



TENPIN BOWLING AUSTRALIA (South Australia Division) Incorporated

Constitution

Adopted at the Special General
Meeting held on 21st May 2025

Tenpin SA
May 2025

TENPIN BOWLING AUSTRALIA (South Australia Division) Incorporated.

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TENPIN BOWLING AUSTRALIA (South Australia Division) Incorporated.

CONSTITUTION

1. NAME

The name of the incorporated association is Tenpin Bowling Australia (South Australia Division) Incorporated, referred to herein as 'TenpinSA'.

2. DEFINITIONS AND INTERPRETATIONS

2.1. Definitions

In this Constitution, unless the contrary intention appears:

- 2.1.1. **Act** means the Associations Incorporation Act 1985 (SA).
- 2.1.2. **TenpinSA** means Tenpin Bowling Australia (South Australia Division) Incorporated.
- 2.1.3. **Auditor** means the auditor for the time being of TenpinSA.
- 2.1.4. **Australian Sports Commission** means the Australian Government commission responsible for supporting and investing in sport in Australia.
- 2.1.5. **Bowling** means the participant sport of Tenpin Bowling and **Bowler** shall have a corresponding meaning. **Bowling** and **Tenpin Bowling** shall have the same meaning.
- 2.1.6. **Business Day** means a day that is not a Saturday, Sunday or any other day which is a public holiday in South Australia.
- 2.1.7. **Centre** means a bowling centre, which is accredited by TBA.
- 2.1.8. **Chairperson** means the chairperson appointed by the Board under clause 16.6.
- 2.1.9. **Constitution** means this Constitution of TenpinSA as may be amended from time to time.
- 2.1.10. **Deputy Chairperson** means the deputy chairperson appointed by the Board under clause 16.6.
- 2.1.11. **Director** means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Officer.
- 2.1.12. **Elected Director** means a Director elected under clause 13.
- 2.1.13. **Executive** or **Board** means the body consisting of the Directors.
- 2.1.14. **Executive Officer** means the State Manager of TenpinSA for the time being appointed under this Constitution. Where TenpinSA does not have a State Manager, the TenpinSA secretary or public officer will, subject to confirmation by the Board, assume the functions of the Executive Officer under this Constitution.
- 2.1.15. **Financial Year** means the year commencing on 1st January and ending on 31st December in any year.
- 2.1.16. **General Meeting** means the annual or any special general meeting of TenpinSA.
- 2.1.17. **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to TenpinSA or any activity of or conducted, promoted or administered by TenpinSA.

- 2.1.18. **Life Member** means an individual appointed as a Life Member of TenpinSA under clause 5.1.1.
- 2.1.19. **Members** means those persons or bodies that are, or who are admitted as, members of TenpinSA under clause 5, including TenpinSA Adult Members, TenpinSA Junior Members and Life Members.
- 2.1.20. **National Voting Delegate** means a Director who is elected under clause 12.2 to represent the State at general meetings of TBA.
- 2.1.21. **TenpinSA Adult Member** means a person who is admitted as a member of TenpinSA in accordance with clause 5.1.2.2.
- 2.1.22. **TenpinSA Junior Member** means a person who is admitted as a member of TenpinSA in accordance with clause 5.1.3.2.
- 2.1.23. **Objects** mean the objects of TenpinSA in clause 3.
- 2.1.24. **Regulations** mean any Regulations made by the Board under clause 32.
- 2.1.25. **Special Resolution** means a special resolution defined in the Act.
- 2.1.26. **Sport** means the sport of Tenpin Bowling.
- 2.1.27. **TBA** means the company registered as Tenpin Bowling Australia Limited, ACN 085 023 721.
- 2.1.28. **TBA Constitution** means the constitution and by-laws of TBA, as amended from time to time.
- 2.1.29. **Writing** means notice whether by electronic, mail, facsimile or any other form of written communication
- 2.1.30. **Year** means calendar year, unless otherwise stated.

2.2. Interpretations

In this Constitution:

- 2.2.1. A reference to a function includes a reference to a power, authority and duty.
- 2.2.2. A reference to the exercise of a function includes, where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty.
- 2.2.3. Words importing the singular include the plural and vice versa.
- 2.2.4. Words importing any gender include the other genders.
- 2.2.5. References to persons include corporations and bodies politic.
- 2.2.6. References to a person include the legal personal representatives, successors permitted assigns of that person.
- 2.2.7. A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations amendments re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- 2.2.8. A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or published on social media.
- 2.2.9. A reference to a clause shall unless the contrary intention appears, be construed as a reference to a clause of this Constitution.

