



BUILDING LIFE SKILLS

Building Life Skills Inc.

Constitution

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Building Life Skills Inc. Constitution

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Constitution of Building Life Skills Inc.

The name of the Association is:

Building Life Skills Inc.

The objects of the Association are:

- **To promote and improve opportunities for people living with a disability and/or disadvantage in Australia, regardless of age, race, gender, religious or political persuasion.**
- **To provide a service that supports people living with a disability and/or disadvantage to become self-reliant and to maintain and develop personal life skills and Competencies.**
- **To provide people living with a disability and/or disadvantage and their families respite from the unrelenting burden of care through a structured programme.**
- **To lessen the impact of disability/disadvantage on people and their families.**
- **To manage and administer funds granted by any of the following but not be limited by this list, the Commonwealth Government of Australia, any State Government, Local Governments, the Western Australian Lotteries Commission, the Public Trustee or any other organisations, whose purpose in the provision of the grant is to provide direct care and assistance to people with disabilities living in Australia.**
- **To recruit, train and remunerate suitable carers to provide care and support to people with disabilities;**
- **To secure such services, partnerships or to do such other things as are necessary to carry out the objects of the Association.**

Any 10 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

The quorum for a board meeting is a majority (more than 50%) of the board members.

The association's financial year will be the period of 12 months commencing on July 1 and ending on June 30 of each year.

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Preliminary

1. Name of the Association

1.1 The name of the Association is Building Life Skills Inc. (the **Association**).

2. Definitions

2.1 In these rules, unless a contrary intention appears:

- **Act** means the Associations Incorporation Act 2015 (WA) and includes all statutory amendments and re-enactments of that Act for the time being in force;
- **Annual General Meeting** (AGM) means the meeting convened under **rule 15**;
- **Associate Member** means a person who is a member of the Association as defined in **rule 9**;
- **Association** means the incorporated Association to which these rules apply, referred to in **rule 1**;
- **Board** means the Board of the Association referred to in **rule 30**;
- **Board Meeting** means a meeting of the board;
- **Board member** means a member of the board;
- **Books, of the Association**, includes the following:
 - a register;
 - financial records, financial statements, or financial reports, however compiled, recorded or stored;
 - a document; and
 - any other record of information;
- **Chairperson** means the person presiding at the board meeting or general meeting;
- **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- **Convene** means to call together for a formal meeting;
- **Deputy Chairperson** means the Deputy Chairperson of the board;
- **Financial** records includes:
 - invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
 - documents of prime entry; and
 - working papers and other documents needed to explain:
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements;
- **Financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;
- **Financial year**, of the Association, has the meaning given in **rule 3**;
- **General meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;
- **Member** means a person who is a member of the Association as defined in **rule 9**;
- **Proxy Vote** is defined as a vote from a member who is unable to attend the general meeting due to Complex work commitments;
- **Register of members** means the register of members referred to in section 53 of the Act and **rules 9.3 to 9.7**;
- **Resident Member** means a person who is a member of the Association as defined in **rule 9**;
- **Rules** means these rules of the Association, as in force for the time being;
- **Secretary** means the director elected to this office as the secretary of the board;
- **Special general meeting** means a general meeting of the Association other than the annual general meeting or general meeting;
- **Special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

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2.2 Where applicable in this Constitution:

- Words importing the singular include the plural and vice versa;
- Headings are for convenience only and do not affect the interpretation of this Constitution;
- Words importing a gender include any gender;
- Other parts of speech and grammatical form of a word or phrase defined in this Constitution have a corresponding meaning;
- An expression importing a natural person includes any company, partnership, joint venture, Association, corporation or other body corporate and any Governmental authority or agency;
- A reference to anything includes a part of that thing;
- A reference to a rule or sub-rule is a reference to a rule or sub-rule of this Constitution; and
- A reference to a statute, regulations, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.

3. The Association's financial year

- 3.1 The Association's financial year is from 1 July to 30 June, unless the board pass a resolution to change the financial year.

Purposes, Objects and Powers

4. Purpose

4.1 The purpose of the Association shall be to:

- (a) Provide support and services for individuals living with a disability. Assisting them to build confidence, independence and live their best lives.
- (b) To provide social interaction, recreational opportunities, and life skills for people with disability.

