust Agreement entered into on 24th September 1985 between The Theosophical Foundation Pty. Limited and The Theosophical Society in Australia, and the Trust Agreement entered into between The Australian Section Theosophical Trust and the Australian Section dated 13th day of May, 1953, in substitution for a former agreement dated 8th Day of September, 1937, and the Trust Agreement dated 3rd July, 1967 between The Australian Section

Theosophical Trust and The Theosophical Society in Australia, are hereby confirmed and adopted by the National Society and it is hereby expressly declared that the various Officers and the Executive Committee shall have and shall be deemed to have had on behalf of the National Society all rights, powers and remedies expressed or implied in the said Trust Agreements and may do all things in their opinion necessary and incidental to the due performance of the same from time to time.

- (b) Property of any kind to be held in trust for the National Society as sole beneficiary by The Australian Section Theosophical Trust transferred to the Trustee after 3rd July 1967, shall be administered by the Trustee under the Trust Agreement dated 3rd July, 1967.

#### **26.4 Disposition of Property**

Notwithstanding anything expressed or implied in these Rules, the Executive Committee shall not have power to dispose of or deal in any manner with any real or personal property beneficially owned by the National Society which falls into any of the categories listed below and shall not give any direction, consent, notice, demand or request to The Australian Section Theosophical Trust or to The Theosophical Foundation Pty. Ltd. or to any other Trustee for The Theosophical Society in Australia concerning the disposal of or dealing with any such property, unless detailed approval of the disposal of such property and of any transaction relating thereto is first given by the National Council at a Meeting in which a majority of Members of the National Council (not merely a majority of those present) have voted in favour of the proposal:

- (a) Any real or personal property for which the current value is more than 20% of the total value of all assets as listed in the most recent Balance Sheet of the Society.
- (b) More than 40% of any real or personal asset for which the current value is more than 50% of the total value of all assets listed in the most recent Balance Sheet of the National Society.
- (c) Any real property, which is held principally for the benefit of Lodge (Branch).

Provided that the Investment Trust which is the subject of the Trust Agreement of 24th September, 1985 between The Theosophical Society in Australia and The Theosophical Foundation Pty. Ltd. shall be regarded for the purposes of this Rule as a single asset.

- 26.5 In the event of the proposed sale or disposal of any property which the National Society jointly holds with any other Lodge (Branch), company or constituted body which is a component within the organisational framework of the National Society then the party proposing to sell or dispose of its interest shall give the right of first refusal to acquire that party's interest to the other party and if such property is held in Trust the Trustee shall take note of this requirement.

#### **26.6 Application of Income and Property**

The income and property of the National Society, whencesoever derived, shall be applied solely towards the promotion of the Objects of the National Society as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise by way of profits to the persons who at any

time are or have been Members of the National Society or to any of them or to any person claiming through any of them: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the National Society or to any Members thereof or other person in return for any services rendered to the National Society.

#### **26.7 Members of National Council and Executive Committee to be Members of Trust Company**

Notwithstanding anything contained in these Rules it shall be a condition precedent to acting as a Member of the National Council or Executive Committee of the National Society that any person elected or otherwise appointed shall undertake to apply for membership as a shareholder and if necessary as a Director of The Australian Section Theosophical Trust and any Member of the National Council or Executive Committee failing to so apply within 2 months of election or appointment shall thereupon be disqualified from so acting.

#### **26.8 Vesting of Property on Dissolution of the National Society or a Lodge**

- (a) If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member, unless that Member or former Member is a charity described in Rule 8.
- (b) Subject to the Corporations Act and any other applicable Act, and any court order, in the event of the cancellation of any charter or the winding up or dissolution of the National Society or if the charter of the National Society lapses or becomes forfeited as a result of the winding up or dissolution or of the going out of existence of the National Society, all charters, diplomas, seal, records and other papers belonging to or in the custody of such National Society and, if there remains, after satisfaction of all its debts and liabilities, any other property whatsoever, must not be paid to or distributed among the Members, but must be given or transferred to one or more charities:
  - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Rule 4; and
  - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company,

which must be The Theosophical Society, if it meets such requirements, and if it does not meet such requirements, then such other institution or company to be determined by the Members at or before the time of the dissolution.