2.3. Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4. The Act (Associations Incorporation Act 1985)

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS

TBA is the peak body for the administration of the sport of tenpin bowling in Australia and is recognised accordingly by the Australian Sports Commission.

TenpinSA is established solely for the Objects. The objects of TenpinSA are to:

- 3.1.** provide for the conduct, encouragement, promotion, and administration of tenpin bowling in South Australia.
- 3.2.** to foster and promote the sport of Tenpin Bowling.
- 3.3.** to sponsor, encourage and assist in the formation of local associations, leagues, centres and other bowling organisations.
- 3.4.** ensure the maintenance and advancement of TBA, its Members, and tenpin bowling, its standards, quality and reputation for the benefit of the Members and the sport.
- 3.5.** at all times promote mutual trust and confidence between TBA and its various stakeholders in pursuit of these Objects.
- 3.6.** recognise the inter-generational social values of tenpin bowling and the implications on recreational resource planning and management.
- 3.7.** at all times act on behalf of and in the interest of Members and tenpin bowling.
- 3.8.** develop a sustainable pathway for athletes to compete successfully at an international level and maintain the high profile and success of Australian athletes internationally.
- 3.9.** work with TBA to establish and operate a hall of fame for the preservation, storage and exhibition of information and objects illustrating and relating to the sport of tenpin bowling
- 3.10.** do all things which are necessary, incidental or conducive to further the interests of TBA and the sport in general.
- 3.11.** affiliate and otherwise liaise with TBA and adopt its rule and policy framework to further these Objects and Tenpin Bowling.
- 3.12.** use and protect the Intellectual Property.
- 3.13.** review and/or determine any matters relating to Tenpin Bowling which may arise, or be referred to it, by any Member.
- 3.14.** recognise any penalty imposed by any operator of a Centre or TBA.
- 3.15.** act as arbiter (as required) on all matters pertaining to the conduct of Tenpin Bowling in South Australia, including disciplinary matters.
- 3.16.** pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Tenpin Bowling in South Australia.
- 3.17.** adopt and implement such policies as may be developed by TBA and such other matters as may arise as issues to be addressed in Tenpin Bowling.
- 3.18.** represent the interests of its Members and of Tenpin Bowling generally in any appropriate forum in South Australia.
- 3.19.** have regard to the public interest in its operations.
- 3.20.** do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve.
- 3.21.** promote the health and safety of Members and all other participants in Tenpin Bowling in South Australia.

- 3.22. obtain TBA accreditation for all Tenpin Bowling tournaments promoted, organised and conducted by TenpinSA.
- 3.23. conduct the annual State Championships for members in good standing, in teams, doubles, singles, all events and any other tournaments which from time to time TenpinSA may choose to conduct or be authorised to conduct.
- 3.24. establish By-laws to define eligibility and make up of its committees.
- 3.25. carry out coaching and other educational Programs.
- 3.26. affiliate with the State Olympic Committee and State Commonwealth Games Committee and officials.
- 3.27. be responsible for the disbursement and acquittal of all Government funding received in accordance with designated allocations.
- 3.28. uphold the TBA Constitution, which shall take precedence over this Constitution in case of conflict.
- 3.29. implement approved activities and comply with instructions of the TBA Board and/or the TBA Senior Officers, in as much as the activities or instructions do not compromise or conflict with the objectives, as listed in the TBA Constitution.

4. POWERS OF TENPINSA

- 4.1. TenpinSA has the rights, powers and privileges conferred on it under section 25 of the Act.
- 4.2. The Board has the management and control of the funds and other property of TenpinSA.
- 4.3. The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of TenpinSA on which this Constitution is silent.
- 4.4. The Board shall appoint a public officer as required by the Act.

5. MEMBERS

5.1. Categories of Membership

The Members of TenpinSA shall consist of:

5.1.1. Life Members

- 5.1.1.1. Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights.
- 5.1.1.2. The Board may decide in its absolute discretion that any natural person who has rendered distinguished service to TenpinSA or Tenpin Bowling where such service is deemed to have assisted the advancement of Tenpin Bowling in South Australia, be appointed as a Life Member.
- 5.1.1.3. A person must accept or reject the Board's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered into the register of Members as maintained by TenpinSA under clause 6, and from the time of entry into the register of Members the person shall be a Life Member.