5. Objects of the Association

- 5.1 To promote and improve opportunities for people living with a disability and/or disadvantage in Australia, regardless of age, race, gender, religious or political persuasion.
- 5.2 To provide a service that supports people living with a disability and/or disadvantage to become self-reliant and to maintain and develop personal life skills and Competencies.
- 5.3 To provide people living with a disability and/or disadvantage and their families respite from the unrelenting burden of care through a structured programme.
- 5.4 To lessen the impact of disability/disadvantage on people and their families.
- 5.5 To manage and administer funds granted by any of the following but not be limited by this list, the Commonwealth Government of Australia, any State Government, Local Governments, the Western Australian Lotteries Commission, the Public Trustee or any other organisations, whose purpose in the provision of the grant is to provide direct care and assistance to people with disabilities living in Australia.
- 5.6 To recruit, train and remunerate suitable carers to provide care and support to people with disabilities.
- 5.7 To secure such services, partnerships or to do such other things as are necessary to carry out the objects of the Association.

6. Powers

- 6.1 The Association may do all things necessary or convenient for carrying out its purposes, and in particular may:
 - (a) Acquire, purchase, receive, take up, hold, sell, exchange, lease, take or grant options over or otherwise deal with land and buildings of any tenure or descriptions and chattels of every kind and description for purposes that the Association in its absolute discretion considers appropriate;
 - (b) Open and operate bank accounts;
 - (c) Invest its money:
 - (i) In any security in which trust monies may lawfully be invested; or
 - (ii) In any other manner authorised by the rules of the Association;
 - (d) Raise or borrow or advance or lend money in such manner and with or without security and generally on terms and conditions that the Association thinks fit and secure payment of any money borrowed and any interest on it by mortgage or charge over all or any of the investments or assets of the Association or with or without giving any other form of security or acknowledgement, and apply moneys borrowed for any of the purposes of which the assets or moneys of the Association may be applied or invested under these rules;
 - (e) Undertake fundraising activities of whatever description and accept gifts of every kind and description and whether subject to any trust or limitation or for any special purpose including donations made to or collected or received by others on its behalf and acknowledge all those gifts;
 - (f) Insure any insurable property of the Association;

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- (g) Pay premiums on assurance policies which may from time to time form part of the assets of the Association;
- (h) Employ, engage or hire persons, firms and bodies corporate for any purpose and pay and remunerate and dismiss and terminate such persons, firms and bodies corporate;
- (i) Institute and defend proceedings at law to the final determination thereof;
- (j) Compromise and settle all matters arising in relation to the Association or with which it is concerned;
- (k) Enter into possession and continue in possession of the whole or any part of the assets of the Association and manage and/or superintend the management of the same and generally, exercise all powers and authorities and discretions as the Association may lawfully exercise;
- (l) Employ managers, agents, advisors, lawyers, accountants or other persons or companies in the execution of the purposes and powers of the Association from time to time and pay all sums, fees, salaries, commissions, emoluments and expenses as the Association considers reasonable to those persons;
- (m) Transact any business or do any act required to be done in connection with the administration of the assets of the Association including the receipt of payment of money;
- (n) Exercise or concur in exercising in any manner as the Association determines the voting and other rights attaching to any securities for the time being held by the Association;
- (o) Permit any assets of the Association to be held or registered in the name of any nominee or trustee and deposit securities, deeds and other documents belonging to the Association with any bank whether as security or for safe keeping;
- (p) Enter into any other contract it considers necessary or desirable;
- (q) Affiliate and associate with other Associations having the same or similar objects as the Association; and
- (r) Generally, do all lawful acts and things as are incidental or conducive to the attainment of the purposes of the Association.

7. Not-for-profit

- 7.1 The Association must not distribute any income or assets directly or indirectly to its members, except as provided in **rules 7.2 and 37**.
- 7.2 **Rule 7.1** does not stop the Association from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates; or
 - (b) making a payment to a member in carrying out the Association's purposes as set out in **rule 4** and objects as set out in **rule 5**.

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8. Gift Fund

8.1 Establishment and maintenance of Gift Fund

If the association is endorsed as a deductible gift recipient under subdivision 30BA of the Income Tax Assessment Act 1997 (Cth), it must establish a gift fund called the BLS Gift Fund (**Gift Fund**) to support the purposes of the association and which complies with that Act and any other applicable Commonwealth taxation legislation.

8.2 Accounting Procedures

- (a) All gifts of money or property for the principle purposes of the association will be made to the Gift Fund.
- (b) Money from interest on donations, income derived from donated property and money from the realisation of such property is to be credited to the **Gift Fund**.
- (c) The **Gift Fund** must not receive any other money or property.
- (d) The **Gift Fund** must be used only for the purposes of the association, as set out in **rule 4**.
- (e) Receipts must be issued in the name of the **Gift Fund** and proper accounting records and procedures must be kept and used for the **Gift Fund**.

