



TENPIN BOWLING AUSTRALIA LIMITED

ACN 085 023 721

CONSTITUTION

Version 1.4 13-5-06

Contents

1	PRELIMINARY	4
	Definitions	4
	Interpretation.....	5
	Replaceable Rules not to apply.....	5
2	OBJECTS.....	6
3	INCOME AND PROPERTY OF THE COMPANY	6
4	BOWLING CENTRES	7
5	MEMBERSHIP	7
	Becoming a Member	7
	Voting Delegates.....	7
	Replacing a Member	8
	Liability of members	8
6	GENERAL MEETINGS	8
	Annual general meeting	8
	General meeting	8
	Notice of general meeting	8
	Postponement or cancellation of meeting	9
7	PROCEEDINGS AT GENERAL MEETINGS.....	10
	Representation of National Voting Delegate.....	10
	Quorum	10
	Appointment and powers of Chairman of general meeting	11
	Adjournment of general meetings	11
	Voting at general meeting	12
	Questions decided by majority.....	12
	Poll.....	12
	Equality of votes - Chairman's casting vote	12
	Entitlement to vote.....	12
	Objection to voting qualification	13
	Appointment of proxy	13
	Deposit of proxy and other instruments	14
	Validity of vote in certain circumstances	14
	Director entitled to notice of meeting	14
	Auditor entitled to notice of meeting	15
8	DIRECTORS	15
	Constitution of the board	15
	Chairman and Deputy-Chairman.....	15
	Rotation of Directors	15
	Casual vacancy.....	15
	First Directors	16
9	REMUNERATION AND EXPENSES	16
10	VACATION OF OFFICE AND CONFLICT OF INTEREST.....	16
	Vacation of office	16
	Director's interests.....	16
11	POWERS OF AND DUTIES OF DIRECTORS.....	18

Appointment of attorney	18
Minutes	18
Execution of Company cheques, etc.	18
12 PROCEEDINGS OF DIRECTORS	18
Meetings	18
Quorum	18
Effect of vacancy	19
Convening meetings	19
Appointment of proxy	19
Chair	19
How questions decided	19
Committees	19
Written resolution	19
Use of technology	20
Validity of acts of Directors	20
13 STATE OFFICES AND ASSOCIATIONS	20
14 BY-LAWS	20
15 CHIEF EXECUTIVE OFFICER	20
Appointment and removal	20
Remuneration	21
Powers	21
16 ALTERNATE DIRECTORS	21
17 SECRETARY	21
18 SEALS	22
Common and duplicate common seal	22
Use of common seal	22
19 INSPECTION OF BOOKS	22
20 NOTICES	22
Service of notices	22
21 AUDIT AND ACCOUNTS	23
Company to keep accounts	23
Company to audit accounts	23
22 WINDING UP	23
23 INDEMNITY	23
Indemnity of officers	23
Insurance	24

Corporations Law
Constitution
of
Tenpin Bowling Australia Limited
A Company Limited by Guarantee

1 Preliminary

Definitions

1.1 The following words have these meanings in this Constitution unless the contrary intention appears.

AMF means AMF Bowling Centers (Aust) International Inc ARBN 003 710 110 or its successor as determined by the Directors.

Association means an Association recognised by the Company under Article 13.5.

Auditor means the auditor for the time being of the Company.

Bowling means the sport of tenpin bowling, whether played competitively or socially.

Bowling Centre means a bowling centre, which is accredited by the Company under article 4.

Branch means a branch of the Company established under article 13.

Centre Association means an association recognised by the Company under article 13.

Chief Executive Officer means a person appointed as chief executive officer under article 15.

Committee and Committee of Directors means any Director or Directors acting as a committee of Directors.

Company means Tenpin Bowling Australia Limited.

Constitution means this Constitution as altered or added to from time to time **by a Special Resolution of members as provided by the Corporations Law** and a reference to a provision of this Constitution is a reference to this Constitution as altered or added to from time to time.

Corporations Law means the Corporations Law of the Australian Capital Territory.

Director means a director of the Company, and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

Member means a member of the Company as provided in Article 5.

Registered Office means the registered office for the time being of the Company,

Seal means the common seal of the Company and any official seal of the Company.