## **27. Register of Members of the National Society**

---

### **27.1 Register kept by National Secretary**

The National Secretary shall keep a register of Members of the National Society in a format which provides one record for each Member, and such record shall contain the name and address of each Member and particulars of subsequent changes of address, of all dues or other moneys paid by such Member and a statement as to whether the Member is a National or a Lodge (Branch) Member and to what Lodge (Branch) and

such other information as may from time to time be directed to be recorded by the Executive Committee.

## 27.2 Inspection of Register and Circularising Members

No inspection of the register of Members shall be allowed except by Members of the National Council or by some person or persons duly authorized by a resolution of the National Council or the Executive Committee: provided that the Executive Committee may prevent any person inspecting the register if of the opinion that such inspection is likely to be contrary to the interests of the National Society.

27.3 Members desirous of circularizing other Members of the National Society or Members of Lodges (Branches) may do so with the consent of the Executive Committee upon lodging with the National Secretary an application in Form 10 of Annexure C to these Rules together with a draft of the proposed circular.

27.4 The National Secretary shall forthwith bring the application before the Executive Committee which may in its discretion allow the National Secretary to circularize the Members provided that it is satisfied that the transmission of any proposed circular will be in the interests of the National Society.

27.5 Upon approval by the Executive Committee, the National Secretary shall notify the applicant who shall thereupon deliver to the National Secretary sufficient circulars and envelopes to send to the Members and shall pay sufficient postage or other out-of-pocket expenses to cover delivery together with the sum of such amount determined by the National Secretary and the National Treasurer towards the funds of the National Society as compensation for time lost and thereupon the National Secretary shall transmit such circulars to the Members as expeditiously as possible.

## 28. Indemnity

---

28.1 In this Rule 28:

(a) **Officer** means:

- (i) a Director or Secretary or executive officer or employee of the Company; or
- (ii) a person appointed as a trustee by, or acting as a trustee at the request of, the Company,

and includes a former officer;

(b) **Duties of the Officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by the Company or, where applicable, the subsidiary of the Company;

(c) **to the Relevant Extent** means:

- (i) to the extent the Company is not precluded by law from doing so;

- (ii) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including a subsidiary or an insurer under any insurance policy); and
  - (iii) where the Liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the Duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
- (d) **Liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.
- 28.2 The Company is to indemnify each Officer out of the assets of the Company to the Relevant Extent against any Liability incurred by the Officer in, or arising out of, the conduct of the business of the Company or in, or arising out of, the discharge of the Duties of the Officer, except for fraud and wilful misconduct or any Liability arising out of conduct involving lack of good faith.
- 28.3 Subject to this Rule 28, where the Directors consider it appropriate, the Company may execute an indemnity document in any form in favour of any Officer of the Company or a subsidiary.
- 28.4 Where the Directors consider it appropriate, the Company may to the Relevant Extent:
- (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer of the Company or a subsidiary against any Liability incurred by the Officer in, or arising out of, the conduct of the business of the Company or in, or arising out of, the discharge of the Duties of the Officer; and
  - (b) bind itself in any contract or deed with any Officer of the Company to make the payments.
- 28.5 Where the Directors consider it appropriate, the Company may:
- (a) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
  - (b) bind itself in any contract with a Director or former Director to give the access.

## 29. Amendment Of Rules

---

### Procedures

- 29.1 Alterations and amendments to these Rules may be made only at Convention as a result of a motion complying with Rule 15 and which is passed as a special resolution in accordance with Section 136(3) of the Corporations Act and shall be submitted for consideration by Lodge (Branch) Convention Meetings convened in accordance with



Rule 17 and voted on at Convention by Lodges (Branches) in their corporate capacity and by National Members as provided in Rule 14 hereof.