8.3 Winding up of Gift Fund

If the **Gift Fund** is wound up or if the endorsement of the association as a deductible gift recipient is revoked, any **surplus assets** of the **Gift Fund** remaining after satisfaction of the liabilities attributed to it must be transferred to a fund, authority or institution in Australia:

- (a) Having charitable purposes similar to or inclusive of the purposes in rule 4;
- (b) Having a constitution which prohibits the distribution of profit, income and assets to its members to at least the same extent as this Constitution ; and
- (c) That is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

Members

9. Membership and register of members.

9.1 The persons eligible to join the Association:

- (a) Is over the age of 18;
- (b) Is:
 - (i) A resident of any of the Associations Supported Living Communities, or
 - (ii) A member of the community who accept the purpose and objects of the Association, or
 - (iii) Any other person that the board allows to be a member, in accordance with this constitution.
- (c) Pays the relevant membership subscription.

9.2 Membership Levels

- (a) **Resident Member**, has voting rights.
- (b) **Member**, has voting rights.
- (c) **Associate Member**, any other person accepted under **rule 9.1(b)(iii)**, has no voting rights.

9.3 The Association must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) Name;
- (b) Membership Level
- (c) Address;
- (d) Any alternative address nominated by the member for the service of notices;

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- (e) Email address; and
 - (f) Date the member was entered on to the register.
- 9.4 Subject to any rule of the Association, on the request of a member of the Association, the Association must make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but will have no right to remove the register for that purpose.
- 9.5 A member who wishes to inspect the register of members must satisfy the Board by statutory declaration or otherwise that the purpose of the inspection is directly connected with the affairs of the Association.
- 9.6 The register must be kept and maintained at the main office of the Association, or at such other place as the members at a General Meeting decide.
- 9.7 The Secretary must cause the name of a person who ceases to be a member under **rule 11** to be deleted from the register of members in accordance with the Act.

10. The Board decide whether to approve membership.

- 10.1 The board must consider an application for membership within a reasonable time after the secretary receives the application.
- 10.2 If the board approve an application, the secretary must as soon as possible:
- (a) Enter the new member on the register of members, and
 - (b) Write to the applicant to tell them that their application was approved, and the date that their membership started.
- 10.3 If the board reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give a reason.

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11. When a person stops being a member

- 11.1 A person immediately stops being a member if they:
- (a) Die;
 - (b) Resign, by writing to the secretary;
 - (c) Are expelled under **rule 58**; or
 - (d) Have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

12. Subscriptions of Members of the Association

- 12.1 The Board may from time to time at a General Meeting determine the amount of the subscription to be paid by each member.
- 12.2 Membership subscription is an annual fee.
- 12.3 From time to time, the Secretary may send an invoice to a member for any outstanding subscription amount. However, it is every member's duty to ensure that they have not fallen behind in paying their membership subscriptions.
- 12.4 The Membership Subscription shall be determined by the Board and put to the Annual General Meeting of the Association, for approval by the members.
- 12.5 A member who allows payment of his subscriptions to fall into arrears by a period exceeding one calendar month, will be deemed to be unfinancial.
- 12.6 Any member who is deemed unfinancial shall be deemed to have forfeited entitlement to membership.
- 12.7 Where the Board deems it appropriate to forfeit membership of an unfinancial member, that member's name shall be removed from the register of members.
- 12.8 The Board will endeavour to collect any outstanding membership subscriptions due to the Association from a member ceasing membership of the Association.
- 12.9 Upon a member ceasing membership of the Association, they will return any property that belongs to the Association, including their membership card upon expiry of all annual membership privileges.
- 12.10 A person is entitled to exercise all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid up to date.

General meetings of members

13. General meetings called by the board

- 13.1 The board may convene a general meeting at any time.
- 13.2 If at least 20% of members that may cast a vote at a general meeting make a written request to the Association for a special general meeting to be held, the board must:
 - (a) Within twenty one (21) days of the members' request, give all members notice of a special general meeting, and
 - (b) Hold the special general meeting within sixty (60) days of the members' request.
- 13.3 The percentage of votes that members have (in **rule 13.2**) is to be worked out as at midnight before the members request the meeting.
- 13.4 The members who make the request for a special general meeting must:
 - (a) State in the request any resolution to be proposed at the meeting and the intention to propose the resolution as a special resolution.
 - (b) Sign the request, and
 - (c) Give the request to the Association.
- 13.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

14. General meetings called by members

- 14.1 If the board does not call the meeting within twenty one (21) days of being requested under **rule 13.2**, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 14.2 To call and hold a general meeting under **rule 14.1**, the members must:
 - (a) As far as possible, follow the procedures for general meetings set out in this constitution;
 - (b) Call the meeting using the list of members on the Association's member register, which the Association must provide to the members making the request at no cost, and
 - (c) Hold the general meeting within three months after the request was given to the board.
- 14.3 The Association must pay the members who request the general meeting any reasonable expenses they incur because the board did not call and hold the meeting.

