

The Companies Acts 1985 and 1989
Company Limited by Guarantee

**Memorandum of Association
of**

KADAMPA MEDITATION CENTRE WALES



Clause 1. Name and company number

1.1 The name of the Company is "Kadampa Meditation Centre Wales" (and in this document it is called "the Charity").

1.2 The Company Number of the Charity is:02869366.

2. Registered office

The registered office of the Charity is to be situated in England.

3. The Objects

The objects of the Charity ("the Objects") are to promote the Buddhist Faith under the spiritual guidance of the elected General Spiritual Director of the New Kadampa Tradition - International Kadampa Buddhist Union principally through the activities of teaching, study, practice and the observance of moral discipline all within the Mahayana Buddhist tradition of Atisha and Je Tsongkhapa as taught by Venerable Geshe Kelsang Gyatso, the Founder of the New Kadampa Tradition - International Kadampa Buddhist Union, through the continuous implementation of the three New Kadampa Tradition Study Programmes: the General Programme, the Foundation Programme, and the Teacher Training Programme, all as defined in Schedule A of this Memorandum.

4. Relationship with the NKT-IKBU

4.1 The Charity is created with the authorisation of the New Kadampa Tradition - International Kadampa Buddhist Union (the "NKT-IKBU"), the international association of Mahayana Buddhist study and meditation centres that have the same objects as the Charity, and that prohibit the distribution of their income and property to an extent at least as great as is imposed on the Charity by **Clause 6** below.

4.2 The Charity is established as and shall always be a Member Centre of the NKT-IKBU and shall honour any agreement to this effect with the Education Council of the NKT-IKBU. The Charity shall always follow the *Internal Rules of the NKT-IKBU*. The Spiritual Director of the Charity shall always be the person who is the duly elected General Spiritual Director of the NKT-IKBU.

4.3 The "New Kadampa Tradition - International Kadampa Buddhist Union" ("the NKT-IKBU") is defined as the union of Kadampa Buddhist Centres, the international association of study and meditation Centres that follow the pure tradition of Mahayana Buddhism derived from the Buddhist meditators and scholars Atisha and Je Tsongkhapa, introduced into the West by the Buddhist teacher Venerable Geshe Kelsang Gyatso, the Founder of the NKT-IKBU; and that follow the three New Kadampa Tradition Study Programmes defined in Schedule A of this Memorandum; and that are guided by the code of moral discipline called the *Internal Rules of the NKT-IKBU*.

5. Powers

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to provide, manage, develop and administer facilities for teaching, study, meditation and the observance of moral discipline all within the tradition of Atisha and Je Tsongkhapa defined above;
- (b) to organise and support activities including but not limited to programmes of study, meditation courses, retreats, lectures, services and correspondence courses;
- (c) to produce, publish, print and distribute books and other literature, and to produce and distribute recordings for audio and visual reproduction;
- (d) to raise funds and to invite and receive contributions. In doing so, the Charity shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations;
- (e) to buy, take on lease or in exchange, hire or otherwise acquire any property; and to maintain and equip it for use;
- (f) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other financial instruments, and to operate bank accounts in the name of the Charity;
- (h) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity shall comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities, and to exchange information and advice with them;
- (j) to establish or support other associations formed to promote the same Objects as the Charity;

- (k) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (l) to deposit or invest funds, as permitted by the Trustee Act 2000;
- (m) to employ and remunerate such staff as are necessary to carry out the work of the Charity. No such staff shall be directors of the Charity;
- (n) to do all such other lawful things as are necessary for the achievement of the Objects.

6. No financial benefit to Members and Directors

6.1 The Charity is a non-profit religious organisation and is not organised for the private financial gain of any person. It is established, organised and operated exclusively for religious purposes.

6.2 The income and property of the Charity shall be applied solely and irrevocably towards the promotion of the Objects. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to its directors, trustees, officers, teachers, Members or to any individual person.

