



CHENREZIG INSTITUTE

A Centre for Buddhist Study, Meditation & Retreat

AGM Minutes - 3rd March 2022

Meeting Opened: 2:00pm

Chair: Colin Crosbie

Minute Taker: Karyn Ellis

Attendance:

Chenrezig Inc Executive Committee members:

Colin Crosbie, Adam Hassell, Karyn Ellis, Hilary Tilton, Paul Bourke. [ex - officio members- Rosie Muller, Ruby Karmay].

Chenrezig Inc members:

Ven Ailsa Cameron, Ven Lozang Khadro, Ven Lozang Tsultrim, Dylan-[Yujian Zhang], Tim Ralph, Sandra Smith, Gordon Noble, Lyndsay Pratt, Daniel Clark, Malgo Dobrowolska, Annie Mcghee, Christine Jones, Elke Von Laben, Garrey Foulkes, Jana Zehr, Jennie Finnigan, Kathy Vichta, Krissie Foulkes, Leonie Harradine, Madhu Padma, Sandy Sharpe,

Apologies:

Ven Pende Hawter, Ven Lhagsam, Ven Yangchen, Claire Barker, George Farley, Grace Mcdougall, Ian Howie, Julie Coulthard, Karen Elliott, Kerri Hewitt, Tim Finnigan, Vikki Sarac.

Welcome and Motivation: Geshe Tsultrim / **Translator** - Ven Lozang Khadro

So we're having this meeting today for Chenrezig Institute, the AGM, and Geshela is saying, between all of us it is really important that we have patience and that we maintain and generate, and have that patience as we're speaking with each other and listening. It's really important to consider that if we don't have this patience in our heart, then how are we going to be able to hear each other, how are we going to be able to speak to each other. So Geshela was saying, if we don't have this patience with each other when we are listening, how are we going to listen, there will just be problems in our mind. So in the meeting, when we talk about the rules that we have here at Chenrezig and also those rules outside Chenrezig Institute, those rules also have to be respectful, that's also really important. And if it's not like that, then we do the work here at Chenrezig that's really important, like, what will be okay with that, if we are not having rules that are respectful, how will the work that we do here be okay?

So may this meeting be a really good meeting for Chenrezig.

Would you like Geshela to stay or to go?

Okay, he is going to stay.

Minutes of Previous Meeting / Matters Arising: No matters arising

Approved - Adam Hassell / **Seconded** - Hilary Tilton

REPORTS FROM EXECUTIVE COMMITTEE:-

From the Chair: Colin Crosbie

A detailed report was sent out from Ruby from the various departments, showing the work that has been done this year, giving a good indication of how multi-faceted Chenrezig is and how many people are involved in keeping Chenrezig Institute on the road. This number is in the 100's as Leonie- then volunteer coordinator mentioned at a previous report at a CI Inc membership meeting. So that annual report gives you the overview of what is happening.

It has been a challenging year, apart from Covid, the stress from policies, masks and all involved with that.

The first six months of this executive with Paul Bourke, myself, Adam Hassell, Hilary Tilton, Claire Barker and Ian Howie in the beginning, felt like the first couple of months were putting out spot fires in different areas before we got into the main executive business. From that point it has been a very productive year, including a lot of work with position descriptions being created and reviewing the organisational chart to create clear communication channels, making it clear who is responsible for what area, who to talk to and who not to talk to.

Personally, I want to say, it has been one of the best working groups that I have been on here at Chenrezig Institute and I would like to thank everyone involved.

To Paul and Hillary, who are stepping down at this AGM, a thank you to both of them for their fantastic work.

Also to Ruby, Adam and Karyn and recently Rosie, we hope to continue with the work that has been done, particularly in the finance area, where all monies coming in and out are now tracked and logged. In this way the finances are a lot tighter and secure and stable than previously in different areas and times. This being a continuation of the previous interim executive's work that they started.

In regards to a previous donation made to the sewage treatment upgrade, which was a large sum of money that came from an overseas donor, that Lama Zopa Rinpoche was aware of. Adam and myself looked into the history of this donation on behalf of the Chenrezig Executive and Lama Zopa Rinpoche to check on how much money had been used and what money was still available for the sewage upgrade that is still not completed and this report was sent to FPMT's Claire Issitt and FPMTA's Peter Stickells, who sent the report to Lama Zopa Rinpoche and Ven Roger Kunsang and in turn sent the report to the donor who stated that they are happy with how the money has been used to date for Chenrezig Institute projects, when the centre was experiencing some financial difficulties previously and that it was now okay to continue to use the remaining donation on projects for the centre as needed, rendering this issue resolved.