15. Annual General Meeting

- 15.1 A general meeting, called the annual general meeting, must be held:
 - (a) Within 18 months after registration of the Association; or
 - (b) Within the time limits provided for the holding of such meetings by the Act, that is, in every calendar year within six (6) months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- 15.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
 - (a) A review of the Association's activities
 - (b) A review of the Association's finances
 - (c) Any auditor's report
 - (d) The election of directors, and
 - (e) The appointment and payment of auditors, if any.

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- 15.3 Before or at the annual general meeting, the board must give information to the members on the Association's activities and finances during the period since the last annual general meeting.
- 15.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Association.

16. Notice of general meetings

- 16.1 Notice of a general meeting must be given to:
 - (a) Each member entitled to vote at the meeting; and
 - (b) Each director.
- 16.2 Notice of a general meeting must be provided in writing at least fourteen (14) days before the meeting.
- 16.3 Subject to **rule 16.4**, notice of a meeting may be provided less than fourteen (14) days before the meeting if:
 - (a) For an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (b) For any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 16.4 Notice of a meeting cannot be provided less than fourteen (14) days before the meeting if a resolution will be moved to:
 - (a) Remove a director;
 - (b) Appoint a director in order to replace a director who was removed; or
 - (c) Remove an auditor.
- 16.5 Notice of a general meeting must include:
 - (a) The place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) The general nature of the meeting's business;
 - (c) If applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (d) A statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) The proxy does not need to be a member of the Association;
 - (ii) The proxy form must be delivered to the Association at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - (iii) The proxy form must be delivered to the Association at least 48 hours before the meeting.
- 16.6 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

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17. Quorum at general meetings

- 17.1 For a general meeting to be held, at least 10 members (a quorum) must be present (in person) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 17.2 No business may be conducted at a general meeting if a quorum is not present.
- 17.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time, and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) If the date is not specified – the same day in the next week
 - (b) If the time is not specified – the same time, and
 - (c) If the place is not specified – the same place.
- 17.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

18. Using technology to hold meetings

- 18.1 The Association may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 18.2 Anyone using this technology is taken to be present in person at the meeting.

19. Role of the chairperson

- 19.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions.
- 19.2 The chairperson does not have a casting vote.

20. Adjournment of meetings

- 20.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.
- 20.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

21. Members' resolutions and statements

- 21.1 If at least 20% of members able to vote on a resolution may give:
- (a) Written notice to the Association of a resolution they propose to move at a general meeting (members' resolution), and/or
 - (b) A written request to the Association that the Association give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 21.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 21.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 21.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 21.5 The percentage of votes that members have (as described in **rule 21.1**) is to be worked out as at midnight before the request or notice is given to the Association.
- 21.6 If the Association has been given notice of a members' resolution under **rule 21.1(a)**, the resolution must be considered at the next general meeting held not more than two months after the notice is given.
- 21.7 This rule does not limit any other right that a member has to propose a resolution at a general meeting.

22. The Association must give notice of a proposed resolution

- 22.1 If the Association has been given a notice or request under **rule 21**:
- (a) In time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Association's cost, or
 - (b) Too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Association in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Association will pay these expenses.
- 22.2 The Association does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) It is more than 1 000 words long
 - (b) The board consider it may be defamatory
 - (c) **Rule 22.1(b)** applies, and the members who proposed the resolution or made the request have not paid the Association enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) In the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

Voting at general meetings

23. How many votes a member has

23.1 Each member has one vote.

24. Challenge to member's right to vote

24.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.

24.2 If a challenge is made under **rule 24.1**, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

25. How voting is carried out

25.1 Voting must be conducted and decided by:

- (a) A show of hands;
- (b) A vote in writing; or
- (c) Another method chosen by the chairperson that is fair and reasonable in the circumstances.

25.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

25.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

25.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

26. When and how a vote in writing must be held

26.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) At least six members present;
- (b) Members present with at least 25% of the votes that may be passed on the resolution on the vote in writing, or
- (c) The chairperson.

26.2 A vote in writing must be taken when and how the chairperson directs, unless **rule 26.3** applies.

26.3 A vote in writing must be held immediately if it is demanded under **rule 26.1**:

- (a) For the election of a chairperson under **rule 29.2**, or
- (b) To decide whether to adjourn the meeting.