6.3 Each year a proper reserve against future expenditure necessary for the development of the Charity shall be set aside out of the income of the Charity. Any income then remaining shall be donated to the NKT-IKBU International Temples Project in the U.K.

6.4 No Director shall be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other financial or material benefit from the Charity.

6.5 This does not prevent any payment in good faith by the Charity:

- of reasonable and proper remuneration for any goods or services supplied to the Charity by any Member, officer or servant of the Charity who is not a director;
- of interest on money lent by any Member or director of the Charity at a reasonable and proper rate not exceeding 2% per annum less than the base rate of a clearing bank selected by the directors;
- of reasonable and proper rent for premises let by any Member or director of the Charity;
- of fees, remuneration or other benefit in money or money's worth to any company of which a trustee is a member holding not more than 1% of the issued capital of that company; and
- to any director of reasonable expenses properly incurred when acting on behalf of the Charity.

7. Limited liability

The liability of the Members is limited.

8. Guarantee

Every Member promises to contribute such sum (not exceeding £10) as may be demanded of him or her if the Charity is dissolved while he or she is a Member or within one year after he or she ceases to be a Member. This contribution shall be used (a) to pay the debts and liabilities incurred by the Charity before he or she ceased to be a Member and (b) to pay the costs, charges and expenses of winding up.

9. Dissolution

9.1 If the Charity is wound up or dissolved for any reason whatsoever, and if after the satisfaction of all its debts and liabilities any property remains, this property must be given to one (or more than one) other charity which has the same objects as the Charity. At or before the time of dissolution, the recipient charity (or charities) shall be chosen by the Members in consultation with the Spiritual Director.

9.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity.

SCHEDULE A: The New Kadampa Tradition Study Programmes

The General Programme The purpose of the General Programme shall be to introduce basic Buddhist view, meditation and action, and various other teachings and practices, all within the Mahayana Buddhist tradition of Atisha and Je Tsongkhapa, that help the practitioner deepen his or her knowledge and experience of Buddhism. The Programme shall be based on the commentaries by Venerable Geshe Kelsang Gyatso.

The Foundation Programme The purpose of the Foundation Programme shall be to provide a systematic presentation of particular subjects of Mahayana Buddhism to enable students to deepen their knowledge and experience of Buddhism. The Programme shall comprise the following five subjects based on Buddha's Sutra teachings and the corresponding commentaries by Venerable Geshe Kelsang Gyatso:

- **The Stages of The Path to Enlightenment,**
based on the commentary *Joyful Path of Good Fortune*;
- **Training the Mind,**
based on the commentaries *Universal Compassion* and *Eight Steps to Happiness*;
- **The Heart Sutra,** based on the commentary *Heart of Wisdom*;
- **Guide to the Bodhisattva's Way of Life,**
based on the commentary *Meaningful to Behold*;
- **Types of Mind,** based on the commentary *Understanding the Mind*.

The Teacher Training Programme The purpose of the Teacher Training Programme shall be to provide a more extensive presentation of particular subjects of Mahayana Buddhism, to enable students to deepen their knowledge and experience of Buddhism and to train as qualified New Kadampa Tradition Teachers. The Programme shall comprise the following twelve subjects based on Buddha's Sutra and Tantra teachings and the corresponding commentaries by Venerable Geshe Kelsang Gyatso:

- **The Stages of The Path to Enlightenment,**
based on the commentary *Joyful Path of Good Fortune*;
- **Training the Mind**
based on the commentaries *Universal Compassion* and *Eight Steps to Happiness*;
- **The Heart Sutra,** based on the commentary *Heart of Wisdom*;
- **Guide to the Bodhisattva's Way of Life,**
based on the commentary *Meaningful to Behold*;
- **Types of Mind,** based on the commentary *Understanding the Mind*.
- **Guide to the Middle Way,** based on the commentary *Ocean of Nectar*;
- **Vajrayana Mahamudra,** based on the commentary *Clear Light of Bliss*;
- **The Bodhisattva's Moral Discipline,**
based on the commentary *The Bodhisattva Vow*;
- **Offering to the Spiritual Guide,**
based on the commentaries *Great Treasury of Merit* and *Mahamudra Tantra*;
- **Vajrayogini Tantra,** based on the commentary *Guide to Dakiniland*;
- **Grounds and Paths of Secret Mantra,**
based on the commentary *Tantric Grounds and Paths*;
- **The Practice of Heruka Body Mandala,**
based on the commentary *Essence of Vajrayana*.

A student shall be deemed to have completed the Teacher Training Programme if he or she:

- has attended the classes related to each of the twelve courses; and
- has memorised all the required points; and
- has passed examinations in all twelve subjects and received a certificate to that effect; and
- has completed the required meditation retreats.

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Articles of Association
of

KADAMPA MEDITATION CENTRE WALES

Interpretation

01. In these Articles of Association words and expressions defined have the same meanings in the Memorandum of Association:

- **"the Act"** means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;
- **"the Articles"** means these Articles of Association of the Charity;
- **"the Charity"** means the company intended to be regulated by these Articles;
- **"the Commission"** means the Charity Commissioners for England and Wales;
- **"Director"** means a director of the Charity and **"the Directors"** means all of the directors. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;
- **"the Internal Rules"** means the *"Internal Rules of the NKT-IKBU"*;
- **"Member"** and **"membership"** refer to membership of the Charity;
- **"the Memorandum"** means the Memorandum of Association of the Charity;
- **"the NKT-IKBU"** means the "New Kadampa Tradition - International Kadampa Buddhist Union" as defined in Clause 4 of the Memorandum;
- **"the Objects"** means the objects of the Charity;
- **"the office"** means the registered office of the Charity;
- **"Resident Teacher"** means any person appointed by the General Spiritual Director of the NKT-IKBU to be the teacher at any Centre of the NKT-IKBU that is (or will shortly become) legally and financially independent;
- **"the seal"** means the common seal of the Charity if it has one;
- **"the secretary"** means the secretary of the Charity;
- **"the United Kingdom"** means Great Britain and Northern Ireland; and
- words importing the masculine gender only shall also include the feminine gender.

Unless the context requires otherwise, words or expressions contained in this Memorandum and the Articles have the same meaning as in the Act.

Membership

02. The Members shall be:

- the Spiritual Director for the time being of the Charity; and
- Local Members, as admitted to membership in accordance with these Articles; and

- the Resident Teachers for the time being of all NKT-IKBU Centres within the United Kingdom.

03. No person shall be admitted as a Local Member unless his application for membership is approved by the Charity in general meeting, and unless to the satisfaction of the Charity he:

- is a practitioner of Buddhism within the New Kadampa Tradition;
- participates in any of the Study Programmes of the Charity, and has so participated for at least one year;
- cherishes the Charity and the NKT-IKBU;
- has good moral discipline;
- is at least eighteen years of age;
- has signed a written consent to become a Member;
- has paid the annual subscription fee of £1 (or such other amount as shall be fixed by the Directors from time to time);
- accepts the Internal Rules; and
- is free from any conflict of interest, including but not limited to being associated with or practising in a spiritual tradition other than the New Kadampa Tradition.

Classes of membership

04. The Charity shall have only one class of Member. No Member shall hold more than one membership. Except as expressly provided for in the Memorandum or Articles, all Members shall have the same rights, privileges, restrictions and conditions.

Number of Members

05. There shall be no prescribed maximum limit to the number of Members; provided that there shall be no more than 21 Local Members.

06. If any Local Member ceases to be a Member for any reason, then the Charity shall in general meeting choose a new Local Member who possesses the qualifications for Local membership.