- 29.2 The National Society has the power to make its own Rules which shall not be incompatible with the Rules of the Theosophical Society.
- 29.3 All amendments to these Rules shall be submitted, within thirty days of their adoption, to the President for approval, and they shall be put into force when approved or if approval has not been refused within nine months of acknowledgement of their receipt.
- 29.4 If, by a change made in a Rule of The Theosophical Society, any Rule of the National Society ceases to be compatible with the Rules of The Theosophical Society; such a Rule shall cease to be valid and shall be amended in accordance with Rule 30.1 so that it is compatible with the Rules of the Theosophical Society.

## 30. Notices

---

### 30.1 Notice Requirements

Any notice, demand, approval, consent or other communication under this Constitution (**Notice**) must be in writing and must be delivered:

- (a) personally;
- (b) by prepaid registered post; or
- (c) sent by email to a current email address for notices,

to a party at the address of the party set out in the relevant Company register (**Nominated Contact Details**).

### 30.2 When Notices considered given and received

A Notice given in accordance with Rule 30.1 takes effect when received (or such later time as specified in it), and is taken to be received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, two Business Days after the date of posting (or five Business Days after the date of posting if posted to or from outside Australia);
- (c) if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient,

but if the delivery, receipt or transmission is not on a Business Day or is after 5.00 pm on a Business Day, the Notice is taken to be received at 9.00 am on the Business Day after that delivery, receipt or transmission.

## Annexure A Requirements of Lodge (Branch) Rules

Every Lodge (Branch) shall make provision in its Rules and/or Constitution satisfactory to the Executive Committee for the following matters to be explicitly covered:

1. Membership

Membership of the Lodge (Branch) shall be subject to a written application and be consistent with these Rules and the Rules of The Theosophical Society. The application must be approved by the Lodge (Branch) Executive Committee and provision shall be made for cessation of membership of the Lodge (Branch) by resignation, lapsing, termination or otherwise.

2. Management

A Lodge (Branch) shall be managed by a Lodge (Branch) Executive Committee consisting of at least the President, Treasurer and Secretary and not less than two (2) Committee Members elected in a General Meeting. The Lodge (Branch) Executive Committee shall have power to fill casual vacancies of its membership and of Officers. The President and other Officers and Committee Members must have been Members in Good Standing for the minimum period stated in Rule 7.7

3. Voting Powers of Members

The Rules must clearly define the voting powers of Members, the delegation of these powers, and the calling and conducting of General Meetings. The Rules must provide that a decision, ruling or opinion of a Lodge (Branch) shall mean a decision, ruling or opinion made at a duly called General Meeting of the Lodge (Branch), or at a duly constituted Meeting of the Lodge (Branch) Executive Committee where such powers have been delegated to the Lodge (Branch) Executive Committee by the Lodge (Branch) in General Meeting or under its Rules or Governing Articles or By-laws if the Lodge (Branch) is incorporated.

4. Financial

The Rules must provide for the payment of subscriptions and for the keeping and auditing of accounts and moneys of the Lodge (Branch) and for the payment of all dues to the National Society and/or The Theosophical Society.

5. Property

Unless the Lodge (Branch) is incorporated real estate and investments of the Lodge (Branch) shall be vested in Trustees who must execute an unequivocal declaration of trust in respect of any such property in favour of the Lodge (Branch). The Australian Section Theosophical Trust may act as Trustee for any property of a Lodge (Branch) provided that a proper agreement is previously entered into between the Lodge (Branch) and the Trust Company.

6. Alteration of Rules

The Rules must clearly define the method of alteration of the Rules of the Lodge (Branch).

7. Component Lodge (Branch)

The Rules must provide that the Lodge (Branch) is a Component Lodge (Branch) of the National Society.

8. Lodge (Branch) Convention Meeting

The Rules must require a Lodge (Branch) Convention Meeting to be held and conducted in accordance with Rules 16.2 and 17.