26.4 A demand for a vote in writing may be withdrawn.

27. Appointment of proxy

27.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.

27.2 A proxy does not need to be a member.

27.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

- (a) Speak at the meeting.
- (b) Vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) Join in to demand a vote in writing under **rule 26.1**.

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- 27.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) The member's name and address
 - (b) The Association's name
 - (c) The proxy's name or the name of the office held by the proxy, and
 - (d) The meeting(s) at which the appointment may be used.
- 27.5 A proxy appointment may be standing (ongoing).
- 27.6 Proxy forms must be received by the Association at the address stated in the notice under **rule 16.5** or at the Association's registered address at least 48 hours before a meeting.
- 27.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 27.8 Unless the Association receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) Dies;
 - (b) Is mentally incapacitated;
 - (c) Revokes the proxy's appointment; or
 - (d) Revokes the authority of an agent who appointed the proxy.
- 27.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

28. Voting by proxy

- 28.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 28.2 When a vote in writing is held, a proxy:
- (a) Does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) If the way they must vote is specified on the proxy form, must vote that way; and
 - (c) If the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

29. Meetings Chairperson

- 29.1 The chairperson is entitled to preside at all general meetings and board meetings.
- 29.2 In the event of the absence from a general meeting of:
- (a) The chairperson, the deputy chairperson; or
 - (b) Both the chairperson and the deputy chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- 29.3 In the event of the absence from a board meeting of:
- (a) the chairperson, the deputy chairperson; or
 - (b) both the chairperson and the deputy chairperson, a board member elected by the other board members present at the board meeting, must preside at the board meeting.
- 29.4 If the chairperson is:
- (a) Not present within 30 minutes after the starting time set for the meeting; or
 - (b) Present but does not want to act as chairperson of the meeting.
 - (i) If a general meeting, the members may choose a member to be the chairperson for that meeting; or

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- (ii) If a board meeting, the directors may choose a director to be the chairperson for that meeting.

Board & Directors

30. Board

- 30.1 Subject to **rule 34**, the affairs of the Association will be managed exclusively by the Board, comprising not less than six (6) persons nor more than twelve (12) persons.
- 30.2 Each Board member must:
 - (a) Be eligible to be a Board member under the Act; and
 - (b) Be a member of the Association.

31. Election and appointment of directors

- 31.1 Apart from the directors appointed under **rule 31.4**, the members may elect a director by a resolution passed in a general meeting.
- 31.2 Each of the directors must be appointed by a separate resolution, unless:
 - (a) The members present have first passed a resolution that the appointments may be voted on together, and
 - (b) No votes were cast against that resolution.
- 31.3 A person is eligible for election as a director of the Association if they:
 - (a) Are a member of the Association;
 - (b) Are nominated by two members entitled to;
 - (c) Be eligible to be a Board member under the Act; and
 - (d) Gives the Association their signed consent to act as a director of the Association.
- 31.4 The board may appoint a person as a director to fill a casual vacancy subject to **rule 34** or as an additional director if that person:
 - (a) Is a member of the Association;
 - (b) Be eligible to be a Board member under the Act; and
 - (c) Gives the Association their signed consent to act as a director of the Association.
- 31.5 If the number of directors is reduced to fewer than six or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to six (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

32. Appointment of positions on the Board

- 32.1 At the first board meeting after an AGM the board must:
 - (a) Elect the Association's Chairperson;
 - (b) Elect the Association's Deputy Chairperson;
 - (c) Elect the Association's Secretary;
 - (d) Elect the position of Finance Manager.

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33. Term of office

- 33.1 At each annual general meeting:
- (a) Any director appointed by the board to fill a casual vacancy or as an additional director must retire, and
 - (b) At least one-third of the remaining directors must retire.
- 33.2 The directors who must retire at each annual general meeting under **rule 33.1(b)** will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 33.3 Other than a director appointed under **rule 31.4**, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 33.4 Each director must retire at least once every three years.
- 33.5 A director who retires under **rule 33.1** may nominate for election or re-election, subject to **rule 33.6**.
- 33.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.

34. When a director stops being a director

- 34.1 A director stops being a director if they:
- (a) Give written notice of resignation as a director to the Secretary;
 - (b) Die;
 - (c) Are removed as a director by a resolution of the members;
 - (d) Stop being a member of the Association;
 - (e) Is convicted of an offence under the Act;
 - (f) Is permanently incapacitated by mental or physical ill-health;
 - (g) Is absent from more than:
 - (i) Three (3) consecutive board meetings; or
 - (ii) Three (3) board meetings in the same financial year, without approval from the board, and where they had received notice of the meetings;
 - (h) Become ineligible to be a director of the Association under the Act; or
 - (i) Is the subject of a resolution passed by the board terminating his or her appointment as a board member.