5.1.2. TenpinSA Adult Members

- 5.1.2.1. TenpinSA Adult Members shall have the right to receive notice of, be present and vote at General Meetings.

- 5.1.2.2. A person who is over the age of 18, is a resident of South Australia and registered with TBA in accordance with terms of the TBA Constitution will be deemed to automatically become a TenpinSA Adult Member and to have agreed to be bound by this Constitution and the Regulations.
- 5.1.3. TenpinSA Junior Member
 - 5.1.3.1. TenpinSA Junior Members shall have the right to receive notice of and be present at General Meetings but shall have no voting rights.
 - 5.1.3.2. A person who is under the age of 18 as at the date of registration, is a resident of South Australia and registered with TBA in accordance with the terms of the TBA Constitution will be deemed to automatically become a TenpinSA Junior Member and to have agreed to be bound by this Constitution and the Regulations.
- 5.1.4. New Categories
 - 5.1.4.1. The Board may establish such new or other categories of Members. Any new category of Member established by the Board cannot be granted voting rights without the approval of Members entitled to vote in a General Meeting.

6. REGISTER OF MEMBERS

6.1. TenpinSA to keep Register

TenpinSA shall extract South Australian registrations from TBA in January and July keeping and maintaining a register in which shall be entered (as a minimum)

- 6.1.1. the full name, address, category of membership of each TenpinSA Adult Member, TenpinSA Junior Member, Director (if not otherwise a Member) and Life Member.
- 6.1.2. TenpinSA Adult Members, TenpinSA Junior Members, Directors (if not otherwise a Member) and Life Members shall provide notice of any change and required details to TBA within one month of such change.

6.2. Inspection of Register

- 6.2.1. Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any TenpinSA Adult Member, TenpinSA Junior Member, Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

6.3. Use of Register

- 6.3.1. Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Board considers appropriate.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- 7.1.** this Constitution constitutes a contract between each of them and TenpinSA and that they are bound by this Constitution and the Regulations.
- 7.2.** they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority.
- 7.3.** by submitting to this Constitution and Regulations they are subject to the jurisdiction of TenpinSA.
- 7.4.** the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Tenpin Bowling in South Australia.

8. DISCONTINUANCE OF MEMBERSHIP

8.1. Notice of Resignation

- 8.1.1.** Any TenpinSA Adult Member who ceases to be a member of TBA in accordance with the terms of the TBA Constitution (including by resignation) shall automatically cease to be a Member.
- 8.1.2.** Any TenpinSA Junior Member who ceases to be a member of TBA in accordance with the terms of the TBA Constitution (including by resignation) shall automatically cease to be a Member.
- 8.1.3.** A Life Member may resign from membership of TenpinSA by giving written notice to TenpinSA.

8.2. Discontinuance for breach

- 8.2.1.** Membership may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to TenpinSA, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- 8.2.2.** The Board under clause 8.2.1 shall not discontinue membership without the Board first giving the accused Member the opportunity to explain the breach and or remedy the breach.
- 8.2.3.** Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under clause 8.2.1 by TenpinSA giving written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this clause 8.2 as soon as practicable.

8.3. Forfeiture of Rights

Members who or which cease to be a Member, for whatever reason, shall forfeit all rights in and claims upon TenpinSA and its property and shall not use any property of TenpinSA including Intellectual Property. Any TenpinSA documents, records or other property in the possession, custody or control of that Member shall be returned to TenpinSA immediately.

8.4. Membership may be Reinstated

Membership which has been discontinued under this clause 8 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9. DISCIPLINE AND DISPUTE RESOLUTION

9.1 Regulations

- 9.1.1 The Board may make Regulations governing the hearing and determination of disputes, protests or complaints made by or against Members or TenpinSA or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of TenpinSA against Members or TenpinSA.
- 9.1.2 A Regulation made under this clause 9.1 may:
 - 9.1.2.1 provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this clause 9.1, including committees or tribunals for appeals from Members;
 - 9.1.2.2 prescribe penalties for breaches of this Constitution or the Regulations or policies of TenpinSA;
 - 9.1.2.3 invest a judiciary committee or tribunal with power to impose penalties; and
 - 9.1.2.4 otherwise prescribe the procedures for dealing with cases falling under this clause 9.1.
- 9.1.3 Despite any Regulation made under this clause 9.1, and unless otherwise specified, the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

9.2 Natural Justice and Procedural Fairness

- 9.2.1 All proceedings relating to matters falling under clause 9.1 must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

9.3 Process

- 9.3.1 The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - 9.3.1.1 another Member; or
 - 9.3.1.2 TenpinSA.
- 9.3.2 In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- 9.3.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- 9.3.4 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to TenpinSA or the State Sport Dispute Centre (if applicable to TenpinSA) to resolve the dispute in accordance with clause 9.
- 9.3.5 The Board may prescribe additional grievance procedures in Regulations under clause 9.1.