Register of Members

07. The Charity must keep a register of members containing the name and address of each Member, the date on which each person was registered as a Member, and the date at which any person ceased to be a Member. The register shall be kept at the office of the Charity and shall be available for inspection during normal office hours.

Termination of Local membership

08. A Local membership may be terminated by death; or by resignation; or by failure to renew membership, because failing to pay the annual membership fee on or before the due date; or by expulsion, because failing to maintain any of the qualifications of Local membership or because behaving in a way that is considered injurious to the character or interests or harmony of the Charity.

09. If any Local Member fails to maintain any of the qualifications of Local membership, or behaves in a way that is considered to be injurious to the character or interests or harmony of the Charity, he may be expelled from membership. A resolution to expel a Local Member may be passed only by a 75% majority vote of Local Members present in general meeting. The Member in question must be given proper notice of the meeting and the reasons why his expulsion is proposed, and must be given a reasonable opportunity to explain his conduct to the meeting.

General meetings

10. The Charity must hold an Annual General Meeting ("AGM") each year. Not more than fifteen months may elapse between successive AGMs.

11. All Members should try to attend each AGM, either in person or by proxy or by telecommunication (as permitted by law).

12. All general meetings other than AGMs shall be called extraordinary general meetings ("EGMs").

13. EGMs concerning decisions of daily management of the Charity may be attended only by Local Members.

14. The Directors may call an EGM at any time. The Directors must also call an EGM if they receive a written request for a meeting from two Members or not less than one-tenth of the Members (whichever is the greater number). If the Directors do not proceed to call a meeting to be held within twenty-eight days after receiving such a request, then the Members who made the request may call a general meeting. Any such request made by Members must state the purpose of the proposed meeting, and must be delivered to the Chairperson or secretary at the office.

Notice of general meetings

15. The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for an AGM and for an EGM called for the passing of a special resolution; and
- fourteen clear days for all other EGMs.

16. A general meeting may be called by shorter notice if this is agreed by not less than 95% of all Members.

17. The notice must specify the time and place of the meeting, and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so. The notice must be given to all Members and to the Directors and auditors.

18. The accidental omission to give notice of a meeting to (or the non-receipt of notice of a meeting by) any person entitled to receive notice shall not invalidate the proceedings at that meeting.

discontinue at that meeting
 notice of a meeting by) and, person entitled to receive notice shall not in any way be
 18. The accidental omission to give notice of a meeting to (or the non-receipt of

20. The notice must be given to all Members and to the Directors and any other

of the persons to be transmitted. If the meeting is to be an AGM, the notice must also
 19. The notice must specify the time and place of the meeting and the business to be

than 22nd of all Members

19. A General Meeting must be called by either notice if the is intended to be held

- for the election of directors for all other business
- special resolution, and
- (written) one clear day's for an AGM and for an EGM called for the business of a

12. The minimum periods of notice required to hold a General Meeting of the Company

Notice of General Meetings

must be delivered to the Chairperson or secretary at the office

such notice must be given by Members and also by the holder of the debenture and
 a notice of the meeting must also be given to the directors and, if the directors are
 not present at the meeting to be held within twenty-eight days after receiving such
 from one-third of the Members (which is the quorum). If the Directors do
 EGM if they receive a written notice for a meeting from two Members or not less
 14. The Directors must call an EGM at any time. The Directors must also call an

only by the Members

13. EGMs concerning decisions of any management of the Company must be arranged

meetings ("EGMs")

15. All General Meetings other than AGMs shall be called extraordinary General

telecommunication (as defined by law)

11. All Members entitled to attend each AGM either in person or by proxy or by

more than fifteen months with either between successive AGMs

10. The Company must hold an Annual General Meeting ("AGM") each year. Not

General Meetings

be given a reasonable opportunity to explain his conduct to the meeting

proper notice of the meeting and the reasons why, his explanation is provided and must
 General Meetings must be held in the presence of the Members in person or by proxy or
 resolution to elect a General Meeting must be passed only by a 75% majority vote of
 interests or provisions of the Charter, he must be excluded from membership. A
 membership or persons in a way that is considered to be injurious to the interests of
 09. If such General Meeting fails to maintain any of the provisions of the Charter

Quorum at general meetings

19. No business shall be transacted at any meeting unless a quorum is present in person or by proxy or by telecommunication.

