

Constitution of Mountains and Rivers Zen

November 2018

This constitution reflects the need and wish of Mountains and Rivers Zen Council to be transparent and accountable to its members and answerable to the wider public through regulated rules of association. While its language is necessarily legalistic at times as a result of this layered set of requirements, its primary purpose is simple and direct: to clarify and look after the financial and governance affairs of a small community of Zen practitioners devoted to the practice of meditation, the study of Zen Dharma, and the support and well-being of the community and its members. The Mountains and Rivers Zen Council acknowledges Zen Open Circle for the use of the ZOC Constitution which has informed the content of this one.

Part 1 – Preliminary

1.1 Name

The name of the incorporated association is Mountains and Rivers Zen Inc.

1.2 Definitions

1.2.1 In these rules:

- a) **Council** means the group of people formally constituted and delegated to manage the administrative and strategic affairs of Mountains and Rivers Zen.
- b) **Member** means a member of the Sangha, who has paid a membership pledge to Mountains and Rivers Zen for the current financial year.
- c) **Membership Officer** means the person holding the delegation of administering memberships.
- d) **Roshi** means Zen teacher which is Susan Murphy or a successor appointed by her; or, in the event of the incapacity of Susan Murphy, or incapacity or absence of a successor to occupy the role of teacher, a teacher appointed by the Sangha with due process.
- e) **Sangha** means the community involved with Mountains and Rivers Zen including all members of the association and other well-wishers.
- f) **Special general meeting** means a general meeting of the association other than an annual general meeting.
- g) **The Act** means the Associations Incorporation Act 1964 (Tas).

1.3 Objectives of Mountains and Rivers Zen

The objectives of Mountains and Rivers Zen are to

- 1.3.1 Encourage the teaching, practice and realisation of the *dharma* (teachings of the Buddha), with special emphasis on the Zen tradition.
- 1.3.2 Promote, encourage, develop and assist the practice and study of Zen in Tasmania.
- 1.3.3 Provide facilities for meditation, Zen Buddhist ceremonies and other related activities.
- 1.3.4 Foster the establishment of a Zen Buddhist Sangha to support one another in the practice of Zen Buddhism.

1.3.5 Foster association with other Buddhist societies and organisations having aims and objectives similar to those of this association.

1.4 Powers of the Roshi

1.4.1 The position and office held by the Roshi, or fully authorised Zen Teacher, is a spiritual appointment that can be made only by their own fully authorised Zen Teacher.

1.4.2 In accordance with Zen tradition, it is the Roshi who makes appointments of teachers or sesshin leadership positions, and who is accountable for those appointments.

1.4.3 It is the responsibility of the Roshi to identify successors who may become accepted by the Membership to carry forward the teaching and practice that the Association of Mountains and Rivers Zen exists to support.

1.4.4 However in accordance with the spirit of a democratic lay community, the Roshi voluntarily tempers and limits the traditional powers of this role and makes such authority accountable to the wishes and plans of the Sangha, and subject to ongoing general accord with the Membership that it serves, in the following ways:

- a) seeking close understanding and accord with the expressed wishes and plans developed by the Sangha in formal Sangha Meetings,
- b) adhering to the Ethics Agreement of the Diamond Sangha Teachers Circle, of which the Roshi is a member, and which sets clear limits and sanctions of appropriate conduct for Teachers in all ethical and fiduciary matters,
- c) remaining available to a Mountains and Rivers Zen Grievance Procedure that will apply to both the Roshi and the Membership as a whole, to be established by The Mountains and Rivers Zen Council or its subcommittee over time, and
- d) undertaking that any new teaching appointment will by nature be subject to the acceptance of the general Membership and community.

Part 2 – Membership

2.1 Membership qualifications

A person is qualified to be a member of the association if the person has been nominated according to current Mountains and Rivers Zen procedures and approved for membership of the association by the Mountains and Rivers Zen Council.

2.2 Nomination for membership

2.2.1 Nomination of a person for membership of the association is made by completing a membership application form and which is submitted to the Membership Officer of the association.

2.2.2 The applicant pays a sum which covers the fee for the current financial year to Mountains and Rivers Zen.

2.2.3 As soon as practicable after receiving a nomination for membership, the Membership Officer must refer the nomination to The Mountains and Rivers Zen Council which is to determine whether to approve or to reject the nomination.

2.2.4 As soon as practicable after The Mountains and Rivers Zen Council makes that determination, the Membership Officer must:

- a) notify the nominee, in writing, that the Mountains and Rivers Zen Council approved or rejected the nomination (whichever is applicable), and
- b) if the Mountains and Rivers Zen Council rejects the nomination, reimburse the nominee (within the period of 28 days after determination by the Mountains and Rivers Zen Council of the rejection) the sum payable under these rules by a member.

