



**TENPIN BOWLING
AUSTRALIA LIMITED**

ACN 085 023 721

CONSTITUTION

Version 2.4 – 15.07.21

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Corporations Act
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.

Alternate Director means a Director appointed pursuant to clause 9.16.

Association means an Association recognised by the Company.

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 5.

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 Act** and a reference to a provision of this Constitution is a reference to this Constitution as altered or added to from time to time.

the Act means the Corporations Act 2001 (Cth) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

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.

Independent Bowling Centres Australia ACN 096 999 683 means all bowling centres that are a financial member of the organisation

Member means a member of the Company as provided in Article 6.

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 or Territory means a State or Territory in Australia.

National Voting Delegate (or State Delegate) means a member who is elected in accordance with Article 6.5 to represent the State or Territory at meetings of the Company

Voting Delegate means a National Voting Delegate

Zone Bowling means Bowling Centres Australia Pty Limited ACN 003 710 110 or its successor as determined by the Directors.

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 Act; and
 - (f) a reference to the Act or to a provision of the Act, means the Corporations Act 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

- 1.5 The provisions of the Act 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; and
- i) to sponsor, promote and conduct Bowling tournaments, contests, matches and exhibitions both within and outside Australia.

3 Powers

Solely for furthering the Objects under article 2, the Company, in addition to any powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4 Income and property of the Company

- 4.1 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.
- 4.2 Article 4.1 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:

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- (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.

5 Bowling Centres

- 5.1 A Bowling Centre may apply to the Company for registration. If the Bowling Centre meets the criteria for registration specified by the Company the Company will notify the Bowling Centre in writing of that fact.
- 5.2 The Company will notify in writing each Bowling Centre that fails to meet the criteria for registration.
- 5.3 The Company may revoke a Bowling Centre's registration if in its opinion the Bowling Centre no longer meets the criteria for registration specified by the Company from time to time.

6 Membership (Registration)

Becoming a Member

- 6.1 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.
- 6.2 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.
- 6.3 Upon lodgement of an application and payment of the fee prescribed by the Company from time to time the applicant is thereby admitted as a Member.
- 6.4 Members may resign their membership at any time by notice to the Company and by surrender of their membership card or other identification issued by or on behalf of the Company. The Company may by resolution terminate the membership of any person for any reason that the Company considers to be appropriate.

Voting Delegates

- 6.5 At least two months prior to the Annual General Meeting of the Company each year each State or Territory Association will elect one of their members as National Voting Delegate to represent their State or Territory at the Annual General Meeting, 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.
- 6.6 The Member elected as National Voting Delegate in accordance with article 6.5 will hold office until the next annual meeting of Members of the Association with which they are registered at which meeting the National Voting Delegate will resign but is eligible for re-election.

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- 6.7 Only National Voting Delegates are entitled to receive notice of, speak and vote at general meetings of the Company.

Replacing a Member

- 6.8 If a person ceases for any reason to be a Voting Delegate, the State or Territory Association must elect another. A Voting delegate elected under this article will hold office until the next annual meeting of their State or Territory Association and is eligible for re-election.

Liability of members

- 6.9 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.

7 General meetings

Annual general meeting

- 7.1 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

- 7.2 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 a minimum of 2 National Voting Delegates.

Notice of general meeting

- 7.3 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.

- 7.4 Notwithstanding article 7.3 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.

- 7.5 Article 7.4 does not apply to a meeting at which a resolution will be moved to:
- a) remove a director;
 - b) appoint a director in place of a director so removed; and
 - c) remove an auditor

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- 7.6 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.
- 7.7 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.
- 7.8 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

- 7.9 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.
- 7.10 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 or Territory Association which elected the National Voting Delegate, and to each other and such other person as is entitled to notice under the Act or this Constitution and must specify the reason for cancellation or postponement (as the case may be).
- 7.11 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.
- 7.12 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.
- 7.13 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.
- 7.14 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.
- 7.15 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.

- 7.16 Articles 7.7 to 7.13 (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 Act.

8 Proceedings at general meetings

Representation of National Voting Delegate

- 8.1 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. Directors cannot be appointed as a National Voting Delegate or a proxy.