10. SUBSCRIPTIONS AND FEES

There is no annual membership subscription nor any fees or other levies payable by Members to TenpinSA in respect of their membership except as included in tournament costs.

11. POWERS OF THE BOARD

- 11.1.** Subject to the Act and this Constitution, the business and affairs of TenpinSA must be managed by the Board, which may exercise the powers of TenpinSA for that purpose.
- 11.2.** The Board must perform its functions in the pursuit of the Objects and in the interests of TenpinSA as a whole, having regard to TenpinSA's position and role in the structure and reputation of the Sport in South Australia.
- 11.3.** The Board may not cause TenpinSA to disaffiliate from TBA or the Sport in any way unless decided by resolution of the Members entitled to vote at a General Meeting.

12. COMPOSITION OF THE BOARD

12.1. Composition of the Board

- 12.1.1. The Board shall comprise a minimum of three (3) Directors and a maximum of ten (10) Directors, who must all be natural persons.
- 12.1.2. The Board shall comprise a minimum of 40% female Directors.
- 12.1.3. A minimum of three (3) Directors and a maximum of eight (8) will be elected under clause 13.
- 12.1.4. The Board may appoint up to two Directors under clause 14 who do not need to be Members to be eligible for appointment.
- 12.1.5. A person who is a current employee of TenpinSA or someone who was formerly an employee during the last 3 years prior to nomination will not be eligible for appointment to the Board.

12.2. National Voting Delegate

One (1) Director shall be appointed to represent South Australia as part of the State and Territories Association at TBA General Meeting in accordance with the TBA Constitution.

12.3. Portfolios

Each Director will be allocated a portfolio as determined by the Board. The Board in its absolute discretion may change the portfolios.

13. ELECTED DIRECTORS

13.1. Nominations

- 13.1.1. Nominations for elected Director positions shall be called for forty-eight (48) days prior to the Annual General Meeting.
- 13.1.2. When calling for nominations, a notice will be sent to Members setting out details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time. The Board may also advertise for externally appointed directors.

13.2. Form of Nomination

Nominations must be:

- 13.2.1. in writing;
- 13.2.2. on the prescribed form provided for that purpose;
- 13.2.3. certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- 13.2.4. delivered to TenpinSA (includes electronic delivery) not less than twenty-eight (28) days before the date fixed for the Annual General Meeting.

13.3. Elections

- 13.3.1. If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected except in the case of external nominees (ie. persons not members of TenpinSA) in respect of whom the Board can decline the nomination prior to the Annual General Meeting.
- 13.3.2. If the number of nominations accepted by the Board exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting in accordance with clause 13.3.3.
- 13.3.3. The Members who are entitled to vote will elect each Director to a vacant elected Director position by a simple majority vote at the Annual General Meeting of TenpinSA.
- 13.3.4. If there are insufficient nominations received to fill all vacancies on the Board the positions will be deemed casual vacancies under clause 15.1.

13.4. Term of Appointment for Elected Directors

- 13.4.1. Directors elected under this clause 13 shall be elected for a term of three (3) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- 13.4.2. At least one (1) elected Director shall retire in each year where there are 5 or more elected Directors.
- 13.4.3. The sequence of retirements under clause 13.4.2 to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot where there are 5 or more elected Directors.
- 13.4.4. Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director for a period of three (3) years following the date of conclusion of their last term as an elected Director.

14. APPOINTED DIRECTORS

14.1. Appointment of Directors

The Directors may appoint up to two (2) appointed Directors.

14.2. Qualifications for appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition.

14.3. Term of Appointment

- 14.3.1. Appointed Directors may be appointed by the Directors under this Constitution for a term of no longer than one (1) year, which shall commence from the first Board meeting after their appointment until after the conclusion of the next Annual General Meeting.
- 14.3.2. Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' terms.
- 14.3.3. The Board shall determine any adjustment to the term of appointed Directors necessary to enable rotational terms under this Constitution.