Secretary means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

State Voting Delegate means a member who is elected in accordance with Article 5.5.

National Voting Delegate means a member elected by a State Branch to represent the State at meetings of the Company

Voting Delegate means a National or State Voting Delegate

Interpretation

- 1.2 In this Constitution unless the contrary intention appears:
- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
 - (b) the singular includes the plural and vice versa;
 - (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
 - (d) a reference to writing 'includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
 - (e) a reference to a section is a reference to a section of the Corporations Law; and
 - (f) a reference to the Corporations Law or to a provision of the Corporations Law, means the Corporations Law or that provision as amended from time to time, or any statute, code or provision enacted in its place and 'includes regulations and other instruments under it.
- 1.3 Headings are inserted for convenience and do not affect the - interpretation of this Constitution.
- 1.4 Powers conferred on the Company, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.

Replaceable Rules not to apply

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- 1.5 The provisions of the Corporations Law that apply as replaceable rules are displaced by this Constitution and, accordingly, do not apply to the Company.

2 Objects

The objects of the Company are:

- a) to foster and promote the sport of Bowling;
- b) to foster good fellowship among bowlers and to advance the mutual interest of bowlers;
- c) to discourage and prevent practices or activities likely to be detrimental to Bowling or to the interests of bowlers;
- d) to sponsor, encourage and assist in the formation of Bowling associations, leagues, centres and other Bowling organisations;
- e) to disseminate information to bowlers, associations, leagues, centres and other Bowling organisations;
- f) to publicise Bowling;
- g) to establish and maintain uniformity and high standards of Bowling;
- h) to represent bowlers and their interests in dealings with governments, public and authorities and other sporting associations and in the community generally;
- i) to sponsor, promote and conduct Bowling tournaments, contests, matches and exhibitions both within and outside Australia; and
- j) to establish a club for the purpose of providing recreational facilities for Bowling, social intercourse and literary and other lawful pursuits.

3 Income and property of the Company

- 3.1 The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to Members.
- 3.2 Article 3.1 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:
- a) of remuneration for:
 - (i) services rendered to the Company; or
 - (ii) goods supplied in the ordinary course of business; or
 - b) of interest at a rate not exceeding the rate for the time being fixed for the purposes of this article by the Directors on money borrowed from an officer or Member; or
 - c) of reasonable rent for premises demised or let by an officer or Member.

4 Bowling Centres

- 4.1 A Bowling Centre may apply to the Directors or to such body as the Directors may determine, for accreditation. If the Bowling Centre meets the criteria for accreditation specified in the Company's bowling lane certification standards and pays the fees specified in the by-laws, the Directors or their nominee will notify the Bowling Centre in writing of that fact.
- 4.2 upon payment of the fees notified under article 4.1 the Bowling Centre will be accredited.
- 4.3 The Directors will arrange for each Bowling Centre to be notified each year of the fees due and payable in that year in order for the Bowling Centre to retain its accreditation. If the fees are not paid within two months of notification then the accreditation will lapse.
- 4.4 The Directors may revoke a Bowling Centre's accreditation if in their opinion the Bowling Centre no longer meets the criteria for accreditation specified by the Directors from time to time.

5 Membership

Becoming a Member

- 5.1 Members in their capacity as such have no right to receive notices from the Company or attend, speak or vote at any meeting of the Company.
- 5.2 Every natural person who is registered with an Association as a player (whether social or in a league or competition) or as a person interested in and supportive of Bowling or bowlers is eligible to be a Member.
- 5.3 All applications for membership must be lodged with an Association, and upon lodgment and payment of the fee prescribed by the Directors from time to time the applicant is thereby admitted as a Member.
- 5.4 Members may resign their membership at any time by notice to the Association with which they are registered and by surrender of their membership card or other identification issued by or on behalf of the Company. The Directors may by resolution terminate the membership of any person for any reason that the Directors considers to be appropriate.

Voting Delegates

- 5.5 At least two months prior to the Annual General Meeting of the Company each year the Centre association and bowling centres within area associations will elect one of their members as State Voting Delegate, as provided in the by-laws of the Company and shall within ten days thereafter inform the Company of the name and address of the Delegate elected.
- 5.6 The Member elected as State Voting Delegate in accordance with article 5.5 will hold office until the next annual meeting of Members of the Association with which they are registered at which meeting the State Voting Delegate will resign but is eligible for re-election.

