

# Articles & Bylaws of CST (Church of Spiritual Technology)

## Articles of CST

Corporation organized under CA Nonprofit Religious Corporation law, which is found at *CA Corporations Code* §§ 9110, et seq.

Corporate purposes are spelled out, basically to maintain and preserve the purity and integrity of the religion of Scientology.

The corporation shall not carry on any activities that jeopardize tax exempt status.

Articles can only be amended by unanimous consent of all directors.

Sherman Lenske was the initial agent for service of process.

## Bylaws of CST

Very interesting and unique structure with multiple and cross checks and balances. There are 3 boards. 1) Board of Trustees; 2) Board of General Directors; and 3) Board of Special Directors.

The initial directors were:

General Directors: Lyman Spurlock, Rebecca (Pook) Hay, and Maria Starkey.

Special Directors: Stephen A Lenske, Sherman D Lenskem, and Lawrence Heller.

Trustees, named at first General Director Board meeting, were: Terri Gamboa, Marion Meisler, and Gregory Wilhere.

The 3-person board of trustees can be expanded to 7 by unanimous vote of the trustees. Trustees are appointed for life, but to remain qualified they must continually train and receive auditing 12½ hours per week, to be made up if off post.

Trustees may be removed for cause (conduct contrary to Articles I - IV, which does not include remaining in good standing with CSI) by the unanimous votes of the other Trustees, however, or for failure to maintain qualifications (study and case progress).

Loss of good standing with CSI (the “mother church”) does not automatically disqualify a CST trustee, unlike for trustee positions in RTC and CSI; the CST trustees alone determines the qualification of its trustees as well as the general directors. In the latter respect, all three corps are in agreement: the trustees of each have the final say as to a loss of good standing for a general director; it is merely grounds for removal.

This is HUGE and reveals LRH's intent to bestow in CST, and particularly its board of trustees, the ultimate responsibility for the "religion" of Scientology. This feature, viewed in conjunction with CST's right to purchase the marks & Advanced Materials from RTC and CSI (see below), reveals LRH's intent to make CST the ultimate safeguard against RTC and the churches of Scientology veering off from the religion of Scientology. Multiple cross-checks and balances among 3 separate and distinct religious corporations, with one (CST) clearly but barely the most powerful – and its power shared among 3 boards.

So the Special Boards and General Boards elect the initial trustees, but the primary purpose of the trustees is to elect General Directors (as well as subsequent trustees when there is a vacancy) and to ensure that the General Directors remain qualified, expressly to carry out the Creed of Scientology and advancement of Scientology religion, and conduct themselves in a manner that is not contrary to the survival of Scientology. (Pretty broad. Basically means that the Trustees can remove any General Director they wish.)

The Special Directors are Lenske, Lenske & Heller, 3 CA attorneys. They must be replaced, when they die, resign, or replaced, by licensed CA attorneys, first from inside their law firm if able. Unlike General Directors, Special Directors are entitled to a fee, an hourly one.

The General Directors, which may be expanded for 3 to 5 by unanimous vote of the Board of General Directors, elect the Officers of CST.

The General Directors are responsible for conducting the activities and affairs of CST (not the management of Scientology), subject to veto or approval of certain delineated actions by a majority of the Special Directors. They are:

**(d) Particular Functions of the Special Directors.** The Special Directors, acting by a majority of their authorized number are empowered to ensure the following:

- i. That the corporation attains tax exempt status, as soon as practical, and that such status is maintained throughout the existence of the corporation.
- ii. That no part of the corporation inure to the benefit of any private individual, firm or corporation.
- iii. That the assets of the corporation are not subject to waste and/or extravagance but are instead increased in value.
- iv. That proper Scientology management is correctly applied to the end that the purposes of the corporation are accomplished.

**NOTE WELL:** The list of these actions reveal the role of the Board of the Special Directors to be to obtain and keep its tax exempt status, prevent inurement, and ensure that the

assets of the (CST) corporation are not subject to waste, and that it is properly managed in order to accomplish its purposes.