2.2.5 The Membership Officer must enter the approved nominee's name in the register of members. Once the name is entered in the register, the nominee becomes a member of the association.

2.3 Cessation of membership

A person ceases to be a member of the association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the association, or
- d) has not paid the membership fee for the prescribed financial year.

2.4 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

2.5 Resignation of membership

A financial member, that is, a person who has paid a membership pledge to Mountains and Rivers Zen for the current financial year, who wishes to resign from this association can do so at any time, either immediately or with notice.

2.6 Register of members

2.6.1 The Membership Officer must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

2.6.2 The register of members must be made available to any financial member of Mountains and Rivers Zen on request, by email, within 48 hours of receipt of the email.

2.7 Resolution of internal disputes

2.7.1 Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a mediation service if unable to be resolved internally by Mountains and Rivers Zen's Grievance Procedure.

2.7.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator and enter mediation in good faith towards resolving the issues.

2.8 Disciplining of members

2.8.1 A complaint may be made to the Mountains and Rivers Zen Council by any person that a member of the association has:

- a) persistently refused or neglected to comply with a provision or provisions of these rules, or
- b) persistently and/or willfully acted in a manner prejudicial to the interests of the association.

2.8.2 On receiving such a complaint, the Mountains and Rivers Zen Council must:

- a) cause notice of the complaint to be served on the member concerned,
- b) give the member at least 14 days from the time the notice is served within which to make submissions to the Mountains and Rivers Zen Council in connection with the complaint,
- c) take into consideration any submissions made by the member in connection with the complaint, and
- d) determine an appropriate course of action as the council sees fit.

2.8.3 The Mountains and Rivers Zen Council may, by resolution, suspend or expel the member from the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

2.8.4 If the Mountains and Rivers Zen Council expels or suspends a member, the Membership Officer must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, and the reasons given by the Mountains and Rivers Zen Council for having taken that action, and of the member's right of appeal under rule 2.9.

2.8.5 The expulsion or suspension does not take effect:

- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- b) if within that period the member exercises the right of appeal, it does not take effect unless and until the association confirms the resolution under rule 2.9.5.

2.9 Right of appeal of a disciplined member

2.9.1 A member may appeal to the association in a disciplinary appeal meeting against a resolution of the Mountains and Rivers Zen Council, within 7 days after notice of the resolution is served on the member, by lodging with the Membership Officer a notice to that effect.

2.9.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.9.3 On receipt of a notice from a member, the Membership Officer must notify the Mountains and Rivers Zen Council which is to convene a disciplinary appeal meeting of the association to be held within 28 days after the date on which the Membership Officer received the notice.

2.9.4 At a disciplinary appeal meeting of the association:

- a) no business other than the question of the appeal is to be transacted,
- b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action,
- c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard, and
- d) the members present are to consider the information presented and then vote by secret ballot on the question of whether the Council's resolution to suspend or expel should be confirmed or revoked.

2.9.5 The Council's decision to suspend or expel is upheld if two thirds of the members present vote in favour of the Council's resolution.

Part 3 - The Mountains and Rivers Zen Council

3.1 Powers of the Mountains and Rivers Zen Council

The management of the Association is undertaken by the Mountains and Rivers Zen Council, and subject to the *Act*, and these rules, and to any resolution passed by the association in a general meeting.

The Mountains and Rivers Zen Council:

- a) manages the affairs of the association in support of the facilitation of Zen practice,
- b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by the Roshi,
- c) has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the association,

- d) is to report to the broad membership on all matters,
- e) is to vote on proposals developed by the Sangha members or Roshi, and
- f) is to hold all its proceedings open and accountable to the general Membership by means of published Minutes of meetings.

3.2 Constitution and membership

3.2.1 The office-bearers of the association (noting that in some instances one officer may cover more than one Office – for example, the role of Public Officer may be taken on by an Office Bearer in another role) are to be:

- a) the Chairperson
- b) the Secretary
- c) the Treasurer
- d) the Membership Officer
- e) the Public Officer
- f) the Sangha Relations Coordinator

3.2.2 Each Office Bearer is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3.2.3 In the event of a casual vacancy occurring remaining members of the Mountains and Rivers Zen Council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

3.3 Election of Office Bearers

3.3.1 Nominations of candidates for election as office-bearers of the Mountains and Rivers Zen Council must be delivered to the Membership Officer prior to the holding of the annual general meeting at which the election is to take place.

3.3.2 If insufficient nominations are received to fill all vacancies for Office Bearers, the candidates nominated are taken to be elected and any unfilled positions taken to be casual vacancies.

3.3.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.3.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

3.3.5 The ballot for the election of office-bearers of the Mountains and Rivers Zen Council is to be conducted at the Annual General Meeting in such usual and proper manner as the Mountains and Rivers Zen Council may direct.