Powers of the Board

35. Powers of the Board

- 35.1 The board are responsible for managing and directing the activities of the Association to achieve the purposes set out in **rule 4** and objects in **rule 5**.
- 35.2 The board may use all the powers of the Association except for powers that, under the Act or this constitution, may only be used by members.
- 35.3 The board must decide on the responsible financial management of the Association including:
 - (a) Any suitable written delegations of power under **rule 36**, and
 - (b) How money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 35.4 The board cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

36. Delegation of the board's powers

- 36.1 The board may delegate any of their powers and functions to a sub-committee, an employee of the Association (such as an Association manager or CEO) or any other person, as they consider appropriate, other than:
 - (a) The power of delegation; and
 - (b) A function which is a duty imposed on the board by the Act or another law.
- 36.2 A sub-committee or employee of the Association to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the board.
- 36.3 The provisions of this constitution that apply to meetings and resolutions of the board apply, so far as they can and with any necessary changes, to meetings and resolutions of a sub-committee.
- 36.4 The chairperson and finance manager may attend as ex-officio members any sub-committees set up by the board.
- 36.5 The delegation must be recorded in the Association's minute book.

37. Payments to directors

- 37.1 The Association must not pay fees to a director for acting as a director.
- 37.2 The Association may:
 - (a) Pay a director for work they do for the Association, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) Reimburse a director for expenses properly incurred by the director in connection with the affairs of the Association.
- 37.3 Any payment made under **rule 37.2** must be approved by the board.
- 37.4 The Association may pay premiums for insurance indemnifying directors, as allowed for by law (including the Act) and this constitution (**rule 59**).

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38. Execution of documents

- 38.1 The Association may execute a document without using a common seal if the document is signed by two (2) members of the board and must be recorded in the minutes.

39. Common seal of the Association

- 39.1 The Association may have a common seal on which its corporate name appears in legible characters.
- 39.2 The common seal of the Association must not be used without the express authority of the Board and every use of the common seal must be recorded in the minutes.
- 39.3 The affixing of the common seal of the Association must be witnessed by any two (2) of the members of the Board.
- 39.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

Duties of directors

40. Duties of directors

- 40.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and provide good governance by:
- (a) Exercising their powers and discharging their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Association;
 - (b) Acting in good faith in the best interests of the Association and to further the purposes of the Association set out in **rule 4** and objects in **rule 5**;
 - (c) Not misusing their position as a director;
 - (d) Not misusing information, they gain in their role as a director;
 - (e) Disclosing any perceived or actual material conflicts of interest in the manner set out in **rule 41**;
 - (f) Ensuring that the financial affairs of the Association are managed responsibly; and
 - (g) Not allowing the Association to operate while it is insolvent.

41. Conflicts of interest

- 41.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors:
- (a) To the other directors; or
 - (b) If all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 41.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 41.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under **rule 41.4**:
- (a) Be present at the meeting while the matter is being discussed; or
 - (b) Vote on the matter.
- 41.4 A director may still be present and vote if:
- (a) Their interest arises because they are a member of the Association, and the other members have the same interest;
 - (b) Their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Association (**rule 60**);
 - (c) Their interest relates to a payment by the Association under **rule 59**, or any contract relating to an indemnity that is allowed under the Act;
 - (d) The directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) Identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Association; and
 - (ii) Says that those directors are satisfied that the interest should not stop the director from voting or being present.

Board Meetings

42. Board Meetings

- 42.1 The board must meet together for the dispatch of business not less than six (6) times in each year;
- 42.2 The chairperson, or at least half the members of the board, may at any time convene a board meeting, giving reasonable notice to all other board members.
- 42.3 Subject to these rules, the procedure and order of business to be followed at a board meeting must be determined by the board members present at the board meeting.

43. Quorum at Board Meetings

- 43.1 Unless the board determine otherwise, the quorum for a board meeting is a majority (more than 50%) of the board members.
- 43.2 A quorum must be present for the whole board meeting.

44. Using Technology to hold Board Meetings

- 44.1 The board may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the board members.
- 44.2 The board members agreement may be a standing (ongoing) one.
- 44.3 A director may only withdraw their consent within a reasonable period before the meeting.

45. Passing Board Resolutions

- 45.1 A board resolution must be passed by a majority of the votes cast by board members present and entitled to vote on the resolution.
- 45.2 Each Board member has a deliberative vote.

46. Circular Resolutions of the Board

- 46.1 The board may pass a circular resolution without a board meeting being held.