- 14.3.4. Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for appointment as an appointed Director until the next Annual General Meeting following the date of conclusion of their last term as an elected Director.

15. VACANCIES ON THE BOARD

15.1. Casual Vacancies

Any casual vacancy occurring in the position of a Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

15.2. Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- 15.2.1. dies.
- 15.2.2. becomes bankrupt or makes any arrangement or composition with their creditors generally.
- 15.2.3. becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.
- 15.2.4. resigns their office in writing to TenpinSA.
- 15.2.5. is absent without the consent of the Board from 2 consecutive meetings of the Board.
- 15.2.6. holds any office of employment within TenpinSA, without the Board's approval under clause 16.7.
- 15.2.7. Fails to comply with clause 16.7 in respect of any contract or proposed contract with TenpinSA and fails to declare the nature of their interest.
- 15.2.8. in the opinion of the Board (but subject always to this Constitution).
 - 15.2.8.1. has acted in a manner unbecoming or prejudicial to the Objects and interests of TenpinSA.
 - 15.2.8.2. has brought TenpinSA into disrepute.
 - 15.2.8.3. is removed by a Special Resolution.

15.3. Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

16. MEETINGS OF THE BOARD

16.1. Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act and at least four (4) times in any calendar year) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

16.2. Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairperson may not exercise a casting vote in which case the motion will be lost.

16.3. Resolutions not in Meeting

16.3.1. A resolution in writing, signed or assented to by any form of visible or electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

16.3.2. Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:

16.3.2.1. all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication.

16.3.2.2. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person.

16.3.2.3. if a failure in communications prevents clause 16.3.2.1 from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until clause 16.3.2.1 is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned.

16.3.2.4. any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

16.4. Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is half the number of Directors serving on the Board at any given time plus one, rounded up to the nearest whole number.

16.5. Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

Non receipt of notice of meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if;

- 16.5.1. the failure was accidental.
- 16.5.2. the person gives notice to TenpinSA that the person waives proper notice or agrees to the thing done at the meeting.
- 16.5.3. the person attends the meeting and does not object at the start of the meeting to the holding of the meeting or if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

16.6. Chairperson

The Board shall appoint a Chairperson and a Deputy Chairperson. The Chairperson shall be the nominal head of TenpinSA and will act as chair of any Board meeting or General Meeting at which they are present. If the Chairperson is not present, or is unwilling or unable to preside at a board meeting the Deputy Chairperson will preside as chair for that meeting only. If either the Chairperson or Deputy Chairperson are not present or are present but decline to act or retire from the chair, the Board may choose another Director to be the chairperson of that meeting.

16.7. Directors' Interests

- 16.7.1. A Director who has a pecuniary interest in a matter that is being considered at a meeting of Directors may not vote, be present, nor be counted in a quorum at the meeting in accordance with the provisions of the Act.
- 16.7.2. The Directors may make Regulations requiring the disclosure of interests that a Director, and any person deemed by the Directors to be related to or associated with the Director, may have in any matter concerning TenpinSA. Any Regulations made under this clause bind all Directors.
- 16.7.3. No act, transaction, agreement, instrument, resolution or other thing regulated by this clause 16.7 is invalid or voidable where a Director declares their interest in the relevant matter in accordance with the requirements of the Act and any Regulation made under clause 16.7.2.
- 16.7.4. No act, transaction, agreement, instrument, resolution or other thing regulated by this clause 16.7 is invalid or voidable where a Director's interest in that matter is immaterial or remote.
- 16.7.5. A Director is not necessarily disqualified from contracting or entering into an arrangement with TenpinSA as vendor, purchaser, or in another capacity, merely because the Director holds office as a director or because of the fiduciary obligations arising from that office.
- 16.7.6. A contract or arrangement entered into by or on behalf of TenpinSA in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- 16.7.7. Unless the Board determines otherwise, a Director who is interested in any arrangement involving TenpinSA is not liable to account to TenpinSA for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, provided that the Director complies with the disclosure requirements applicable to the director under clause 16.7.2 and under the Act regarding that interest.

- 16.7.8. A Director may hold any other office or position (except auditor) in TenpinSA in conjunction with their directorship and may be appointed to that office or position on terms (including remuneration and tenure) the Directors decide.
- 16.7.9. A Director may be or become a director or other officer of, or interested in, any other body corporate, and need not account to Tenpin SA for any remuneration or other benefits the Director receives as a director or officer of, or from having an interest in, that body corporate.
- 16.7.10. Details of any disclosure or notice of an interest must be recorded in the minutes of the relevant meeting.