3.4 Mountains and Rivers Zen Council roles

3.4.1 Any one council member may occupy up to two council roles, when or if required.

3.4.2 The Chairperson will ensure that the business of the Council is conducted according to the constitution. At meetings the Chairperson will ensure that:

- a) decisions are taken, recorded and carried out,
- b) the Council's policies are applied,
- c) there is full participation,
- d) the agenda is followed, and
- e) there are time limits for the meeting as a whole and for agenda items.

3.4.3 It is the duty of the Treasurer of the association to ensure that:

- a) all money due to the association is collected and received,
- b) all payments authorised by the association are made, and
- c) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

3.4.4 It is the duty of Secretary to:

- a) keep succinct and accurate minutes of the Mountains and Rivers Zen Council meetings and distribute them to Council members within one week of the meeting, and
- b) send out an agenda for the forthcoming meeting one week prior to the meeting.

3.4.5 The Public Officer of the association:

- a) manages formal communication and reporting between Mountains and Rivers Zen and other entities such as public service departments, including keeping the Consumer Affairs and Fair Trading (CAFT) informed of changes in the association and its financial situation by filing the Annual Return.
- b) as soon as practicable after being appointed as Public Officer lodge notice with the CAFT of his or her address.

3.4.6 It is the duty of the Membership Officer to record:

- a) all appointments of office-bearers and members of the Mountains and Rivers Zen Council,
- b) all contact and payment details in an ongoing register of all new and renewing Members of Mountains and Rivers Zen,
- c) all details of the banking of Membership payments, and
- d) to send a letter of welcome to all new Members.

3.4.7 It is the duty of the Sangha Relations Coordinator to:

- a) maintain liaison between the Roshi and the Sangha outside of Sangha meetings,
- b) assist the Roshi administratively, and
- c) act as the convener of Sangha Meetings.

3.5 Appointment of subcommittees and project leaders

3.5.1 The Mountains and Rivers Zen Council may delegate in minuted or written instruction to one or more project-based sub-committees or individuals the exercise of such of the functions of the Mountains and Rivers Zen Council as are specified in the instrument, other than:

- a) this power of delegation, and
- b) a function which is a duty imposed on the Mountains and Rivers Zen Council by the *Act* or by any other law.

3.5.2 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

3.5.3 Project leaders, as appointed by the Council, are expected to:

- a) maintain parameters of projects as prescribed by the Mountains and Rivers Zen Council,
- b) respect budget limits and constraints as agreed by the Mountains and Rivers Zen Council and maintain liaison with the Treasurer over budget decisions,
- c) report on progress and budget as agreed with the Mountains and Rivers Zen Council, and
- d) provide leadership to others who may be involved in organising an event or project.

3.6 Casual vacancies

3.6.1 For the purposes of these rules, a casual vacancy in the office of a member of the Mountains and Rivers Zen Council occurs if the Office Bearer:

- a) dies, or
- b) ceases to be a member of the association, or
- c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- d) resigns office by notice in writing given to the Membership Officer, or
- e) is removed from office, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Mountains and Rivers Zen Council from all Sangha Meetings and /or Mountains and Rivers Zen scheduled events held during a period of 6 months.

3.6.2 The association in a general meeting may by resolution remove any Office Bearer of Mountains and Rivers Zen from the office before the expiration of the term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

3.7 Meetings and quorum

3.7.1 There must be a Mountains and Rivers Zen Council meeting at least 5 times a calendar year at such place and time as the Office Bearers may negotiate. The council members and/or the Roshi may attend such meetings via teleconference, Skype or through other conferencing facilities or in person.

3.7.2 Additional Sangha Meetings may be convened as needed.

3.7.3 A quorum for the transaction of the business of the Mountains and Rivers Zen Council is 3 Members.

3.7.4 No business is to be transacted by the Mountains and Rivers Zen Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time, date and place agreed to be most appropriate for a quorum to be present.

3.8 Voting and decisions

Questions and decisions arising at a meeting of the Mountains and Rivers Zen Council or of any sub-committee appointed by the Mountains and Rivers Zen Council are to be determined by consensus or, if a consensus is not possible in the time allocated, by a majority of the votes of members of the Mountains and Rivers Zen Council or sub-committee present at the meeting.

Part 4 - General meetings

4.1 Annual general meetings – holding of

4.1.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting (AGM) of its members.

4.1.2 The association must hold its first annual general meeting:

- a) within the period of 18 months after its incorporation under the Act, and
- b) within the period of 6 months after the expiration of the first financial year of the association.

4.2 Annual general meetings – calling of and business at

4.2.1 The annual general meeting of the association is, subject to the *Act* and is to be convened on such a date and at such a place and time as the Mountains and Rivers Zen Council thinks fit.