9. Cessation or Dissolution Disposition of Property

The Rules must provide that the cessation or dissolution of the Lodge (Branch) shall take place in certain stated events and in any of these events or in the event of the cancellation of the Charter of the Lodge (Branch) it must hand over all property, real or personal, of the Lodge (Branch) to the National President and provide for the discontinuance of the use of the Theosophical Society name, seal and motto, in accordance with Rules 7.5(a) and 26.8.

10. Approval of Rules

All Lodge (Branch) Rules and changes to Lodge (Branch) Rules shall be submitted to the National Secretary for approval under the provisions of Rule 7.2(a) and such Rules shall apply only subject to that approval.

11. Consistency of Rules

Generally ensuring consistency with the Rules of the Company and in particular with Rules 4,5.4, 7.6, 8.3, 8.7, 8.8, 8.9, 9, 11.3, 17, 22.4 and 26.8.

12. Application of Income and Property

The Rules must include a Rule to the effect of National Society Rule 26.6 but modified to apply to Lodge (Branch) Rules. That Rule must restrict the application of income and property to the promotion of the Objects of the Lodge (Branch) and such things as are incidental thereto.

13. Restrictions on Disposition of Property

It is strongly recommended that the Lodge (Branch) Rules include a Rule to the effect of the following (although the percentages may be varied if appropriate): "Notwithstanding anything expressed or implied in these Rules, the Lodge (Branch) Executive Committee shall not have power to dispose of, or deal with any real or personal property owned by the Lodge (Branch) and valued at more than \$10,000, which falls into any of the categories listed below, unless detailed approval of the disposal of such property and of any transaction relating thereto is first given by resolution at a properly convened General Meeting of the members of the Lodge (Branch):

- (d) Any real or personal property for which the current value is more than 20% of the total value of all assets as listed in the most recent Balance Sheet of the Lodge (Branch).
- (e) More than 40% of any real or personal asset for which the current value is more than 50% of the total value of all assets listed in the most recent Balance Sheet of the Lodge (Branch).

14. Lodge (Branch) Annual Reports, Accounts and Election Results

The rules must provide that, within thirty days following its Annual General Meeting, the Lodge (Branch) shall send to the National Secretary the results of the elections of officers, and copies of its annual report and financial statements of accounts.

15. Lodge (Branch) Rules subject to National and International Rules

The Lodge (Branch) Rules shall provide that:

- (a) in respect of any matter on which the Lodge (Branch) Rules are silent, the Rules of the National Society shall apply, subject to (c) below;
- (b) if any Lodge (Branch) Rule is incompatible with the Rules of the National Society, the latter shall apply, and the Lodge (Branch) Rules shall be amended to be compatible with them, subject to (c) below;
- (c) if the Rules of the National Society are silent on any matter, or if any Rule is incompatible with the Rules of The Theosophical Society, the latter shall apply, subject to confirmation from the National Headquarters.

16. Conflict of Interest

It is strongly recommended that the Lodge (Branch) Rules include a Rule to the effect of the following:

- (a) A Member who has a direct or indirect financial interest in any contract or arrangement with the Lodge (Branch) shall not be entitled to vote in respect of any such contract or arrangement and shall leave the relevant meeting while the issue is being considered, unless otherwise determined by a resolution of the Executive Committee
- (b) Members who are employees of the Lodge (Branch) shall not be entitled to vote at a General Meeting or Executive Committee Meeting of the Lodge (Branch) on any issue relating to their terms of employment

## Annexure B      Advisory Information Re Lodge (Branch) Name and Usage

### How to use 'Lodge' and 'Branch'

In any registration, legal document, formal letter, advertisement, publicity, or the like, wherever either 'Lodge' or 'Branch' is used in the name, the words of The Theosophical Society should follow. If the Lodge (Branch) is an incorporated Company, its correct registered name and its A.C.N. number should always be used, or, if incorporated as an Association, the word 'Inc.' should be added in lieu of the A.C.N. number.

## Annexure C    Application, Appointments and Nomination Forms

See Forms 1 to 10 on the following pages.

**Form 1. Application for Membership Rule 8.3(c)**

**THE THEOSOPHICAL SOCIETY**

**THE THEOSOPHICAL SOCIETY IN AUSTRALIA LIMITED**

Headquarters: Adyar, Madras/Chennai, India    Level 2, 162 Goulburn St, Surry Hills NSW 2010  
and its Australian Section:

**APPLICATION FOR MEMBERSHIP**

**OBJECTS OF THE THEOSOPHICAL SOCIETY IN AUSTRALIA:**

1. To form a nucleus of the Universal Brotherhood of Humanity, without distinction of race, creed, sex, caste or colour.
2. To encourage the study of Comparative Religion, Philosophy and Science.
3. To investigate unexplained laws of Nature and the powers latent in the human being.

PLEASE NOTE: The three Objects were formulated in the nineteenth century when the term "Brotherhood" was seen as inclusive of both sexes. This is still the meaning intended, as evidenced by the phrase "without distinction of race, creed, sex, caste or colour." The term used is retained here to conform to the Objects of The Theosophical Society, with its international Headquarters at Adyar, Madras/Chennai, India, of which The Theosophical Society in Australia Limited is a component Section.

**Being in sympathy with the Objects** of The Theosophical Society and The Theosophical Society in Australia Limited, I hereby **apply for admission to membership thereof and agree to abide by their Rules.**

**I wish to be:**

A Member of the ..... Lodge (**Branch**) of The Theosophical Society in Australia Limited and agree to abide by their Rules.

Or

A **National Member** of The Theosophical Society in Australia Limited without being a member of a Lodge (Branch)

Date .....

Signature ..... (BLOCK LETTERS PLEASE)

Full Name: Mr/Mrs/Miss/Ms/Dr.....

Address .....

Email: .....

The applicant must be at least ten (10) years. **If aged less than eighteen (18) years** the applicant will be admitted only with the **consent of a Parent or Guardian:**

Date of Birth ..... Signature of Parent or Guardian .....

**To be completed at Section Office:**

Date Application Received ..... Folio Number .....

Number.....

DIPLOMA

Date ..... National President .....

**Form 2. Application for Transfer from Lodge (Branch) to National Membership Rule 8.7**

To the National Secretary,  
The Theosophical Society in Australia Limited

Please take notice that I (full name) .....

of (full address) .....

being a Member of ..... Lodge (Branch) and thereby a Lodge (Branch) Member of the National Society do hereby apply for National Membership of the National Society in accordance with the Rules, and I declare that I have paid all dues and liabilities accrued up to date hereof as such Lodge (Branch) Member.

Dated this ..... day of ..... 20.....

Signature .....



**Form 3. Appointment of Voting Delegate of Proxy to Convention and Notification of Votes  
by Lodge (Branch) Rules 16.2 & 17.2**

To: The National Secretary  
The Theosophical Society in Australia Limited.

**Voting Delegate/Proxy**

Please take notice that ..... Lodge (Branch) of The Theosophical Society in Australia Limited hereby appoints ..... or failing him/her, ..... who are Members of the National Society in Good Standing for the last two years, to be its Voting Delegate or Proxy and to exercise its votes on minor amendments to motions at the forthcoming Convention Business Meeting and at any adjournment thereof.

**Votes**

Please also take notice that the Lodge (Branch) has voted as follows on items on the agenda and on each Motion:

(Cross one space for each item)\*

	<b>FOR</b>	<b>AGAINST</b>
Minutes of last Convention	<input type="checkbox"/>	<input type="checkbox"/>
National President's Report	<input type="checkbox"/>	<input type="checkbox"/>
National Treasurer's Report	<input type="checkbox"/>	<input type="checkbox"/>
Financial Statement, Balance Sheet & Auditor's Report thereon	<input type="checkbox"/>	<input type="checkbox"/>
Budget	<input type="checkbox"/>	<input type="checkbox"/>
Appointment of Auditor by National Council	<input type="checkbox"/>	<input type="checkbox"/>
Notice of Motion:		
1.	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>

See Form 3A

\*Note: If the Lodge (Branch) has more than one vote at Convention in accordance with National Rule 16.1, all its votes on any issue must be cast either for or against **in order to be valid**.

**Certificate by Lodge (Branch) President**

In Accordance with Rule 17, I certify that the above Voting Delegate(s) were appointed at a Lodge (Branch) Convention Meeting conducted in accordance with these Rules and the Rules of the Lodge (Branch), and that the votes of the Lodge (Branch) were determined at that meeting as indicated by the ticks above.

..... President ..... Date

**In order for your votes to be valid**, this form must reach the National Secretary at least two weeks before the date of the Convention Business Meeting.

**Form 3A. Notices of Motion (continued)**

(Cross one space for each item)\*

**FOR    AGAINST**

- |     |                          |                          |
|-----|--------------------------|--------------------------|
| 7.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 8.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. | <input type="checkbox"/> | <input type="checkbox"/> |
| 22. | <input type="checkbox"/> | <input type="checkbox"/> |
| 23. | <input type="checkbox"/> | <input type="checkbox"/> |
| 24. | <input type="checkbox"/> | <input type="checkbox"/> |
| 25. | <input type="checkbox"/> | <input type="checkbox"/> |
| 26. | <input type="checkbox"/> | <input type="checkbox"/> |
| 27. | <input type="checkbox"/> | <input type="checkbox"/> |
| 28. | <input type="checkbox"/> | <input type="checkbox"/> |
| 29. | <input type="checkbox"/> | <input type="checkbox"/> |
| 30. | <input type="checkbox"/> | <input type="checkbox"/> |
| 31. | <input type="checkbox"/> | <input type="checkbox"/> |
| 32. | <input type="checkbox"/> | <input type="checkbox"/> |
| 33. | <input type="checkbox"/> | <input type="checkbox"/> |

**Form 4. Submission by National Secretary to Members of the National Council Rule 19.5**

To the Members of the National Council,  
The Theosophical Society in Australia Limited.

Pursuant to Rule 19.5 of the National Society's Rules I hereby submit the following resolution for your consideration and endorsement as a resolution of the National Council.

Your attention is directed to the said Rule which reads as follows:

“A resolution purporting to be one of the National Council and agreed to by at least three quarters of the members thereof shall be as effective as though it had been passed at a duly convened Meeting of the National Council. In any matter upon which the National Council shall be entitled to vote the Executive Committee or National Secretary may submit such matter in the form of a resolution to be voted upon to each of the Members of the National Council in Form 5 of Annexure C to these Rules or to like effect, together with a report explaining the same and should the resolution not be returned to the National Secretary within ten Business Days from the date of posting each Member of the National Council not so returning it shall be deemed to have voted in favour of the resolution and to have signed the same in accordance with this Rule.”

Your attention is also directed to the enclosed report which explains the circumstances giving occasion to this submission. Kindly return this form completed by striking out the inappropriate answer and signing your name.

(Resolution)

For the purpose of Rule 19.5, you are hereby notified that:

*Strike out whichever sentence is inapplicable*

- I am in favour of the above resolution or
- I am not in favour of the above resolution

(Signed) ..... Member of National Council.

Dated this ..... day of ..... 20.....

**Form 5. Submission by National Secretary to Members of the Executive Committee Rule 20.3**

To the Members of the Executive Committee,  
The Theosophical Society in Australia Limited.

Pursuant to Rule 20.3 of the National Society's Rules I hereby submit the following resolution for your consideration and endorsement as a resolution of the Executive Committee.

Your attention is directed to the said Rule which reads as follows:

“A resolution purporting to be one of the Executive Committee and agreed to by at least three quarters of the members thereof shall be as effective as though it had been passed at a duly convened Meeting of the Executive Committee. In any matter upon which the Executive Committee shall be entitled to vote the Executive Committee or National Secretary may submit such matter in the form of a resolution to be voted upon to each of the Members of the Executive Committee in Form 5 of Annexure C to these Rules or to like effect, together with a report explaining the same and should the resolution not be returned to the National Secretary within ten Business Days from the date of posting each Member of the Executive Committee not so returning it shall be deemed to have voted in favour of the resolution and to have signed the same in accordance with this Rule.”

Your attention is also directed to the enclosed report which explains the circumstances giving occasion to this submission. Kindly return this form completed by striking out the inappropriate answer and signing your name.

(Resolution)

For the purpose of Rule 20.3, you are hereby notified that:

*Strike out whichever sentence is inapplicable*

- I am in favour of the above resolution or
- I am not in favour of the above resolution

(Signed) ..... Member of Executive Committee.

Dated this ..... day of ..... 20.....

**Form 6. Appointment of Proxy on National Council Rule 19.4(c)(ii)**

To the National Secretary,  
The Theosophical Society in Australia Limited.

Please take notice that I have appointed ..... who is:

(a) a Member of the National Council

or

(b) a Member of the Society who has been in Good Standing for the last three years and (where a State Representative cannot attend) who is a resident of that Electoral State

to act as my Proxy at the forthcoming Meeting only and at any adjournment thereof.

Dated this ..... day of ..... 20.....

(Signed) ..... Member of National Council.

*Delete (a) or (b) whichever does not apply*

**Form 7. Nomination for National President Rule 22.1**

To the National Secretary,  
Theosophical Society in Australia.

Please take notice that..... is hereby  
nominated for election as National President.

This ..... day of ..... 20.....

Signed..... (Member)

Name.....

Signed..... (Member)

Name.....

Signed..... (Member)

Name.....

**Consent of Nominee**

I consent to the above nomination .....

The following documents required under Rule 22.2 must be included with this nomination:

A photograph of the candidate, a curriculum vitae and relevant biographical data, and a personal statement by the candidate, which may be edited as necessary in consultation with the candidate, for distribution.

Please note: A Member must have been in Good Standing for the last five years before being eligible to hold the office of National President and must not be disqualified from managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act) or been disqualified from being a responsible person by the Australian Charities and Not-For-Profit Commissioner, within the previous 12 months.

Each of the three nominators must be a Member of the National Society who has been in Good standing for the last three years.

**Form 8. Nomination for State Representative under Rule 21.4**

To the National Secretary,  
The Theosophical Society in Australia Limited.

Please take notice that ..... is hereby nominated for election as State Representative on National Council for the Electoral State of:

.....

*EITHER* For and on behalf of ..... Lodge (Branch)  
..... President

*OR* Two Members resident in the relevant Electoral State and eligible to vote:

Signed..... (Member) Printed Name.....

Signed..... (Member) Printed Name.....

Dated this ..... day of ..... 20.....

**CONSENT OF NOMINEE**

I hereby consent to the above nomination.

Dated this ..... day of ..... 20.....

(Signed) .....

The following documents required under Rule 21.4 must be included with this nomination:

A photograph of the candidate, a curriculum vitae and relevant biographical data, and a personal statement by the candidate, which may be edited as necessary in consultation with the candidate, for distribution.

Please note: To be eligible for election as State Representative, the candidate must have been in Good Standing for the last three years and must have served for at least one year on the Executive Committee of a Lodge (Branch) by the time of the election and shall be a resident of the relevant Electoral State and must not be disqualified from managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act) or been disqualified from being a responsible person by the Australian Charities and Not-For-Profit Commissioner, within the previous 12 months.

If the candidate is nominated by two Members, each of them must be a Member of the National Society who has been in Good Standing for the last two years and who resides in the relevant Electoral State.





**Form 10. Application to Circularize Members of the National Society Rule 27.3**

To: The National Secretary  
The Theosophical Society in Australia Limited

I/we apply for the consent of the Executive Committee to allow the National Secretary to circularize the Members of the National Society with a proposed circular of which a draft is attached.

If approved, I/we will supply to the National Secretary sufficient circulars and envelopes to send to the Members and will pay to The Theosophical Society an amount as determined by the National Secretary and the National Treasurer in accordance with Rule 27.5.

Dated ..... Signed .....

Name ..... Address .....

Dated ..... Signed .....

Name ..... Address .....