**Moreover, the Special Directors shall approve or veto every vote, resolution or act of the General Directors which directly or indirectly affects their duties. PLUS, "THE SPECIAL DIRECTORS MAY BY UNANIMOUS VOTE DIRECT THE GENERAL DIRECTORS TO CONSIDER ANY MATTER WHICH COMES WITHIN THE SCOPE OF THEIR DUTIES." But the General Directors and Trustees, acting together, can override any act of the Special Directors.**

**NOTE WELL: Lenske, Lenske & Hiller or whichever lawyers are now the Special Directors can "direct" the General Directors to take up the current situation.**

**Each Director, General and Special, shall have access at all times to the books and records of the corporation.**

## **Control over RTC & CSI Management**

In effect, CST has ownership of the technology. See, for example:

"The Church shall have the authority to manage, use and make available for use by other Churches of Scientology, the vast body of Scientology Technology that forms the foundation of the religion of Scientology. In so managing and using this body of truths and methods of application, the Church shall have as its purpose the responsibility of keeping Scientology working (i.e., getting the correct technology applied correctly.)"

It can withdraw the right to use that technology. See, for example, from Article II:

f. "Religion of Scientology" and "Church of Scientology" shall not necessarily be co-terminal. **That is to say, the terms "religion of Scientology" and "Church of Scientology" shall be co-terminal only so long as churches of Scientology continue, in the opinion of L. Ron Hubbard during his lifetime, and in the opinion of all of the Directors and Trustees following the death of L. Ron Hubbard, to espouse, propagate and practice the religion of Scientology.**

CST "shall espouse, present, propagate, practice, ensure and maintain the purity and integrity of, the religion of Scientology, as the same has been developed and may be further developed by L. Ron-Hubbard to the end that any person desiring participation, or participating, in Scientology may derive the greatest possible good of increased awareness as an immortal spirit."

RTC's role is well-defined by LRH: it holds the licenses of marks (copyrights, too) and Advanced Materials and is responsible for safeguarding them as well as ensuring that CSI remains true to the Scriptures in its use of the licenses. CST has the same role over RTC, and

neither have responsibility over ecclesiastical matters except in the context of ensuring that CSI is:

**ethically using the Marks (& Advanced Materials) in accordance with the Scientology Scriptures, or that its use does not in any way place the Marks in danger of appropriation by any entity that is outside or hostile to the religion of Scientology, or that CSI has permitted and is permitting use of the Marks in any way that is contrary to the Scientology Scriptures and seriously damages the religion of Scientology or repute of LRH.**

This statement, of course, is just a grammatical adaptation of the standard used by LRH to ensure checks and balances over the “churches” of Scientology in order to guard against them drifting from the “religion” of Scientology.

RTC simply cannot interfere in the ecclesiastical management of CSI. Stated obversely, if RTC can meddle in CSI’s ecclesiastical affairs, so can CST meddle in the ecclesiastical affairs of both RTC and CSI. The ultimate safeguard, no matter how one slices and dices it, is CST, not RTC.

LRH made no provision for a Chairman of the Board of RTC (or of CST and CSI, for that matter), and no authority is given in the Articles or Bylaws. There being no special position created, then the ordinary meaning of the term applies; and that is, a chairman of a board conducts board meetings. His vote has no more significance or power than that of any other board member. In any event, if all 3 corporations had a chairman of the board, the CST COB would have a higher, more powerful position since he or she would be the chairman of the board of the highest echelon of corporations.

CST directors and trustees could tomorrow purchase the rights of the Marks & Advanced Materials from both RTC and CSI and license an entirely different entity. RTC can only threaten to or withdraw the rights from CSI (but not sub-license another entity), but only if CST agreed with the action. Now, that is power.

The CST trustees and general directors, however, are not aware of their power, based on our investigation, and, indeed, Miscavige holds their signed, undated resignations, so they are not free to exercise their power even if they understood it.