17. EXECUTIVE OFFICER

17.1. Appointment of Executive Officer

An Executive Officer may be appointed by the Board for such term and on such conditions as the Board thinks fit.

17.2. Executive Officer to act

The Executive Officer shall administer and manage TenpinSA in accordance with the Act and this Constitution.

17.3. Specific Duties

The Executive Officer shall:

- 17.3.1. as far as practicable attend all Board meetings and all General Meetings.
- 17.3.2. oversee preparation of the agenda for all Board and General Meetings.
- 17.3.3. oversee recording and preparation of minutes of the proceedings of all Board meetings and General Meetings, and shall use their best endeavours to distribute those minutes to the Board and in the case of General Meetings to Members promptly from the date of the meeting.
- 17.3.4. regularly report on the activities of, and issues relating to, TenpinSA.
- 17.3.5. attend to such other tasks as the Board may reasonably request from time to time.

17.4. Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of TenpinSA. No resolution passed by TenpinSA in General Meeting shall invalidate any prior act of the Executive Officer or the Board which would have been valid if that resolution had not been passed.

17.5. Executive Officer may employ

The Executive Officer may in consultation with the Board, as appropriate, cause TenpinSA to employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive Officer.

18. DELEGATIONS

18.1. Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its

power under this clause the Board must take into account broad stakeholder involvement.

18.2. Delegation by Instrument

The Board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- 18.2.1. this power of delegation; or
- 18.2.2. a function imposed on the Board or the Executive Officer by the Act or any other law, or this Constitution or by resolution of TenpinSA in General Meeting.

18.3. Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.4. Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 16 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

18.5. Delegation may be Conditional

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

18.6. Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

19. ANNUAL GENERAL MEETING

- 19.1. An Annual General Meeting of TenpinSA shall be held in accordance with the Act within five (5) months after the end of its financial year and this Constitution and on a date and at a venue to be determined by the Board.
- 19.2. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

20. SPECIAL GENERAL MEETINGS

20.1. Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of TenpinSA and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

20.2. Requisition of Special General Meetings

- 20.2.1. The Executive Officer shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.
- 20.2.2. The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the voting Members making the requisition and be sent to TenpinSA and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- 20.2.3. If the Executive Officer does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to TenpinSA, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- 20.2.4. A Special General Meeting convened by Members entitled to vote under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which the Board convenes meetings.

21. NOTICE OF GENERAL MEETING

- 21.1. Notice of every General Meeting shall be given to every Member entitled to receive notice at the address appearing in the register kept by TenpinSA under clause 6. The auditor, Executive Officer and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- 21.2. A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- 21.3. At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - 21.3.1. the agenda for the meeting.
 - 21.3.2. any notice of motion received from Members entitled to vote.
 - 21.3.3. forms of authority in blank for proxy votes.
 - 21.3.4. Notice of every General Meeting shall be given in the manner authorised in clause 35.
- 21.4. Non receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if;
 - 21.4.1. the failure was accidental.
 - 21.4.2. the person gives notice to TenpinSA that the person waives proper notice or agrees to the thing done at the meeting; or
 - 21.4.3. the person attends the meeting and;
 - 21.4.3.1. does not object at the start of the meeting to the holding of the meeting; or
 - 21.4.3.2. If the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

22. BUSINESS

- 22.1. The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.

- 22.2.** All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 22.1 shall be special business.
- 22.3.** No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

23. NOTICES OF MOTION

TenpinSA will issue a notice not less than forty-eight (48) days prior to a General Meeting calling for the submission of motions for inclusion as special business at a General Meeting from Members entitled to vote. All notices of motion must be submitted by Members entitled to vote in writing to the Executive Officer not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the General Meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1. Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 10 Members entitled to vote.

24.2. Chairperson to preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting except:

- 24.2.1. in relation to any election for which the chairperson is a nominee.
- 24.2.2. where a conflict of interest exists.
- 24.2.3. If the chairperson is not present, or is unwilling or unable to preside the deputy chairperson shall preside as chairperson for that General Meeting only. If either the chairperson or deputy chairperson are not present or are present but decline to act or retire from the chair, the Members entitled to vote may choose another Director to be the chairperson of that General Meeting.