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- 5.7 Prior to each annual general meeting of the Company, the Directors will arrange for meetings of State Branches to be held at which National Voting Delegates will be elected in accordance with the Company's By-laws.
- 5.8 Only National Voting Delegates are entitled to receive notice of, speak and vote at general meetings of the Company.

Replacing a Member

- 5.9 If a person ceases for any reason to be a Voting Delegate, the Members or State Voting Delegates who originally elected that person (as the case may be) must elect another. A Voting delegate elected under this article will hold office until the next annual meeting of their licensed Association or State Branch and is eligible for re-election.

Liability of members

- 5.10 Each National Voting Delegate undertakes to contribute to the Company's Property, if the Company is wound up while the person is a National Voting Delegate or within one year after the person has ceased to be a National Voting Delegate, for payment of the Company's debts and liabilities contracted before the person ceases to be a National Voting Delegate and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding \$10.00.

6 General meetings

Annual general meeting

- 6.1 Annual general meetings of the Company are to be held at least once in each calendar year and within five months after the end of its financial year.

General meeting

- 6.2 The Directors may convene a general meeting of the Company whenever they think fit and must call and arrange to hold a meeting when requisitioned by either:
- a) National Voting Delegates with at least 5% of the votes that may be cast at the general meeting.
- 6.3 If at any time there are not sufficient Directors capable of acting to form a quorum, a Director or any two or more Voting Delegates holding not less than 5% of the voting rights in the Company calculated at the last annual general meeting may convene a general meeting of the Company at the cost of the Company.

Notice of general meeting

- 6.4 At least 21 days notice must be given of a meeting of the National Voting Delegates, and any other person entitled to receive notice from the Company, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given, specifying the place, day and the hour of the meeting and, in the case of special business, the general nature of that business.

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- 6.5 Notwithstanding article 6.4 the Company may call on shorter notice:
- a) an annual general meeting, if all the National Voting Delegates entitled to attend and vote at the annual general agree beforehand; and
 - b) any other general meeting, if National Voting Delegates with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 6.6 Article 6.5 does not apply to a meeting at which a resolution will be moved to:
- a) remove a director under Section 227; or
 - b) appoint a director in place of a director so removed; or
 - c) remove an auditor under section 329.
- 6.7 A notice of a general meeting must:
- a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - b) state that:
 - (i) a National Voting Delegate who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy, and
 - (ii) a proxy need not be a National Voting Delegate but must be a Member.
- 6.8 If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the special resolution and state the resolution.
- 6.9 The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

Postponement or cancellation of meeting

- 6.10 Where a general meeting (including an annual general meeting) is convened by the Directors they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- 6.11 Written notice of cancellation or postponement of a general meeting must be given to each **National** Voting Delegate individually by written notice sent to the **State Branch** from which the Members elected the National Voting Delegate, and to each other and such other person as is entitled to notice under the Corporations Law or this Constitution and must specify the reason for cancellation or postponement (as the case may be).
- 6.12 A notice postponing the holding of a general meeting must specify
- a) a date and time for the holding of the meeting; and
 - b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and.
 - c) if the meeting is to be held in two or more places, the technology that will be used to facilitate this.

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- 6.13 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the meeting required to be given by this Constitution or the Law.
- 6.14 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.
- 6.15 The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any National Voting Delegate or person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- 6.16 Where -
- a) by the terms of an instrument appointing a proxy, a proxy is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
 - b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy unless the National Voting Delegate appointing the proxy gives to the Company at its registered office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

- 6.17 Articles 6.7 to 6.13 (both inclusive) do not apply to a general meeting convened by National Voting Delegates under Section 249F or by the Directors pursuant to a requisition of National Voting Delegates under the Corporations Law.

7 Proceedings at general meetings

Representation of National Voting Delegate

- 7.1 A National Voting Delegate may be present and vote in person or may be represented at any meeting of the Company by proxy. A proxy need not be a National Voting Delegate but must be a Member.