4.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- b) receive from the Mountains and Rivers Zen Council and adopt the financial statement, and reports on the activities of the association during the last preceding financial year,
- c) elect office-bearers

4.2.3 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

4.3 Special general meetings – calling of

4.3.1 Any meeting that is not an annual general meeting or a disciplinary appeal meeting is a special general meeting (SGM).

4.3.2 The Mountains and Rivers Zen Council may, whenever it thinks fit, convene a special general meeting of the association.

4.3.3 The Mountains and Rivers Zen Council must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association

4.3.4 A requisition of members for a special general meeting:

- a) must state the purpose or purposes of the meeting, and
- b) must be signed by the members making the requisition, and
- c) must be lodged with the Membership Officer, and
- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.3.5 If the Mountains and Rivers Zen Council fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Membership Officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

4.3.6 A special general meeting convened by a member or members as referred to in clause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Mountains and Rivers Zen Council.

4.3.7 All reasonable expenses incurred by the requisitionists convening a special general meeting as referred to in 4.3.6 are to be refunded by the association.

4.4 Notice

4.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

4.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21

days before the date fixed for the holding of the meeting, cause a notice which complies the rules in 4.8 Special Resolutions, to be sent to each member.

4.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.

4.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who, after receipt of the notice from the member, must include that business in the next notice calling a general meeting.

4.5 Procedure, quorum, voting

4.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

4.5.2 Five (5) Ordinary Members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

4.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- a) if convened on the requisition of members, is to be dissolved, and
- b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

4.6 Adjournment

4.6.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.6.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

4.6.3 Except as provided in sub clauses 4.7.1 and 4.7.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.7 Making of decisions

4.7.1 A question, decision or motion arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.7.2 At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

4.7.3 If a poll is demanded at a general meeting, the poll must be taken;

- a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- b) in any other case, in such a manner and at such a time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.7.4 A member or Roshi not physically present at an association meeting can be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. Meetings can also be held via a digital platform where all members attending can see and hear each other simultaneously.

4.7.5 For the purposes of Special Resolutions (see 4.8 below) a member or Roshi participating in a meeting with the use of technology as described in 4.7.4 above, is taken to be present in person at the meeting and, if the member or Roshi votes at the meeting, is taken to have voted in person.

4.8 Special resolution

4.8.1 A special resolution of the association is required for the incorporation of the association, or changes to the association's name, rules or purpose.

4.8.2 Each member entitled to vote on the proposed resolution must be given at least 21 days' notice of the meeting and the notice must:

- specify the time, date and place of the general meeting at which the resolution will be voted on
- state in full the proposed resolution, and
- state that it is intended to be a special resolution.

4.8.3 A special resolution is passed by no less than 75% of the members present in person, who vote in favour of the resolution.

4.8.4 In accordance with the Act, proxy votes are not allowed for special resolutions.

4.9 Voting

4.9.1 On any question arising at a general meeting of the association a member has one (1) vote only.

4.9.2 All votes must be given in person or by proxy (except where proxy voting is not allowed) but no member may hold more than 5 proxies.

4.9.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote, or the Roshi, if present, may be called upon to do so.

4.9.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

4.10 Appointment of proxies

4.10.1 Each member is entitled to appoint another member as proxy by notice given to the Membership Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

4.10.2 The notice appointing the proxy is to be emailed or submitted verbally to the Membership Officer or Office Bearer chairing the meeting.

Part 5 - Miscellaneous

5.1 Insurance

The association may effect and maintain insurance.

5.2 Funds – source

5.2.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Mountains and Rivers Zen Council determines.

5.2.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

5.2.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt. In the case of internet banking a receipt from the banking transaction will be taken as sufficient receipt.

5.3 Funds – management

Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used in pursuance of the objectives of the association in such manner as the Mountains and Rivers Zen Council determines.

5.4 Alteration of objectives and rules

The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association.

5.5 Custody of books

Except as otherwise provided by these rules, the Public Officer must keep in their custody or under their control all records, books and other documents relating to the association.

5.6 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

5.7 Disposal of assets in the event of the dissolution of Mountains and Rivers Zen

5.7.1 In the event that it should be considered necessary to disband Mountains and Rivers Zen as an incorporated entity, a Special General Meeting of current financial members will be called to decide on the disposal of the financial and physical assets of Mountains and Rivers Zen.

5.7.2 In a Special Meeting a vote will be called for with a view to a unanimous decision. Should a unanimous decision not be achieved, a second vote will be called for, requiring a majority of at least 60% for the tabled proposal regarding the disposal of Mountains and Rivers Zen assets to proceed.

5.7.3 In the case that a tabled proposal regarding the disposal of Mountains and Rivers Zen assets is defeated, it is incumbent on the association to find a further suitable solution, to be placed before a Special General Meeting as soon as possible.