Quorum

- 8.2 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.
- 8.3 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 Chair of the meeting on the Chair's own motion or at the instance of a National Voting Delegate or proxy who is present otherwise declares.
- 8.4 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
- 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.
- 8.5 At a meeting adjourned under article 8.4(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 Chair of general meeting

- 8.6 The Chair is entitled to preside as Chair at general meetings.
- 8.7 If a general meeting is held and the Chair 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-Chair, 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.
- 8.8 The Chair 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 Chair'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 to the Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chair under this article is final.

Adjournment of general meetings

- 8.9 The Chair 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.
- 8.10 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.
- 8.11 Except as provided by article 8.10, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 8.12 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.
- 8.13 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

Voting at general meeting

- 8.14 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 Chair;
 - b) by not less than five National Voting Delegates entitled to vote on the resolution.

Unless a poll is properly demanded and the demand is not withdrawn, a declaration by the Chair 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 Chair 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

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

Poll

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

Equality of votes - Chair's casting vote

- 8.19 The Chair of the meeting will not be entitled to a casting vote. Any resolution must be carried by a majority in order for the motion to be carried.

Entitlement to vote

- 8.20 Subject to this Constitution:
- 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.
- 8.21 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

- 8.22 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 Chair of the meeting, whose decision is final. A vote not disallowed under such an objection is valid for all purposes.

Appointment of proxy

- 8.23 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.
- 8.24 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;

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- 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.

- 8.25 An undated appointment is to be taken to have been dated on the day it is given to the Company.
- 8.26 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 Chair, the proxy must vote on a poll, and must vote that way; and
 - d) if the proxy is not the Chair, 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.

- 8.27 An appointment of a proxy does not need to be witnessed.
- 8.28 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting,
- 8.29 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

- 8.30 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 an email address or facsimile number to which a proxy and related materials may be sent then receipt by electronic transmission or 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

- 8.31 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.

- 8.32 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 Chair of the meeting before the vote is cast.

Director entitled to notice of meeting

- 8.33 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

- 8.34 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.

9 Directors**Constitution of the board**

- 9.1 The board shall consist of
- a) four Directors elected by National Voting Delegates;
 - b) one Director appointed by Zone Bowling;
 - c) one Director appointed by the Independent Bowling Centres Australia (IBCA) to represent all independent bowling centres;
 - d) up to three Directors appointed by the Directors. A Director appointed under this sub-clause will be appointed for a term of three years from the date of appointment and may offer themselves for re-appointment at the end of the term.

Chair and Deputy-Chair

- 9.2 At the first Directors' meeting following the annual general meeting the Directors must elect from amongst themselves a Chair and a Deputy-Chair. The Directors appointed under articles 9.1 (b) and 9.1 (c) are not eligible for election as Chair or Deputy-Chair.

Rotation of Directors

- 9.3 A Director elected under article 9.1 (a) may not hold office beyond the third annual general meeting following the Director's election without submitting for re-election.
- 9.4 At each annual general meeting, at least one (1) but no more than two (2) Directors elected in accordance with article 9. 1 (a) must retire from office.
- 9.5 A retiring Director may act until the conclusion of the meeting at which the Director retires and is eligible for re-election.
- 9.6 a) If, following an annual general meeting, there remains a vacancy for a Director to be elected under article 9.1(a), a Director may be elected to fill the casual vacancy pursuant to article 9.8 and such appointment will cease at the next AGM. At that AGM, a Director so appointed under this article may be eligible for re-election in accordance with this Constitution, but that Director shall be taken to have already served a one year term
- b) If a Director elected under article 9.1(a) serving the first year of a three year term ceases to hold office by virtue of this Constitution and they are replaced under a casual vacancy pursuant to article 9.8, then such appointment ceases at the next AGM. At that AGM there will be one election for a two (2) year term (the remainder of the previous three year term) and at least one (1) election for the next three (3) year term.
- c) If a Director elected under article 9.1(a) serving the second year of a three year term ceases to hold office by virtue of this Constitution and they are replaced under a casual vacancy pursuant to article 9.8, then such appointment ceases at the next AGM. At that AGM there will be one election for a one (1) year term (the remainder of the previous three year term) and there will be at least one (1) election for the next three year term.
- d) If a Director elected under article 9.1(a) serving the third year of a three year term ceases to hold office by virtue of this Constitution and they are replaced under a casual vacancy pursuant to article 9.8, then such appointment ceases at the next AGM. At that AGM there will be at least one election for the next three year terms.
- 9.7 A Director appointed under article 9.1(b) or 9.1(c) will be appointed for a three year term and may offer themselves for re-appointment at the end of the term. Following the adoption of this clause, the initial term of appointment will be set to ensure that there are no more than three Directors in total whose term will expire in any one year over the ensuing three year period.