Quorum

- 7.2 A quorum is constituted by a majority of the National Voting Delegates who are entitled to attend and vote at general meetings. A proxy of a National Voting Delegate is to be counted for the purpose of deciding whether a quorum is present at a general meeting.
- 7.3 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the Chairman of the meeting on the Chairman's own motion or at the instance of a National Voting Delegate or proxy who is present otherwise declares.
- 7.4 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

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- a) if convened by, or on requisition of, National Voting Delegates, is dissolved; and
 - b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the National Voting Delegates and others entitled to notice of the meeting.
- 7.5 At a meeting adjourned under article 7.4(b) 10 persons each being a National Voting Delegate or proxy present at the meeting are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

Appointment and powers of Chairman of general meeting

- 7.6 The Chairman is entitled to preside as Chairman at general meetings.
- 7.7 If a general meeting is held and the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement): the Deputy-Chairman, a Director chosen by a majority of Directors present, a National Voting Delegate chosen by a majority of the National Voting Delegates or their proxies present.
- 7.8 The Chairman of a general meeting:
- a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - b) may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
 - c) may, having regard where necessary to Sections 250S and 250T, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairman under this article is final.

Adjournment of general meetings

- 7.9 The Chairman may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 7.10 When a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.11 Except as provided by article 7.10, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

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- 7.12 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- 7.13 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

Voting at general meeting

- 7.14 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before the vote is taken, before the voting results on the show of hands are declared or immediately after the voting results on the show of hands are declared:
- a) by the Chairman;
 - b) by not less than five National Voting Delegates entitled to vote on the resolution; or
 - c) by National Voting Delegates with at least 5% of the votes that may be cast on the resolution on a poll.

Unless a poll is properly demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

Questions decided by majority

- 7.15 Subject to the requirements of the Corporations Law, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

Poll

- 7.16 If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 7.17 A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.
- 7.18 A demand for a poll may be withdrawn,

Equality of votes - Chairman's casting vote

- 7.19 If there is an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting is entitled to a casting vote in addition to any votes to which the Chairman is entitled as a National Voting Delegate or proxy, The Chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Entitlement to vote

- 7.20 Subject to this Constitution:

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- a) on a show of hands, each National Voting Delegate present in person and each other person present as a proxy of a National Voting Delegate has one vote; and
 - b) on a poll, each person who is voting as a proxy has (in addition to any other votes that person may cast) a right to cast one vote for each National Voting Delegate who has appointed that person as a proxy.

7.21 A proxy's authority to speak and vote for a National Voting Delegate at a meeting is suspended while the National Voting Delegate is present at the meeting.

Objection to voting qualification

7.22 An objection may not be raised to the right of a person to attend or vote at the meeting or adjourned meeting except at that meeting or adjourned meeting. Any such objection must be referred to the Chairman of the meeting, whose decision is final. A vote not disallowed under such an objection is valid for all purposes.

Appointment of proxy

7.23 A National Voting Delegate entitled to attend and vote at a meeting of the Company may appoint a person as the National Voting Delegate's proxy to attend and vote for the National Voting Delegate at the meeting. A proxy must be a Member.

7.24 An appointment of a proxy is valid if it is signed by the National Voting Delegate making the appointment and contains the following information:

- a) the National Voting Delegate's name and address;
- b) the Company's name;
- c) the proxy's name or the name of the office held by the proxy; and
- d) the meetings at which the appointment may be used.

An appointment may be a standing one.

7.25 An undated appointment is to be taken to have been dated on the day it is given to the Company.

7.26 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- c) if the proxy is the Chairman, the proxy must vote on a poll, and must vote that way; and

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- d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a National Voting Delegate, this article does not affect the way that the person can cast any votes held by that person.

- 7.27 An appointment of a proxy does not need to be witnessed.
- 7.28 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting,
- 7.29 An instrument appointing a proxy is to be taken to confer authority to demand or join 'in demanding a poll.

Deposit of proxy and other instruments

- 7.30 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Company at least 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office the place of the meeting or at any other place specified for that purpose in the notice convening the meeting.

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this article.