From the Director: Ruby Karmay.

Geshe Tsultrim, Ven Sangha and members,

Since first being here in February last year, Leonie and I spent a lot of time working initially getting the volunteer cohort into place. We only had a few paid positions at that time and we had to readdress a lot of areas in terms of the position descriptions, what is needed for the centre, what the jobs areas cover and how many people are needed to cover these paid positions. Covid has also been an area that has taken a lot of time and consideration as the centre was again locked down for short periods and many meetings were held to work out the best way to support all at the centre and this has taken considerable time and effort. We have managed to keep the Vajrasattva retreat and the Lam Rim retreat going and even though we tightened the restrictions, it was useful in order to remain open and to have an online teaching program. We have spent quite a bit of time on the organisational chart, ensuring that the directors position is spread out, with a management team consisting of Adam and more recently Jen Sheppard being appointed to the Customer Service manager and Adam the property manager role; strengthening the management team, whilst working well with the executive committee. Advice from Geshela was to be really clear with our position descriptions and to know what we need to do. A message was received from Rinpoche recently, where he said, it is good to have faith and devotion but it is really important that we have logic and that we set our motivation with bodhicitta and

compassion and then we serve with wisdom. I thought it is good to reflect on this and to see how fortunate we are to be part of a centre where the goal is enlightenment, the goal is for liberation, it is not just for consumerism or materialism and that we are very fortunate to serve FPMTA, FPMT, Geshela and all our holy teachers. Thank you.

From the Treasurer: Paul Bourke.

As was said in the report that Ruby put together briefly about finance, Chenrezig Institute is quite complex. It has many areas of operations, the courses, the accommodation, the cafe, the wellbeing centre, the projects, the nuns community, the arts studio, the garden of enlightenment. Then there's the special projects, associated projects, Lama Yeshe statue, the Nalanda Masters Garden and other one off projects. Our accounts treat these all as one entity. The auditors report and financial statements were sent to all CI Inc members by Karyn.

We use the professional services of NexZen accounting. That costs us with the auditors expense, about \$40,000 per year but it is really important with the turnover of staff here, it provides some continuity with how finances are monitored and managed and they do a good job.

Here is a brief overview of the finances to the 30th of June 2021; in that year, compared to the year before, we made a net current surplus of \$5,800, compared to \$93,000 the year before. There was a lot of impact from COVID for that year. Cafe sales went down from \$151,000 to \$68,000, program income went down from \$164,000 to \$64,000, and accommodation rental income was about the same, \$165,000, compared to \$180,000. The consumables, the things the cafe used went down from \$100,00 to \$48,000. In that year we received a \$40,000 cash flow boost from the ATO compared to \$10,000 the year before. \$174,000 in job keeper payments, compared to \$90,000 in the year before, and we still ended up with only a \$5000 surplus. Other things to note, one of the reasons that bottom line is so impacted, for the first time in quite a few years according to our accountants,

November the previous year, under the previous executive they had the professional valuer come up to the centre and assessed the whole value and the result of the depreciation on the buildings, \$246,000 was written into the accounts. Taking this into account, the \$5000 surplus, plus that writing down of nearly a quarter of a million dollars, made it a good year for the institute, despite the difficult times.

\$50,000 dollars was spent on repairs and maintenance to the building, compared to \$25,000 the year before.

Wages went down from approximately \$400,000 to \$251,000.

As Ruby said, we were initially working with a lot of volunteers. We have started employing a few more people, but wages are still under control.

At the end of June 2021, the institute had cash and cash equivalence of \$517,000.

The property, plant and equipment is listed as \$3.8 million.

The institute is owned by FPMT and is valued at approximately \$700,000 unimproved. This is considered a reasonable asset.

Current liabilities are about \$11,000 compared to approximately \$55,000 the year before.

Net assets of just over \$4,000,000.

Despite Covid, the institute is doing pretty well. This being a testament to the hard work from those who saw problems and stepped up to address them.

The auditors are happy with the accounts. The financial report prepared by NexZen, presents fairly and all material respects of financial position of Chenrezig Inc at 30.06.2021

They have a few qualifications; donations income they cannot testify, as in all cases of cash donations until it is banked, but there is no question of fraud or anything and they always put in that qualification. Our inventory needs to be improved with quarterly stock takes and the sales in the cafe and the shop, our point of sales control needs to be better.