24.3. Adjournment of General Meeting

- 24.3.1. If within half an hour from the time appointed for the General Meeting, a quorum is not present the Chairperson will determine whether the Members present who are entitled to vote shall form a quorum or if the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present who are entitled to vote shall form a quorum.
- 24.3.2. The chairperson may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.3.3. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 24.3.4. Except as provided in clause 24.3.3 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned General Meeting.

24.4. Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

24.4.1. the chairperson; or

24.4.2. a simple majority of Members entitled to vote.

24.5. Recording of Determinations

Unless a poll is demanded under clause 24.4, a declaration by the chairperson 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 recorded in the minutes of the proceedings, signed and stored electronically shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6. Where Poll Demanded

If a poll is duly demanded under clause 24.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded.

25. VOTING AT GENERAL MEETINGS

25.1. Entitlement to Vote

Each Member entitled to vote who is present at a General Meeting in person, attending remotely or by proxy has one vote on a show of hands and one vote on a poll. The Directors and Executive Officer shall have no right to vote at General Meetings in their capacity as Directors and Executive Officer (as the case may be), unless they are a Member who is entitled to vote.

25.2. Voting threshold

Subject to this Constitution, a question or motion for decision at a General Meeting, other than a Special Resolution, must be determined by a simple majority of Members entitled to vote who vote in person or by proxy, at that meeting.

25.3. Manner of Voting

Voting shall be conducted in such a manner and by such method as may be determined by the Board from time to time. The Board may decide that Members who are entitled to vote at the meeting are entitled to a direct vote in respect of that resolution. A "direct vote" may include a vote delivered to TenpinSA by post, fax or other electronic means approved by the Board. A direct vote may also be delivered in advance of the meeting if approved by the Board. If a Member votes in advance of a meeting by way of a direct vote, that Member cannot subsequently vote (whether personally or by proxy) at the physical meeting.

25.4. Chairperson May Not Exercise Casting Vote

In the event of equality of votes, the chairperson may not exercise a casting vote in addition to any vote the chairperson may be entitled as a voting Member or as a proxy of a voting Member, and any tied motion will be lost.

26. PROXY VOTING

- 26.1.** Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Executive Officer at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.
- 26.2.** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member entitled to vote shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as they think fit.

27. RECORDS AND ACCOUNTS

27.1. Financial Year

The first financial year of TenpinSA shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

27.2. Records

TenpinSA shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of TenpinSA and the Board and shall produce these as appropriate at each Board or General Meeting.

27.3. Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Director serving in the portfolio of "Treasurer".

27.4. TenpinSA to Retain Records

TenpinSA shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

27.5. Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of TenpinSA in accordance with this Constitution and the Act.

27.6. Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

27.7. Accounts to be Sent to Members

The Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

27.8. Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to TenpinSA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

28. AUDITOR

- 28.1.** A properly qualified auditor or auditors shall be appointed by TenpinSA at a General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* (Cth) and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by TenpinSA in General Meeting.
- 28.2.** The accounts of TenpinSA shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each calendar year.
- 28.3.** The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 28.4.** If an appointment is not made at an Annual General Meeting the Board shall appoint an Auditor for the current calendar year.

29. APPLICATION OF INCOME

- 29.1.** The income and property of TenpinSA shall be applied solely towards the promotion of the Objects.
- 29.2.** Except as prescribed in this Constitution or the Act:
 - 29.2.1. no portion of the income or property of TenpinSA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - 29.2.2. no remuneration or other benefit in money or money's worth shall be paid or given by TenpinSA to any Member who holds any office of TenpinSA.
- 29.3.** Nothing in clauses 29.1 or 29.2 shall prevent payment of an Honorarium determined by the Board or payment in good faith of or to any Member for:
 - 29.3.1. any services actually rendered to TenpinSA whether as an employee, Director or otherwise
 - 29.3.2. goods supplied to TenpinSA in the ordinary and usual course of operation
 - 29.3.3. interest on money borrowed from any Member
 - 29.3.4. rent for premises demised or let by any Member to TenpinSA
 - 29.3.5. any out-of-pocket expenses incurred by the Member on behalf of TenpinSA provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

30. WINDING UP

TenpinSA may be wound up in accordance with the Act.

30.1. Distribution of Assets and Property on Winding Up

- 30.1.1. If upon winding up or dissolution of the Tenpin SA, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same

shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of TenpinSA.

30.1.2. Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on TenpinSA by this Constitution.

30.1.3. The organisation(s) are to be determined by the Members in a General Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

31. AMENDMENT OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution. The alteration shall be registered with the Office of Consumer and Business Services, as required by the Act.