20. A number of Members equal to two-thirds of the existing number of Local Members, present in person or by proxy or by telecommunication, shall be a quorum; provided that where a resolution is proposed to be put to a vote at a meeting and such resolution if passed would result in any amendment whatsoever to the Memorandum or the Articles or would result in the dissolution of the Charity, then the quorum for such meeting shall be 95% of all Members, present in person or by proxy or by telecommunication.

21. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting (unless requested by Members) shall be adjourned to the same day in the following week at the same time and place. If at that adjourned meeting a quorum is not present, it shall then be cancelled.

22. In the case of a meeting requested by Members, if a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, the meeting shall be cancelled.

Chairperson of meetings

23. General meetings shall be chaired by the Chairperson of the Board of Directors; provided that if the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present shall choose one of their number to be chairperson of the meeting.

Adjournments

24. The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened, unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

25. If a meeting is adjourned for more than seven days, at least seven clear days' notice must be given of the reconvened meeting, stating the time and place of the meeting. All Members may attend an adjourned meeting whether or not present at the first meeting.

Voting by show of hands

26. Any vote at a meeting shall be decided by a show of hands and count of proxy votes, unless before or on the declaration of the result of the show of hands a poll is demanded. The declaration by the chairperson of the result of the vote shall be conclusive, unless a poll is demanded. The result of the vote must be recorded in the

minutes of the Charity but the number or proportion of votes cast need not be recorded.

Voting by poll

27. A poll may be demanded by the chairperson of the meeting or by at least two Members present in person.

- A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson of the meeting.
- If a demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- A poll demanded on the election of a chairperson for the meeting or on a question of adjournment must be taken immediately.
- A poll demanded on any other question must be taken as decided by the chairperson of the meeting (provided that it is taken within thirty days) and he may fix a time and place for declaring the result of the poll.
- The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- If a poll is not taken immediately, at least seven days' notice must be given, specifying the time and place at which the poll is to be taken.
- A poll not taken immediately shall be open to all Members whether or not they were present at the meeting where the poll was demanded.
- If a poll is demanded, the meeting may continue to conduct any other business on the agenda.

Resolutions in writing

28. A written resolution of the Members proposed and passed in accordance with the Companies Act 2006 shall be effective.

Voting majorities

29. Subject to Article 30, every Member shall have one vote, whether on a poll or on a show of hands and whether present in person or by proxy or by telecommunication. Subject to Article 31, ordinary resolutions shall be decided by a simple majority and special resolutions by a 75% majority of votes of the Members present.

30. If in the case of any ordinary business there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.

31. If, in a general meeting, a resolution is proposed, which if passed, would result in any amendment whatsoever to the Memorandum or the Articles or would result in the dissolution of the Charity, then this resolution shall be considered only if it has received the prior written agreement of all Members.

32. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the chairperson of the meeting shall be final.

Voting by proxy

33. A Member may appoint a proxy to attend and vote at any general meeting from which he is absent. The letter appointing a proxy shall be written by the absent Member, either by hand or if by electronic mail then from his personal e-mail address as it appears in the register of Members. A Member may not appoint more than one proxy to attend on the same occasion. No person may be appointed a proxy who is not himself a Member. No person may act as a proxy for more than two other Members.

34. The letter appointing a proxy must be delivered to the Chairperson or secretary at least forty-eight hours before the time appointed for the meeting. No letter appointing a proxy shall be valid for more than ninety days from the date it is signed.