It is considered a pretty good outcome and a positive audit report.

Geshela leaves the meeting.

AUDITOR'S REPORT:

This was covered by Treasurer Paul Bourkes report

AUDITOR to be appointed for 2021 - 2022

Treasurer Paul Bourke speaks:

It is usual practice at an AGM to appoint the ongoing Auditor for the next financial year, 2021-2022.

It has been proposed that to defer this appointment until there is some further investigation into the merit of who best to appoint.

The concern is the expense for the auditor. For the previous financial year up to 30th June 2021 the expense was \$7000 to audit the accounts for CI.

As the accountants NexZen prepared a thorough report for the auditors in great detail and then the auditors charged this amount plus GST, the cost is considered too high by Paul Bourke, outgoing CIEC treasurer.

A recommendation has been put forward, that Paul will hand over to the next CIEC treasurer, who will cost approximately half the amount paid for the previous financial year.

A motion was put to the CI Inc members to defer the auditors appointment and once there is a final decision based on further research, the CI Inc members to be informed of the results and requested to vote at that time.

This motion was put to the CI Inc members who voted unanimously in favour of deferring the decision to appoint an auditor at the AGM, in order to carry out research, which will be shared with the CI Inc members, to vote accordingly for the next auditors appointment for the 2021-2022 financial year.

ELECTION OF EXECUTIVE COMMITTEE MEMBERS

All five Chenrezig Inc executive members stood down.

Paul Bourk- Treasurer and Hilary Tilton- Ordinary member, are resigning from the Chenrezig Inc Executive.

CI Inc member Tim Ralph stepped up to act as the Interim Chair to vote in the new Chenrezig Inc membership for the next financial year, 2021-2022.

Nominations received:

- Chairperson – Colin Crosbie
- Treasurer - no nominations
- Secretary - Karyn Ellis
- Ordinary members - Ven Lozang Khadro, Gordon Noble and Adam Hassell.

Colin Crosbie - Chair - to continue unopposed

Paul Bourke - Treasurer- outgoing - no nominations

Karyn Ellis - Secretary - to continue unopposed

Hilary Tilton - Ordinary Member - outgoing

Adam Hassell - Ordinary Member - to continue unopposed

Ven Lozang Khadro - Ordinary Member - new nomination - CI Inc members voted in favour

Gordon Noble - Ordinary Member - new nomination - CI Inc members voted in favour

Colin continues as newly elected chair.

Colin calls for nominations from the floor for the CIEC Treasurer- no nominations forthcoming.

Colin makes it known that this position on the EC will be filled ASAP and will be advertised accordingly.

Paul Bourke moved to propose a vote of thanks to the new executive and to wish them all the very best from the CI Inc membership.

All CI Inc members in favour.

Leonie Harradine proposed a vote of thanks to the outgoing CIEC members, Paul Bourke and Hillary Tilton, and everybody who was on the CIEC the previous year, thank you.

All CI Inc members in favour.

Special Resolutions / Notices of Motion:-

CI Inc members to vote on changes to the CI Inc Rules_ Marked Up Version 5.2.22 / CI Constitution.

The Chair puts the vote to the CI Inc members to accept the changes to the “CI Inc Rules_ Marked up version 5.2.22”, sent by Peter Stickels along with “Notes to the proposed changes, also prepared by Peter Stickels”, that was sent to all the members on the 6th Feb 2022, 21 days prior to the date of the AGM, with the AGM letter of notice.

Please note: due to technological obstacles, approximately 17 CI Inc members requested for the documents to be re-sent in a format that allowed them to open the documents.

These emails were received from these CI Inc members between the 8th Feb to the 12th Feb.

The Chair asked for a show of hands to vote for the CI Inc rules Constitutional changes to be approved in their entirety.

Members question: asking for clarification on the logic behind the Director and SPC - ex officio members of the CIEC, not being given a vote as part of the CIEC executive as there are other centres in Australia that do give the director of the centre voting rights, to be able to understand the reasoning for this decision.

Answer from a CI Inc member, previously a member of the CIEC executive:

As the Director and the SPC was a non-elected member by the CI Inc members, it was decided that these two ex - officio members would not have voting rights.

It was pointed out that previously in the CI Inc Constitution, that there was not even a mention of the position of director included in the Constitution prior to changes to the constitution.