47. Validity of Acts

- 47.1 An act done by a person acting as a director, a board meeting, or a sub-committee attended by a person acting as a director, is not invalidated merely because of:
 - (a) A defect in the appointment of the person as a director;
 - (b) The person being disqualified to be a director or having vacated office; or
 - (c) The person not being entitled to vote.
- 47.2 If that circumstance was not known by the person, the board or the sub-committee (as applicable) when the act was done.

Association Management

48. Role of the Secretary

48.1 The role of the secretary includes:

- (a) Maintaining a register of the Association's members, and
- (b) Maintaining the minutes and other records of general meetings (including notices of meetings) and board meetings and any sub-committee.

49. Minutes and records

49.1 The Association must, within one month, make and keep the following records:

- (a) Minutes of proceedings and resolutions of general meetings;
- (b) A copy of a notice of each general meeting; and
- (c) A copy of a members' statement distributed to members under **rule 22**.

49.2 The Association must, within one month, make and keep the following records:

- (a) Minutes of proceedings and resolutions of board meetings (including meetings of any sub-committees); and
- (b) Minutes of circular resolutions of the board.

49.3 To allow members to inspect the Association's records:

- (a) The Association must give a member access to the records set out in **rule 49.1**; and
- (b) The board may authorise a member to inspect other records of the Association, including records referred to in **rule 49.2**.

49.4 The board must ensure that minutes of a general meeting or a board meeting are signed within a reasonable time after the meeting by:

- (a) The chairperson of the meeting; or
- (b) The chairperson of the next meeting.

49.5 The board must ensure that minutes of the passing of a circular resolution of the board is signed by a director within a reasonable time after the resolution is passed.

50. Financial Matters

50.1 The role of the Finance Manager includes:

- (a) Oversee the financial management of the Association;
- (b) Developing and reviewing policies and procedures;
- (c) Ensure that all appropriate financial records are maintained and reported on accordingly;
- (d) Have custody of all securities, books and documents of a financial nature and accounting records of the Association;
- (e) Prepare and present the Income and Expenses Statement and Balance Sheet at the board meetings;
- (f) Submit to members at each AGM of the Association the accounts of the Association showing its financial position at the end of the immediately preceding financial year;
- (g) Ensure that the Act is complied with on behalf of the Association with respect to the accounting records of the Association; and
- (h) Perform such other duties as are imposed on him or her by the Board from time to time.

50.2 The funds of the Association must be managed as decided by the Board.

50.3 Subject to the Act, and **rule 37** all payments to Board members out of the funds of the Association must be approved by an ordinary resolution of the Board.

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50.4 The board must take reasonable steps to ensure that the Association's records are kept safe.

51. Custody of books and securities

51.1 Subject to **rule 51.2**, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.

51.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the finance manager's custody or under the finance manager's control.

51.3 **Rules 51.1 and 51.2** have effect except as otherwise decided by the board.

51.4 The books of the Association must be retained for at least 7 years.

52. Association Manager

52.1 The board may appoint a person, who shall not be a member, as the Manager or CEO of the Association for a term and at a remuneration and on conditions as it thinks fit.

52.2 The Association Manager will be responsible for:

(a) The day to day running, and administration of the Association subject to the direction and control of the board; and

(b) The preparation of a report on a monthly basis for distribution to the board members. (Its content shall be defined by the board).

Notice

53. What is notice

- 53.1 Anything written to or from the Association under any rule in this constitution is written notice and is subject to **rules 54 to 56**, unless specified otherwise.
- 53.2 **Rules 54 to 56** do not apply to a notice of proxy under **rule 27.6**.

54. Notice to the Association

- 54.1 Written notice or any communication under this constitution may be given to the Association, the board or the secretary by:
- (a) Delivering it to the Association's registered office;
 - (b) Posting it to the Association's registered office or to another address chosen by the Association for notice to be provided; or
 - (c) Sending it to an email address or other electronic address notified by the Association to the members as the Association's email address or other electronic address.

55. Notice to members

- 55.1 Written notice or any communication under this constitution may be given to a member:
- (a) In person;
 - (b) By posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - (c) Sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) Sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
 - (e) If agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 55.2 If the Association does not have an address for the member, the Association is not required to give notice in person.

56. When notice is taken to be given

- 56.1 A notice:
- (a) Delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - (b) Sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) Sent by email or other electronic method, is taken to be given on the business day after it is sent; and
 - (d) Given under **rule 55.1** is taken to be given on the business day after the notification that the notice is available is sent.