32. REGULATIONS

32.1. Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of TenpinSA, the advancement of the purposes of TenpinSA and Tenpin Bowling in South Australia as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, the TBA Constitution, any regulations made by TBA and any policy directives of the Board.

32.2. Regulations Binding

All Regulations are binding on TenpinSA and all Members.

32.3. Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of TenpinSA in force at the date of the approval of this Constitution (including as amended) insofar as such clauses, rules by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

32.4. Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by the Executive Officer. TenpinSA shall take reasonable steps to distribute information in the Bulletins to Members. The matters in the Bulletins are binding on all Members.

33. STATUS AND COMPLIANCE OF TENPINSA

33.1. Recognition of TenpinSA

TenpinSA is a member of TBA and is recognised by TBA as the controlling authority for Tenpin Bowling in South Australia and subject to compliance with this Constitution and the TBA Constitution shall continue to be so recognised and shall administer Tenpin Bowling in South Australia in accordance with the Objects.

33.2. Compliance of TenpinSA

The Members acknowledge and agree TenpinSA shall:

- 33.2.1. be or remain incorporated in South Australia;
- 33.2.2. apply its property and capacity solely in pursuit of the Objects and Tenpin Bowling;
- 33.2.3. do all that is reasonably necessary to enable the Objects to be achieved;
- 33.2.4. act in good faith and loyalty to ensure the maintenance and enhancement of Tenpin Bowling, its standards, quality and reputation for the benefit of the Members and Tenpin Bowling;
- 33.2.5. at all times act in the interests of the Members and Tenpin Bowling;
- 33.2.6. not resign, disaffiliate or otherwise seek to withdraw from TBA without approval by Special Resolution;
- 33.2.7. abide by the TBA Constitution and the rules of Tenpin Bowling.

33.3. Operation of Constitution

TenpinSA and the Members acknowledge and agree:

- 33.3.1. that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Tenpin Bowling are to be conducted, promoted, encouraged, advanced and administered throughout South Australia;
- 33.3.2. to ensure the maintenance and enhancement of Tenpin Bowling, its standards, quality and reputation for the benefit of the Members and Tenpin Bowling;
- 33.3.3. not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Tenpin Bowling and its maintenance and enhancement;
- 33.3.4. to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- 33.3.5. to act in the interests of Tenpin Bowling and the Members;
- 33.3.6. that should a Member have administrative, operational or financial difficulties TenpinSA may act to assist the Member in whatever manner TenpinSA considers appropriate.

34. TENPINSA's CONSTITUTION

34.1. Constitution of TenpinSA

This Constitution will clearly reflect the objects of TBA and will conform to the TBA Constitution, subject always to the Act.

34.2. Operation of TBA Constitution

- 34.2.1. TenpinSA will take all reasonable steps to ensure this Constitution conforms to the TBA Constitution subject always to the Act.
- 34.2.2. TenpinSA shall provide to TBA a copy of this Constitution and all amendments to this document. TenpinSA acknowledges and agrees that the TBA has power to veto any provision in its Constitution which, in TBA's opinion, is contrary to the objects of TBA.

34.3. Register

TenpinSA shall maintain, in accordance with the Act, a register of all Members who are natural persons.

35. NOTICE

- 35.1.** Notices may be given by TenpinSA to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- 35.2.** Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- 35.3.** Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- 35.4.** Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

36. PATRONS AND VICE PATRONS

TenpinSA at its Annual General Meeting may appoint annually on the recommendation of the Board a chief Patron and such number of Patrons as it considers necessary, subject to approval of that person or persons.

37. INDEMNITY

- 37.1.** Every Director and employee of TenpinSA shall be indemnified out of the property and assets of TenpinSA against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 37.2.** TBA arranges Directors insurance covering TenpinSA indemnifying its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct or fraud:
 - 37.2.1.** in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of TenpinSA;
 - 37.2.2.** in the case of an employee, performed or made in the course of, and within the scope of their employment by TenpinSA.

38. AUTHORITY TO TRADE

TenpinSA is authorised to trade in accordance with the Act.

39. TRANSITIONAL PROVISIONS

39.1. Continuing Membership

Each person or body who is a Member on the day on which this Constitution is adopted (including as amended), will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

39.2. Directors

For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted (including as amended), time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.

39.3. Regulations deemed applicable

All rules, by-laws, policies and Regulations of TenpinSA in force at the date of the adoption of this Constitution (including as amended) are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.