Another reply from the floor regarding previous directors having voting rights:

In a previous executive, Director Maureen had voting rights as a member of the CIEC executive, as she was voted to be a member of the executive, but prior to this, other directors attended the CIEC meetings but did not have voting rights.

It was mentioned that all the centres in Australia under FPMTA became incorporated around 2004 -2006. The legal framework that affected the centres slightly differed from state to state. The QLD governance had a legal position that if the member of the executive was not elected, they could not vote. Section 62 of the CI constitution can be interpreted to say that QLD does not allow third party interference, and the non elected members can be seen to be this.

It was proposed that there was a need to get legal advice before voting on the proposed changes to the CI Inc Rules.

A member stated: under the current redrafting of the CI Inc rules, the current Director and SPC do not have a vote as ex-officio members. There is also the possibility of confusion as they report to the executive and also being full members of the committee. They could excuse themselves on a possible conflict of interest.

The point continues from another member of the floor to put forward a motion to defer the voting of the constitutional changes to allow for legal advice to be sought.

Another member makes the point that if the changes to the constitution are accepted, the Director and SPC as ex-officio members will not have the right to a vote.

A motion is proposed to defer the vote on the changes to the CI Inc rules, to seek legal advice on the changes being proposed.

The motion is:

That this meeting of the Chenrezig Institute Inc AGM, defers adopting the proposed constitution, until we have legal advice. This includes all the changes being proposed, not just the changes to the voting rights of the Director and the SPC as ex-officio members of the executive committee.

Another CI Inc member seconded the motion to seek legal advice before voting on the CI Inc rule changes, as they are being put the CI Inc members at this AGM.

This motion was put to a vote and there was a majority in favour of the motion from all the CI Inc members.

The Chair asked a question to the CI Inc members to clarify the motion; to have a special general meeting to vote on the CI Inc Rule changes at a later date once the legal advice has been sought and the findings made clear to the CI Inc members?

A member requested clarification on the process in making these changes to the constitution to feel confident which way to vote.

The Chair: The process is to have a legal mind to look at the proposed changes to the CI Inc rules/Constitution based on QLD legislation. It is not being proposed to rewrite the CI Inc rules as they are presently, just the amendments to be checked.

A member is saying that there is an assumption that there has not already been a legal overview of the changes being proposed.

A member states that it has been Peter Stickels from FPMTA, and the CI executive discussing the proposed changes that have been actioned over time culminating in the CI Inc rules to be amended, and there has not been independent legal advice up until this point.

The Director: suggesting that if there is an agreed deferment and a second meeting to vote, that Peter Stickels be invited to attend as well as whomever is sought to give the legal advice being proposed. To know what ex officio means, whether it is useful to have that knowledge when making these decisions.

From a member: to have dialogue between the executive and the CI Inc members at a pre meeting with the CI Inc members, regarding the findings of the independent legal advice and any other processes involved, as a result of the deferment, to have transparency, before the voting is commenced in a special general meeting.

It agreed for this pre meeting to be a face to face meeting with a component of zoom as needed for those who cannot attend in person and this to be followed by a Special General Meeting at a time to be set at the pre meeting.

The Director: Is agreeing with the independent lawyer being engaged and being present at the meeting, but not to dismiss the importance that Peter Stickels brings to this process, to these changes, as Chenrezig is part of the FPMTA and the FPMT as their function is to support the centres. Our mission at Chenrezig is different to other centres and it is important to understand why these changes are being proposed for Chenrezig Institute and that Peter is part of the discussions in the process of checking the proposed changes up to the point where we come together for the pre meeting before the special general meeting, even if he does not physically attend the meeting as it is important that we acknowledge that Peter is there for Chenrezig Institute as an FPMT centre.

The Chair: agreed with this and committed to keep Peter as part of the process going forward until the Special General meeting is called and that it is now the CI executive responsibility to find some legal eye scan over the constitution and to give any

advice/recommendations for the constitution where it needs to be reworded. To have a meeting with the CI Inc members to update what those recommendations are from the legal overview and then to have a special general meeting to vote on the changes.

All agreed to this and it was asked if there would be a timeline for this process, also if the legal advice would be a cost factor or would we receive free legal services?

There is no certainty for these questions at this stage, until the new executive has had its first meeting, and then we can advise the CI Inc members ASAP.

In regards to a date for being able to appoint the auditor, there is no known timeline at this stage, and the executive will let the CI Inc members know when this will be occurring ASAP.

Business Arising:

No business arising.

Dedication: Ven Lozang Khadro

Meeting Closed: 3:30pm.