Validity of vote in certain circumstances

- 7.31 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding:
- a) the previous death or unsoundness of mind of the principal; or
 - b) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power,

if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Company at its Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

- 7.32 A vote cast by a person as a proxy is valid notwithstanding the previous revocation of that person's authority by the death of the National Voting Delegate in respect of which the vote is cast or otherwise unless a notice in writing of the revocation has been received at the Registered Office or by the Chairman of the meeting before the vote is cast.

Director entitled to notice of meeting

- 7.33 A Director is entitled to receive notice of and to attend all general meetings of the Company and is entitled to speak at those meetings.

Auditor entitled to notice of meeting

- 7.34 The Company must give its auditor:
- a) notice of a general meeting in the same way that a National Voting Delegate is entitled to receive notice; and
 - b) any other communications relating to the general meeting that a National Voting Delegate is entitled to receive.

8 Directors**Constitution of the board**

- 8.1 The board shall consist of
- a) four Directors elected by National Voting Delegates, one of whom must be elected as Chairman;
 - b) one Director appointed by AMF;
 - c) one Director appointed by all other independent Bowling Centre proprietors;
 - d) two Directors appointed by the Directors.

Chairman and Deputy-Chairman

- 8.2 At the first Directors' meeting following the annual general meeting the Directors must elect from amongst themselves a Chairman and a Deputy-Chairman. The Directors appointed under articles 8. 1 (b) and 8.1 (c) are not eligible for election as Chairman or Deputy-Chairman.

Rotation of Directors

- 8.3 A Director may not hold office beyond the second annual general meeting following the Director's election without submitting for re-election.
- 8.4 At each annual general meeting two Directors elected in accordance with article 8. 1 (a) must retire from office.
- 8.5 A retiring Director may act until the conclusion of the meeting at which the Director retires and is eligible for re-election.
- 8.6 Subject to article 8.10, the Directors elected in accordance with article 8.1 (a) who are to retire by rotation at each annual general meeting are those Directors who have been longest in office and the length of time a Director has been in office is to be computed from the Director's last election. As between Directors who have been in office an equal length of time, the Director to retire is, in default of agreement between them, to be determined by drawing lots in any manner determined by the Chairman or, if the Chairman is not able and willing to act, by the Deputy-Chairman.

Casual vacancy

- 8.7 If a Director elected under article 8.1 (a) ceases to hold office by virtue of this Constitution, the Directors may appoint another Member to fill the casual vacancy. A Director so appointed holds office only until the next annual general meeting but is eligible for re-election.

- 8.8 The appointments made under articles 8. 1 (b), 8. 1 (c) and 8.1 (d) may be terminated and replaced by the person having the right to make the appointment.
- 8.9 A notice of appointment or removal must be in writing and is effective when the notice is received by the Secretary.

First Directors

- 8.10 The Directors in office on the adoption of this Constitution and the positions held by them are:
- a) *June Elizabeth Voukolos* (elected director - Chairman)
 - b) *John Sydney Coxon* (elected director)
 - c) *Andrew Frawley* (elected director)
 - d) *John Sklavos* (appointed by AMF)
 - e) *Theo Klassens* (appointed by independent Bowling Centre Proprietors.
 - f) *Peter Edward Stening* (appointed by the Directors)
 - g) *Roy Elliott West* (appointed by the Directors)

The Directors referred to in articles 8.10(d)-(g) inclusive will hold office until the Director dies, resigns or is removed from or otherwise vacates office under this Constitution.

9 Remuneration and expenses

A Director may not be paid any remuneration for services as a Director but may be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

10 Vacation of office and conflict of interest

Vacation of office

- 10.1 office of a Director is automatically vacated if the Director:
- a) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Law,
 - b) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
 - c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - d) resigns office by notice in writing to the Company or refuses to act; or
 - e) is not present personally or by an Alternate Director or proxy at the meetings of the Directors for a continuous period of three months without leave of absence from the Directors.

Director's interests

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- 10.2 A Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- a) must not vote on the matter (or in relation to a proposed resolution under article 10.3 in relation to the matter, whether in relation to that or a different Director); and
 - b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- 10.3 Article 10.2 does not apply:
- a) to an interest that the Director has:
 - (i) as a National Voting Delegate of the Company; and
 - (ii) in common with the other National Voting Delegates of the Company;
 - b) if the Directors have at any time passed a resolution that:
 - (i) specified the Director, the interest and the matter; and
 - (ii) states that the Directors voting of the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.
- 10.4 A Director may, notwithstanding the Directors office and the fiduciary relationship established by it:
- a) hold an office or place of profit (except that of Auditor or State Manager) under the Company or under any body corporate in which the Company is a member or otherwise interested;
 - b) enter into a contract with the Company for the provision of services or as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or any of its predecessors or their dependants or persons connected with them; and
 - c) retain for the Director's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit received because of that participation.
- 10.5 A contract entered into by or on behalf of the Company is not void or voidable by reason only that a Director is in any way directly or indirectly interested in it.
- 10.6 The Director may be counted in the quorum present at any Director's meeting at which the contract, proposed contract or arrangement or other matter is considered if the Director is permitted by the Corporations Law to be present during the consideration.
- 10.7 For the purposes of article 10.2, a director does not have an interest in a matter relating to an existing or proposed contract of insurance merely because the contract insures, or would insure, the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate. This article does not apply if the Company is the insurer.

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- 10.8 A Director may, notwithstanding the Director's interest, and whether or not the Director is entitled to vote, or does vote, participate in the execution of any instrument by or on behalf of the Company and whether through signing or sealing the same or otherwise.
- 10.9 In article 10, where the context admits, "**contract**" includes an arrangement and a proposed contract or arrangement.

11 Powers of and duties of Directors

- 11.1 The business of the Company is to be managed by the Directors, who may exercise all such powers of the Company as are not, by the Corporations Law or by this Constitution, required to be exercised by the Company in General Meeting.
- 11.2 The Directors may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or under-taken by the Company in such manner and on such terms in all respects as they think fit.

Appointment of attorney

- 11.3 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- 11.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

Minutes

- 11.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Law.

Execution of Company cheques, etc.

- 11.6 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine from time to time.

12 Proceedings of Directors

Meetings

- 12.1 The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

Quorum

- 12.2 Until otherwise determined by the Directors a majority of Directors present in person or by proxy are a quorum.

Effect of vacancy

- 12.3 The continuing Directors may act notwithstanding a vacancy in their number.

Convening meetings

- 12.4 A Director may, and the Secretary on the request of a Director must, convene a meeting of the Directors.
- 12.5 A Director who is not in Australia is not entitled to notice of a meeting of Directors other than to an address in Australia nominated by him for the Company's records.

Appointment of proxy

- 12.6 A Director may attend and vote by proxy at a meeting of the Directors if the proxy is a Director and has been appointed by writing under the hand of the appointor or by telegram, facsimile or other form of visible communication from the appointor. Such an appointment may be general or for any particular meeting or meetings.

Chair

- 12.7 The Chairman is entitled to preside at meetings of the Directors but, if the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy-Chairman, a Director chosen by a majority of the Directors present,

How questions decided

- 12.8 Questions arising at a meeting of the Directors are to be decided by a majority of votes and in the event of an equality of votes the Chairman of the meeting has a casting vote. The Chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Committees

- 12.9 The Directors may delegate any of their powers to committees consisting of such Director or Directors and others as they think fit and may revoke that delegation.
- 12.10 A Committee in the exercise of the powers so delegated must conform to any regulations imposed by the Directors,
- 12.11 Subject to article 12.10, the meetings and proceedings of a Committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

Written resolution

- 12.12 A resolution in writing signed by all the Directors who are then in Australia or all the members of a Committee who are then in Australia, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Directors or Committee duly called and constituted at the time the resolution was last signed and may consist of several documents in like form each signed by one or more of the Directors or members.

Use of technology

- 12.13 A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

Validity of acts of Directors

- 12.14 All acts of the Directors, a Committee or a person acting as a Director or Committee or member of a Committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

13 State Offices and Associations

- 13.1 The Directors may establish and dissolve such State Branches of the Company as the Directors think appropriate.
- 13.2 The members of a State Branch will be those Members registered with an Association located within the geographic area encompassed by the Branch.
- 13.3 Each Branch must regulate its affairs in accordance with the **Constitution** and By-laws and as directed by the Directors.
- 13.4 The Directors may appoint and remove a **State Manager** to conduct the affairs of the State Branch as the Directors consider appropriate.
- 13.5 The Directors may support and recognise associations of Members which are constituted by Members registered at a single Bowling Centre or local Area Associations representing members registered in two or more Centres where the members in those Centres so elect.
- 13.6 The powers, functions and responsibilities of associations recognised in accordance with article 13.5 will be such as the Directors from time to time determine.

14 By-laws

- 14.1 The Directors have the power to make such by-laws as are in their opinion necessary and desirable for the proper control, administration and management of the Company's affairs.
- 14.2 Notwithstanding the provisions of article 14. 1, the Company in general meeting may amend or repeal any by-law made by the Directors.
- 14.3 A by-law:
- a) is subject to this Constitution;
 - b) must not be inconsistent with any provision of this Constitution; and
 - c) is binding on all Members and has the same effect as a provision of this Constitution.

15 Chief Executive Officer

Appointment and removal

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- 15.1 The Directors may appoint a person to the office of Chief Executive Officer either for a fixed term or without limitation as to period of appointment but not for life, and may remove a person so appointed and appoint another instead.

Remuneration

- 15.2 The Directors will determine the terms of appointment including the remuneration of a Chief Executive Officer.

Powers

- 15.3 The Directors may confer on an Chief Executive Officer such of the powers conferred on the Directors by this Constitution, for such time, to be exercised for such purposes, on such terms and with such restrictions as they think fit and all or any of those powers may be conferred collaterally with but not to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.

16 Alternate Directors

- 16.1 Subject to the Corporations Law, a Director may appoint a person, approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit.
- 16.2 An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.
- 16.3 An Alternate Director may exercise all the powers except the power to appoint an Alternate Director and, subject to the Corporations Law, may perform all the duties of the appointor insofar as the appointor has not exercised or performed them.
- 16.4 Whilst acting as a Director, an Alternate Director is responsible to the Company for the Alternate Director's own acts and defaults and the appointor is not responsible for them.
- 16.5 The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.
- 16.6 An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.
- 16.7 An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

17 Secretary

A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

18 Seals

Common and duplicate common seal

- 18.1 The Company may have:
- a) a common seal; and
 - b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal" or "certificate seal" added.
- 18.2 The Directors must provide for the safe custody of each seal of the Company.

Use of common seal

- 18.3 The common seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the common seal. Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

19 Inspection of books

Subject to the Corporations Law and any resolution of the Company, the books and documents of the Company or any of them will be open to inspection by the Members and other persons.

20 Notices

Service of notices

- 20.1 The Company may give notice to a Director or a National Voting Delegate:
- a) personally;
 - b) sending it by post to an address in Australia nominated by the Director or National Voting Delegate; or
 - c) by sending it to a fax number or electronic address in Australia nominated by the National Voting Delegate.
- 20.2 The Company is not bound to give any notice to a Member other than to the address in Australia nominated by him for the Company's records.
- 20.3 If a notice is sent by post, delivery of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice, and the notice is taken to have been delivered on the day after the date of its posting.
- 20.4 If a notice is sent by facsimile or electronic transmission, delivery of the notice is to be taken to be effected by properly addressing and transmitting the facsimile or electronic transmission, and to have been delivered on the day following its despatch.

21 Audit and accounts

Company to keep accounts

- 21.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Law.

Company to audit accounts

- 21.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Law.

22 Winding up

If on the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatever, that property may not be paid to or distributed among the members of the Company, but must be given or transferred to another organisation which has similar objects to the Company and which by its constitution is required to apply its profits (if any or other income) in promoting its objects and is prohibited from paying any dividend to its members. The organisation is to be determined by the National Voting Delegates at or before the time of dissolution or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

23 Indemnity

Indemnity of officers

- 23.1 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
- a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
 - b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.
- 23.2 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

Insurance

- 23.3 The Company may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of the Company and its related bodies corporate against:
- a) liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Section 232(5) or 232(6) of the Corporations Law; and
 - b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or criminal, and whatever their outcome.

This Constitution was adopted on 15th July 1999 by Christopher Geoffrey Chenoweth as the sole member of the Company.

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C G Chenoweth