35. The letter of proxy must be in or close to the following form:

<p style="text-align: center;"><u>KADAMPA MEDITATION CENTRE WALES</u></p> <p>I, (name)....., of (address)..... am a Member of the Charity and hereby appoint as my proxy another Member of the Charity, namely: (name)....., of (address)..... to vote for me at the General Meeting of the Charity to be held on the (date) day of (month and year) and at any adjournment thereof (or any meeting of the Charity that may be held within ninety days from the date hereof). Signed by the said Member Date: day of (month and year)</p>
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Directors

36. The business of the Charity shall be governed by the Directors. The number of Directors shall be three. Two of the Directors must be Members (and normally Local Members), and shall be elected by the Members of the Charity. The third Director shall be an *ex officio* Director and must be the duly-appointed Administrative Director of a major NKT-IKBU Kadampa Meditation Centre in the United Kingdom.

37. Neither the Spiritual Director nor the Administrative Director nor the Resident Teacher nor any officer of the Charity may be a Director. No person may be appointed as a Director if he would be disqualified from acting by the provisions of Article 48.

Powers of Directors

38. The Directors may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution of a general meeting. In performing his duties, each Director must act in accordance with the Internal Rules.

39. No alteration of the Memorandum or these Articles or any special resolution of a general meeting shall have retrospective effect to invalidate any prior act of the Directors.

40. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Appointment and retirement of Directors

41. The two elected Directors shall be elected by AGM as required by these Articles. Each elected Director shall serve for a term not exceeding three years.

42. The *ex officio* Director shall be appointed by the other Directors or, in default thereof, by the Members. The term of office of the *ex officio* Director shall not be fixed but shall continue until he ceases to be the Administrative Director of a major NKT-IKBU Kadampa Meditation Centre in the United Kingdom, or sooner if he is disqualified or removed pursuant to Article 48.

43. Subject to Article 47, no retiring elected Director shall be eligible for re-election. If a Director is required to retire at an AGM by a provision of the Articles, the retirement shall take effect at the end of the meeting.

44. Every candidate for election as a Director must be a Member; must have read, understood entirely and accepted the Internal Rules; and must be nominated by two other Members. No Member shall take part in the nomination of more than one candidate. Nominations must be made in writing, and must:

- state the details that the Charity would have to file at Companies House if the candidate were appointed as a Director; and
- be signed by the Members making the nomination; and
- be signed by the candidate, to show his willingness to serve.

Nominations must be given to the secretary at least fourteen days before the date of the AGM.

45. If the number of nominations exceeds the number of vacancies, a list of the candidates with the names of their nominators must be sent by the secretary to each Member not less than seven days before the date of the AGM. This list must state the details of each candidate that the Charity would have to file at Companies House if the candidate were appointed as a Director.

46. The election shall be determined at the AGM by a poll conducted in the way that the chairperson of the meeting directs.

47. If there are fewer candidates than vacancies, then the vacancies may be filled through appointment by the continuing Director(s) of suitable willing Members. Members so appointed shall be deemed for all purposes to have been elected by the Charity in general meeting. Any such Director must retire at the next AGM, and shall be eligible for re-election for a term not exceeding three years, after which he or she shall not be eligible for re-election.

Disqualification and removal of Directors

48. A Director shall cease to hold office:

- if he ceases to be a Director by virtue of any provision in the Act; or is prohibited by law from being a director; or
- if he is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- in the case of an elected Director, if he ceases to be a Member; or
- if he becomes incapable of managing and administering his own affairs, by reason of mental disorder, illness or injury; or
- if he resigns as a Director by notice to the Charity; or
- if he is appointed as the Spiritual Director, Resident Teacher or Administrative Director of the Charity, or as any paid or unpaid officer of the Charity.

49. Such casual vacancies may be filled through appointment by the continuing Director(s) of suitable willing Members. Any such Director must retire at the next AGM, and shall be eligible for re-election for a term not exceeding three years, after which he or she shall not be eligible for re-election. Any *ex officio* Director who is disqualified or removed pursuant to Article 48 shall be replaced in accordance with Article 36.