Dispute resolution & disciplinary procedures

57. Dispute resolution

- 57.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under this constitution between a member or director and:
- (a) One or more members;
 - (b) One or more directors; or
 - (c) the Association.
- 57.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **rule 58** until the disciplinary procedure is completed.
- 57.3 Those involved in the dispute must try to resolve it between themselves within fourteen (14) days of knowing about it.
- 57.4 If those involved in the dispute do not resolve it under **rule 57.3**, they must within ten (10) days:
- (a) tell the board about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 57.5 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:
 - (i) for disputes between members, a person chosen by the board; or
 - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Association has its registered office.
- 57.6 A mediator chosen by the board under **rule 57.5(b)(i)**:
- (a) may be a member or former member of the Association;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 57.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

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58. Disciplining members

- 58.1 In accordance with this rule, the board may resolve to warn, suspend or expel a member from the Association if the board consider that:
- (a) the member has breached this constitution; or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- 58.2 At least fourteen (14) days before the board meeting at which a resolution under **rule 58.1** will be considered, the secretary must notify the member in writing:
- (a) that the board are considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a board meeting and the date of that meeting;
 - (c) what the member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the board, and details of how to do so.
- 58.3 Before the board pass any resolution under **rule 58.1**, the member must be given a chance to explain or defend themselves by:
- (a) sending the board, a written explanation before that board meeting; and/or
 - (b) speaking at the meeting.
- 58.4 After considering any explanation under **rule 58.3**, the board may:
- (a) take no further action;
 - (b) warn the member;
 - (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) expel the member;
 - (e) refer the decision to an unbiased, independent person on conditions that the board consider appropriate (however, the person can only make a decision that the board could have made under this rule); or
 - (f) require the matter to be determined at a general meeting.
- 58.5 The board cannot fine a member.
- 58.6 The secretary must give written notice to the member of the decision under **rule 58.4** as soon as possible.
- 58.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 58.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this rule.

Indemnity, Insurance and Access

59. Indemnity

- 59.1 Subject to **rule 59.2**, the Association indemnifies its officers against any liability incurred in connection with, any claim made or legal proceeding (including any appeal) brought against the officer as a result of or in connection with his appointment, position, acts or omissions as an officer including, but not limited to, any liability arising from a claim or proceeding for breach of any statutory, legal, equitable or other duty or obligation owed to the Association or to any other party in relation to the Association.
- 59.2 The Association shall not indemnify any officer against liability incurred by that officer as a result of conduct adjudged by a Court to be criminal or fraudulent nor unless the Board is satisfied that the officer has acted in good faith. It will not be necessary for the officer to incur expense or make payment before enforcing his or her right of indemnity.
- 59.3 In this **rule 59**:
- (a) "liability" means all liabilities, losses, costs, charges and expenses including, but not limited to, legal costs and expenses in a full indemnity (as between lawyer and own client) basis; and
 - (b) "officer" means each and every member, officer, office bearer, Board member and employee of the Association.

60. Insurance

- 60.1 To the extent permitted by law, the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Association against a liability:
- (a) Incurred by that person:
 - (i) In his or her capacity as an Officer of the Association;
 - (ii) In the course of acting in connection with the affairs of the Association; or
 - (iii) Otherwise arising out of the person holding office as an Officer of the Association,provided that the liability does not arise out of conduct involving:
 - (iv) A wilful breach of duty in relation to the Association;
 - (b) For costs and expenses incurred by that person in defending proceedings, whatever their outcome.

61. Inspection of Records, etc. of the Association

- 61.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association provided that any such inspection must be carried out in the presence of a Director or other person authorised by the Chairperson. Despite the provisions of this rule, a member may not inspect or access confidential staff and/or client records of the Association.

62. Board Members access to documents

- 62.1 A director has a right of access to the financial records of the Association at all reasonable times.
- 62.2 If the board agrees, the Association must give a director or former director access to:
- (a) Certain documents, including documents provided for or available to the board, and
 - (b) Any other documents referred to in those documents.

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63. Rules are binding

63.1 These rules bind every member, the board and the Association to the same extent as if every member, director and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

64. By-laws

64.1 The board may pass a resolution to make by-laws to give effect to this constitution.

64.2 Members and directors must comply with by-laws as if they were part of this constitution.

65. Amending the constitution

65.1 The members may amend this constitution in accordance with the procedure set out in the Act.

Winding up

66. Surplus assets not to be distributed to members

66.1 If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is an organisation as described in **rule 67.1**.

67. Distribution of surplus assets

67.1 Subject to the Act and any other applicable Act, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more organisations:

(a) With purposes similar to, or inclusive of, the purposes in **rule 4** and objects in **rule 5**, and

(b) Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

67.2 The decision as to the organisation or organisations to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

----- The End -----