Casual vacancy

- 9.8 If a Director elected under article 9.1 (a) ceases to hold office by virtue of this Constitution, or a Director's position is vacant under article 9.1 (a) following an annual general meeting, 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.

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- 9.9 The appointments made under articles 9.1(b), 9.1(c) and 9.1(d) may be terminated and replaced by the entity having the right to make the appointment.
- 9.10 A notice of appointment or removal must be in writing and is effective when the notice is received by the Secretary.

Eligibility to become a Director

- 9.11 A Chief Executive Officer of the Company is eligible to nominate for a position of a Director of the Company following the expiry of a minimum of 3 years after ceasing his or her employment with the Company.
- 9.12 All other employees of the Company or any State or Territory Association are eligible to nominate for a position of a Director of the Company, however they must once elected, resign immediately from their employment with either the Company or any State or Territory Association.

Term of Appointment for Directors

- 9.13 Subject to articles 9.3 and 9.7 and unless the Director ceases to hold office by virtue of this Constitution, each Director elected or appointed, as the context requires, under article 9 shall hold office for a term of three (3) years and, being eligible, may seek re-election or re-appointment at the end of the term.
- 9.14 Following the adoption of this clause, no Director appointed under article 9 who has served as a Director for a period of three consecutive full terms or nine consecutive years, whichever is the greater, shall be eligible for election as a Director until there is a period of at least 12 months since their last term expired.
- 9.15 Following the adoption of article 9.13, all Directors are entitled to complete their current term of appointment.

Alternate Directors

- 9.16 The Board or any Director with the approval of the Board may from time to time appoint a person to be an alternate Director in place of an absent Director during such period as they see fit.
- 9.17 Any person while they hold office as an alternate Director shall be entitled to receive notice of meetings of the Directors and to attend and vote at such meetings accordingly, and to exercise all the power of the appointer in their place.
- 9.18 An alternate Director shall vacate office if the appointer vacates office as a Director or removes the appointee from office or if the Board removes the appointee from office. Any such appointment or removal under articles 9.16 and 9.18 respectively, shall be effected by notice in writing under the hand of the Director making the same or in the case of the Board making the same under the hand of the Chair.

10 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.

11 Vacation of office and conflict of interest

Vacation of office

- 11.1 The 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 Act,
 - 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 at the meetings of the Directors and fails to attend two consecutive Board meetings without leave of absence from the Directors.

Director's interests

- 11.2 (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Chief Executive Officer shall maintain a register of declared interests.

12 Powers of and duties of Directors

- 12.1 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 Act or by this Constitution, required to be exercised by the Company in General Meeting.
- 12.2 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

- 12.3 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.
- 12.4 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

- 12.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Act.

Execution of Company cheques, etc.

- 12.6 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.

13 Proceedings of Directors**Meetings**

- 13.1 The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. The Directors will meet no less than 5 times a year.

Quorum

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

Effect of vacancy

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

Convening meetings

- 13.4 A Director may, and the Secretary on the request of a Director must, convene a meeting of the Directors.
- 13.5 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

- 13.6 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 facsimile, email or other form of visible communication from the appointor. Such an appointment may be general or for any particular meeting or meetings.

Chair

- 13.7 The Chair is entitled to preside at meetings of the Directors but, if the Chair 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-Chair or a Director chosen by a majority of the Directors present.

How questions decided

- 13.8 Questions arising at a meeting of the Directors are to be decided by a majority of votes. The Chair of the meeting does not have a casting vote.

Committees

- 13.9 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.
- 13.10 A Committee in the exercise of the powers so delegated must conform to any regulations imposed by the Directors,
- 13.11 Subject to article 13.10, 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

- 13.12 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

- 13.13 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

- 13.14 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.

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 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

- 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 a 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 Secretary

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

17 Inspection of books

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

18 Notices

Service of notices

- 18.1 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

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- c) by sending it to a fax number or electronic address in Australia nominated by the National Voting Delegate.
- 18.2 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.
- 18.3 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.

19 Audit and accounts

Company to keep accounts

- 19.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Act.

Company to audit accounts

- 19.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Act.

20 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.

21 Indemnity

Indemnity of officers

- 21.1 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 Act by the court.
- 21.2 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

- 21.3 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 the Act; 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.