No remuneration to Directors

50. The Directors must not be paid any remuneration for their work as Directors.

Proceedings of Directors

51. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles. They must call a meeting of the Directors whenever required by the Chairperson or by any two Directors. A Director may not appoint anyone else to act on his behalf at meetings of the Directors. Directors participate in a Directors' meeting when they can each communicate to the others any information or opinions they have on any item of the business of the meeting. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other, and for the avoidance of doubt any Director may participate by means of telephone, video conferencing, email, instant messaging or other technological device or application.

52. The quorum for the transaction of the business of the Directors shall be three, present in person or by telecommunications; provided that, if at any time their number is reduced below three, the continuing Director(s) may act only for the purpose of

filling vacancies or of calling a general meeting. Each Director shall have one vote. Questions arising at a meeting must be decided by unanimous vote.

53. At the first meeting after the AGM in each year, the Directors shall appoint a Director to chair their meetings ("the Chairperson"); and they may at any time revoke such appointment.

54. If the Chairperson is unwilling to preside, the Directors may appoint another Director to chair the meeting.

55. The Chairperson shall have no functions or powers except those conferred by these Articles or delegated to him by the Directors.

56. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in the same form, each signed by one or more of the Directors.

57. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Directors and must indicate the name of the Charity. All cheques and orders for the payment of money from such account must be signed by the Administrative Director and Resident Teacher of the Charity.

58. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Secretary - Administrative Director

59. The Directors shall appoint the secretary of the Charity. The secretary shall be the chief executive officer of the Charity and shall be called the "Administrative Director". The Administrative Director must have read, understood entirely and accepted the Internal Rules, and in performing his duties he must act in accordance with them.

60. The Administrative Director shall be appointed at such remuneration and upon such conditions as the Directors think fit; and any Administrative Director so appointed may be removed by them. The Administrative Director shall not be a director for the purposes of the Act.

61. The Directors shall delegate to the Administrative Director the responsibility for all day-to-day management of the Charity. The day-to-day activities and affairs of the Charity shall be conducted and all corresponding corporate powers shall be exercised by the Administrative Director, in consultation with the Directors.

62. The function and authority of the Administrative Director shall be to direct the day-to-day management of all aspects of the work of the Charity other than the education programme, including but not limited to:

- maintenance and development of the financial standing of the Charity;

- maintenance and development of the real and personal property of the Charity;
- legal and general administration, external and internal;
- reception and accommodation of residents and visitors;
- catering and domestic services;
- trading (as limited by Clause 5 of the Memorandum); and
- appointment and dismissal of other executive officers.

63. The Administrative Director shall be chosen from among the Members; provided that if among the Members who are not Directors there is no suitable person, the Directors may appoint some other suitable person to act as the Administrative Director for the time being, that person to apply for membership at the earliest opportunity.

64. The term of office of an Administrative Director shall not exceed four years, but at the end of any term of office an Administrative Director may be re-appointed for another term not exceeding four years.

Remuneration to Officers

65. Any salary of any officer of the Charity must be fixed by the Directors. No officer who is also a Director shall receive a salary. Any salary received by any officer of the Charity must be reasonable and shall be given only in payment for work actually done to promote the Objects of the Charity.

Spiritual Director

66. The Charity shall always have a Spiritual Director, who shall be the person who is the duly elected General Spiritual Director of the NKT-IKBU. The Spiritual Director shall be the supreme spiritual and legal authority within the Charity. He shall not be a director for the purposes of the Act.

67. In pursuance of the purposes of the Internal Rules, the Spiritual Director of the Charity shall have the authority to prevent the misuse of the income and property of the Charity in accomplishing its Objects.

