

The British Daoist Association

Constitution

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Draft Constitution 2017

Name

1. The name of the association is “The British Daoist Association” (referred to as “the Association”).

Objects

2. The objects of the Association are to create an environment where the Clear and Tranquil path of cultivation can be taught and developed, in particular by organising inner cultivation retreats and other events that include meditation, dao yin and the root teachings from the Daoist classics; distributing information and publications; and supporting Daoist cultivators in their practice, whilst acknowledging the diversity of the Daoist tradition and maintaining a dialogue with other approaches.

Powers

3. In furtherance of the Association's objects, the Committee has the power to—
 - (a) co-operate with and support other organisations with similar purposes;
 - (b) raise funds and receive grants and donations;
 - (c) buy or sell property, take on leases and enter into contracts;
 - (d) appoint trustees to hold property;
 - (e) do anything else within the law which is necessary to achieve the objects.

The Committee

4. The management of the Association and its affairs shall be entrusted to a Committee comprising at least five individuals who share a commitment to the Association’s objects and who bring useful skills and experience to the position.
5. In the event that the number of Committee members should drop below five, those remaining may act for the purpose of increasing the number of Committee members, or winding up the Association, but for no other purpose.

Appointment of Committee members

6. The Committee may appoint additional Committee members whenever they think fit, using their standard decision-making process described within this Constitution. Committee members must be at least 18 years of age.

Resignation and removal of Committee members

7. A Committee member may resign at any time but is asked to give three months’ notice.
8. A Committee member may be removed from office by the other members of the Committee for conduct prejudicial to the Association. A Committee member whose removal is proposed shall be entitled to make representation and oppose removal, but shall not be eligible to vote on the matter.

Committee meetings

9. The Committee shall convene and organise their meetings as they see fit.

10. No decisions shall be made at a Committee meeting unless a quorum is present. A quorum shall be three members of the Committee.
11. Where the Committee has to reach a decision, it must ensure that everyone present has voiced an opinion (and absent Committee members may be able to voice an opinion in writing beforehand). If a decision is not unanimous after discussion, then the issue will go to a further vote and be decided by a simple majority. If there is an even number of Committee members present and voting, and a simple majority cannot be reached, then the matter will be carried forward to the next Committee meeting.
12. The Committee shall ensure that proper minutes are kept of the proceedings at all meetings of the Committee and of any sub-committees.

Conflicts of interest

13. A Committee member must—
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed or current transaction or arrangement with the Association; and
 - (b) absent himself or herself from any discussions in which it is possible that a conflict will arise between his or her duty to act in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Sub-committees

14. The Committee may delegate any of their powers or functions to sub-committees, and may subsequently revoke or alter such delegation. A sub-committee may consist of two or more persons, and at least one member of each sub-committee must be a Committee member.
15. The Committee may impose conditions when delegating, and will always include the conditions that—
 - (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Committee;
 - (c) the sub-committee shall report regularly to the Committee.

Remuneration and expenses

16. Committee members may receive reasonable payment for services delivered to or on behalf of the Association, and for any goods which may be provided in connection with such services.
17. Committee members are entitled to be reimbursed for reasonable out-of-pocket expenses they may incur when acting on behalf of the Association, in accordance with a policy established from time to time by the Committee.

Associate Members

18. Application for Associate Membership of the Association may be made by any individual who is—
 - (a) interested in helping the Association to pursue its objects, and
 - (b) willing to pay any subscription required by the Committee.
19. Admission to Associate Membership shall be at the discretion of the Committee, who shall consider all applications as soon as possible after they have been received.

20. Associate Members shall have the right to use the services of the Association, and may apply to take part in events and functions organised by the Association, but shall not hold voting rights.

Termination of Associate Membership

21. If an Associate Member fails to pay the annual subscription (if any) within three months after it becomes due, his or her membership shall be terminated.
22. The Committee shall have the power to expel any Associate Member who acts against the best interests of the Association or its objects. Any Associate Member whose expulsion is proposed shall have the right to make representation to the Committee before a decision is taken.

Property

23. All or any part of the property of the Association may be vested in not less than two Holding Trustees (or in a corporation entitled to act as Custodian Trustee) appointed by the Committee, and such Holding Trustees shall hold such property and deal with it in a manner which is consistent with the objects of the Association as the Committee may from time to time direct. The powers, rights and duties of Holding Trustees so appointed shall be embodied in a Trust Deed to be approved by the Committee and to be executed by the Holding Trustees. Provided they act only in accordance with the lawful directions of the Committee, Holding Trustees shall not be liable for the acts and defaults of its members.
24. The Committee may at any time remove or replace any Holding Trustee and may appoint a Holding Trustee in place of any Holding Trustee who has retired, dies, refuses to act or has become incapable of acting.
25. Any property or contracts held in the name of the Association and not vested in named Holding Trustees shall be deemed to be held jointly by the members of the Committee for the time being.

Indemnity

26. A Committee member is entitled to be indemnified from the funds of the Association for any claim made against them or losses incurred as a result of the proper exercise of their duties, and the Committee may purchase indemnity insurance to cover any such claims.

Bye-laws

27. The Committee shall have power to make such bye-laws as it may consider necessary for the proper conduct and management of the Association, provided that such bye-laws shall not conflict with these Rules or with the law generally.

Amendments to the Constitution

28. The Constitution may be changed by the Committee using their usual decision-making procedure. All Committee members must be given at least 28 days' notice of any proposal to amend the Constitution.

Winding up

29. The Association may be wound up by the Committee using their usual decision-making procedure, at a meeting convened especially for this purpose. Committee members must be given at least 28 days' notice of a meeting which is to consider a proposal to wind up.
30. In the event of dissolution of the Association, any residual assets should be distributed to any present and past members or used to promote Daoist teachings, as the Committee may decide.