Resident Teacher

68. The Charity shall always have a qualified person as its Resident Teacher, who shall be chosen by the Spiritual Director of the Charity and may be removed by him. The Resident Teacher must have completed or be enrolled on the New Kadampa Tradition Teacher Training Programme, must hold the pure lineage of the New Kadampa Tradition, and must have good moral discipline. He must not be a Director nor the Administrative Director of the Charity. He must have read, understood entirely and accepted the Internal Rules.

69. The function of the Resident Teacher is to lead the students of the Charity into the pure spiritual paths of the New Kadampa Tradition. In performing his duties, he must act in accordance with the Internal Rules.

70. The Resident Teacher must not use his position within the Charity, nor the name, resources or activities of the Charity, directly or indirectly, for his personal material benefit.

71. By virtue of his position, the Resident Teacher shall be a Member of the New Kadampa Tradition, the international Buddhist charity registered in the U.K. with company number 2758093 (the "NKT Charity"), and shall be a member of the Education Council of the NKT-IKBU.

Education Programme Co-ordinator

72. The Charity shall appoint a qualified person to be the Education Programme Co-ordinator of the Charity, this person to be chosen by the Resident Teacher of the Charity. The function of the Education Programme Co-ordinator is to work for the implementation of the three Study Programmes of the Charity in accordance with the Objects Clause 3 of the Memorandum.

The Seal

73. If the Charity has a seal it must only be used by the authority of the Directors. Every instrument to which the seal is affixed must be signed by the Administrative Director and two Directors.

Minutes

74. The Directors must keep minutes of:

- all appointments of officers made by the Directors; and
- all proceedings at meetings of the Charity; and
- all meetings of the Directors, including the names of the Directors present, the decisions made, and where appropriate the reasons for the decisions.

Accounts

75. The Directors must keep accounting records and must prepare annual financial year accounts as required by the Act. The accounting year of the Charity shall be the calendar year, that is from 01 January to 31 December. The accounting records shall be kept at the main office of the Charity and shall be open to the inspection of the Directors and any Member at any reasonable time.

Annual Report and Return; Register of Charities

76. The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- the transmission of the statement of accounts of the Charity; and
- the preparation of the annual report and its transmission to the Commission; and
- the preparation of an annual return and its transmission to the Commission.

77. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

78. Any notice to be given to or by any person pursuant to the Articles must be in writing (including electronic mail), except that a notice calling a meeting of the Directors or of the administration need not be in writing.

79. The Charity may give any notice to a Member either:

- personally; or
- by sending it by post in a pre-paid envelope addressed to the Member at his address; or
- by leaving it at the address of the Member; or
- by sending it by electronic communication to the Member's address.

80. A Member present either in person or by proxy or by telecommunication at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

Indemnity

81. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal:

- in which judgement is given in his favour; or
- in which he is acquitted; or
- in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Dissolution

82. The Charity must be voluntarily wound up immediately if the authorisation given to the Charity by the NKT-IKBU is withdrawn from the Charity by the Spiritual Director acting in pursuance of the purposes of the Internal Rules.

83. Clause 9 of the Memorandum relating to dissolution shall apply as if repeated in this Article.

CC03

Statement of compliance where amendment of
articles restricted



Companies House

☒ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

☐ **What this form is NOT for**
You cannot use this form for
notifying a change of articles that
are not restricted.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 0 2 8 6 9 3 6 6
Company name in full Kadampa Meditation Centre Wales

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Statement of compliance ¹

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority.


¹ Please note:
This form must accompany the
document making or evidencing the
amendment.

3 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:
Director ², Secretary Person authorised ³, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

² Societas Europaea
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

³ Person authorised
Under either section 270 or 274 of
the Companies Act 2006.

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

IAN KAVANAGH

Company name

KADAMRA MEDITATION

CENTRE WALES

Address

FFYNONE ROAD,

UPLANDS

Post town

SWANSEA

County/Region



Postcode

S A I 6 9 E

Country

WALES

DX

Telephone

07427594272

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk