

**THE POLOCROSSE ASSOCIATION OF
NEW SOUTH WALES INCORPORATED**

CONSTITUTION

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NSWPA Constitution

TABLE OF CONTENTS

PART I - OBJECTS, POWERS AND INTERPRETATION	1
1. NAME OF ASSOCIATION	1
2. OBJECTS OF THE ASSOCIATION.....	1
3. POWERS OF THE ASSOCIATION.....	3
4. APPLICATION OF INCOME.....	3
5. LIABILITY OF MEMBERS.....	4
6. MEMBER'S CONTRIBUTIONS	4
7. DISTRIBUTION OF PROPERTY ON WINDING UP.....	5
8. DEFINITIONS AND INTERPRETATION.....	5
PART II - THE ZONES	9
9. STATUS AND COMPLIANCE OF ZONES.....	9
PART III – MEMBERSHIP	11
10. MEMBERS	11
11. AFFILIATION	12
12. SUBSCRIPTIONS AND FEES	15
13. REGISTER OF MEMBERS	15
14. EFFECT OF MEMBERSHIP	16
15. DISCONTINUANCE OF MEMBERSHIP	16
16. DISCIPLINE OF MEMBERS.....	18
PART IV - GENERAL MEETINGS.....	19
17. COUNCILLORS	19
18. GENERAL MEETINGS.....	19
19. NOTICE OF GENERAL MEETING.....	19
20. BUSINESS.....	20
21. NOTICES OF MOTION	21
22. SPECIAL GENERAL MEETINGS	21
23. PROCEEDINGS AT GENERAL MEETINGS.....	22
24. VOTING AT GENERAL MEETINGS	24

25. PROXY VOTING.....	25
PART V - THE BOARD.....	26
26. EXISTING BOARD MEMBERS	26
27. POWERS OF THE BOARD	26
28. COMPOSITION OF THE BOARD	26
29. ELECTION OF INTERESTED DIRECTORS	27
30. APPOINTMENT OF INDEPENDENT DIRECTORS.....	29
31. VACANCIES OF BOARD MEMBERS.....	30
32. MEETINGS OF THE BOARD	32
33. CONFLICTS.....	34
PART VII - MISCELLANEOUS	36
34. DELEGATIONS.....	36
35. BY-LAWS	37
36. RECORDS AND ACCOUNTS	38
37. AUDITOR.....	39
38. NOTICE	39
39. SEAL	40
40. ALTERATION OF CONSTITUTION.....	40
41. INDEMNITY	41
42. DISSOLUTION	41

ASSOCIATIONS INCORPORATION ACT 1991 ACT

CONSTITUTION

of

THE POLOCROSSE ASSOCIATION OF NEW SOUTH WALES INCORPORATED

PART I - OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the Association is The Polocrosse Association of New South Wales Incorporated ("**Association**").

2. OBJECTS OF THE ASSOCIATION

The Association is formed under the auspices of the Polocrosse Association of Australia. The objects for which the Association is established are to:

- (a) participate as a member of the Polocrosse Association of Australia through and by which polocrosse can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of polocrosse throughout New South Wales;
- (c) ensure the maintenance and enhancement of the Association and polocrosse, its standards, quality and reputation for the benefit of the Members and polocrosse;
- (d) at all times promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
- (e) at all times act on behalf of and in the interest of the Members and polocrosse;
- (f) affiliate and otherwise liaise with the Polocrosse Association of Australia, in the pursuit of these Objects and polocrosse;

- (g) conduct, encourage, promote, advance and control the sport of polocrosse in New South Wales;
- (h) use and protect the Intellectual Property
- (i) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (j) strive for governmental, commercial and public recognition of the Association as the governing body for polocrosse in New South Wales;
- (k) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of polocrosse and related activities;
- (l) further extend the operations and activities of the Association throughout New South Wales;
- (m) review and/or determine any matters relating to polocrosse which may arise, or be referred to it, by any Member;
- (n) recognise any penalty imposed by any Zone or Affiliated Club;
- (o) act as arbiter on all matters pertaining to the conduct of polocrosse in New South Wales including disciplinary matters;
- (p) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of polocrosse;
- (q) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in polocrosse;
- (r) represent the interests of its Members and of polocrosse generally in any appropriate forum in New South Wales;
- (s) have regard to the public interest in its operations;

- (t) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (u) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in polocrosse competition and to award trophies and rewards to successful competitors;
- (v) encourage and promote performance-enhancing drug free competition;
- (w) seek and obtain improved facilities for the enjoyment of polocrosse in New South Wales;
- (x) effect such objects as may be necessary in the interests of polocrosse in New South Wales; and
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects the Association has the legal capacity and powers set out under section 124 of the Corporations Act.¹

4. APPLICATION OF INCOME

4.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.

4.2 Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

¹ Section 124 states that a company has the legal capacity and powers of an individual both in and out of Australia.

- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

4.3 Nothing contained in **clauses 4.1** or **4.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association; or
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association.

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.

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

7. **DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

8. **DEFINITIONS AND INTERPRETATION**

8.1 **Definitions**

In this Constitution unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1991 ACT

“**Association**” means The Polocrosse Association of New South Wales Incorporated.

“**Affiliated Club**” means a polocrosse club which is a Member of or otherwise affiliated with the Association.

“**Board**” means the body consisting of the Directors.

“**By-laws**” means any By-laws made by the Board under **clause 35**.

“**Constitution**” means this Constitution of the Association.

“**Councillor**” means the person(s) appointed from time to time to act for and on behalf of a Zone and to represent the Zone at General Meetings of the Association.

“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.

“Financial year” means the year ending 31 December in each year.

“General Meeting” means the annual or any special general meeting of the Association.

“Individual Member” means a member of an Affiliated Club.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any regatta, race, championship, competition, series or event or polocrosse activity of or conducted, promoted or administered by the Association in New South Wales.

“Life Member” means an individual appointed as a Life Member of the Association under **clause 10.3**.

“Member” means a member for the time being of the Association under **Part III** of this Constitution.

“Objects” means the objects set out under **clause 2**.

“President” means the President for the time being of the Association.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Special Resolution” means a resolution passed:

- (a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and

- (b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

“Zone” means a Member which represents the interests of polocrosse in a particular geographic region having a minimum of four (4) affiliated clubs in accordance with **Part II** of this Constitution.

8.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) 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;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes by-laws 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); and
- (h) 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.

8.3 Severance

If any provision of this Constitution or any phrase contained in them 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.

8.4 Objects

The specification of the Objects in **clause 2** are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object is specified in detail is more important than any object which has not been specified in detail, and no particular object will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

8.5 The Act

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.

8.6 Sole Purpose

The Association is established solely for the objects set out in this Constitution.

PART II - THE ZONES

9. STATUS AND COMPLIANCE OF ZONES

9.1 Recognition of Zones

The entity which is recognised as the only official representative of and controlling authority for the sport of polocrosse in a geographical region (in the Board's sole discretion) is or shall be recognised as a Zone and a Member and shall administer the sport of polocrosse in that particular region in accordance with the Objects.

9.2 Compliance of Zones

The Zones acknowledge and agree that each of them shall:

- (a) be or remain incorporated in New South Wales or otherwise;
- (b) nominate one Councillor per four Affiliated Clubs or part thereof which are members of the Zone annually at a general meeting of the Zone to attend General Meetings of the Association, and shall inform the Association of the details of those persons accordingly;
- (c) provide the Association with copies of its audited accounts, reports and other associated documents immediately following the Zone's annual general meeting; and
- (d) recognise the Association as the authority for polocrosse in New South Wales.

9.3 Constitution of the Zone

The constituent documents of each Zone shall clearly reflect the Objects and shall be in a form acceptable to the Board, with such incidental variations as are necessary or appropriate, having regard to the Act.

9.4 Amendments to Zone Constitutions

- (a) Each Zone shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to this Constitution, subject to any prohibition or inconsistency in the Act.
- (b) Each Zone shall provide to the Association a copy of its constitution and all amendments to these documents. Each Zone acknowledges and agrees that the Association has power to veto any provision in its constitution which, in the Board's opinion, is contrary to the objects of the Association.

PART III – MEMBERSHIP

10. MEMBERS

10.1 Classes of Members

The Members of the Association shall consist of:

- (a) Zones, which subject to this Constitution, shall be represented by their Councillor(s), and who shall have the right to be present, debate and vote on behalf of the Zone at General Meetings;
- (b) Affiliated Clubs, which subject to this Constitution, may appoint a representative to attend General Meetings, but which have no right to debate or vote at General Meetings;
- (c) Individual Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (d) Life Members, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (e) such new classes of Members created by the Board under **clause 10.2** of this Constitution.

10.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

10.3 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to polocrosse, where such service is deemed to have assisted the advancement of polocrosse in New South Wales be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to this **clause 10.3**) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

11. AFFILIATION

11.1 Affiliated Clubs

- (a) To be eligible for membership, an Affiliated Club must be incorporated or in the process of incorporation, which process shall be complete within 1 year of applying for membership under this Constitution.
- (b) For such time as the Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.

- (d) Failure to incorporate within the period stated in **clause 11.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated Affiliated Club shall not be entitled to re-apply for membership until such time as it is incorporated.

11.2 Application for Affiliation

An application for affiliation by an Affiliated Club (“**applicant**”) must be:

- (a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the relevant Zone (or if there is no Zone within the region where the club is located, with the Association);
- (b) accompanied by a copy of the applicant’s constitution (which must be acceptable to the Zone and the Association and be substantially in conformity with this Constitution and that of the relevant Zone) and register of members; and
- (c) accompanied by the appropriate fee, if any.

11.3 Discretion to Accept or Reject Application

- (a) A Zone (or the Association in the case of direct affiliation) may accept or reject an application whether the applicant has complied with the requirements in **clauses 11.1** and **11.2** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where a Zone (or the Association in the case of direct affiliation) accepts an application, and the Association ratifies such acceptance, the applicant shall become an Affiliated Club. Membership of the Association shall be deemed to commence upon acceptance of the application by the Zone (or the Association in the case of direct affiliation). The Board shall amend the register of Members accordingly as soon as practicable.

- (c) Where a Zone (or the Association in the case of direct affiliation) rejects an application the Zone or Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Zone and / or Association.

11.4 Deeming Provisions

- (a) All persons who were individual members (howsoever described) of a Zone or an Affiliated Club prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) All Affiliated Clubs (howsoever described) of Zones or the Association prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (c) The Zones shall, whenever requested by the Association, provide to the Association, such details of Individual Members and Affiliated Clubs as are required by the Association under this Constitution.

11.5 Membership Renewal

In order to remain Members, Individual Members and Affiliated Clubs must:

- (a) renew their membership with their respective Zone annually;
- (b) otherwise remain registered financial members of their Zone in accordance with the procedures applicable from time to time; and
- (c) must pay the annual fees prescribed by the Association from time to time (if any) to the Association through their respective Zone.

12. SUBSCRIPTIONS AND FEES

12.1 Subscriptions and Fees Payable

The annual membership subscription (if any), fees and any levies payable by Members (or any category of members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

12.2 Failure to Pay Fees

Notwithstanding **clause 15.7** of this Constitution, any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

13. REGISTER OF MEMBERS

13.1 Board to Keep Register

The Board shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

13.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the register, excluding the address of any Councillor, Life Member, Individual Member or Director shall be available for inspection (but not copying) by Members, upon reasonable request.

14. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and the sport of polocrosse;
- (e) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the sport of polocrosse; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

15. DISCONTINUANCE OF MEMBERSHIP

15.1 Notice of Resignation

Subject to this Constitution any Member which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving one months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

15.2 Expiration of Notice Period

Subject to **clause 15.5** upon the expiration of any notice period applicable under **clause 15.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

15.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

15.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

15.5 Cessation of Membership

Where a Zone ceases to be a Member in accordance with this Constitution or the Act, the Individual Members and Affiliated Clubs of that Zone may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

15.6 Councillor Position Lapses

The position of Councillor shall lapse immediately on cessation of membership of the Zone.

15.7 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-laws or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 15.7(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **clause 15.7(a)** by the Association giving written notice of the discontinuance.

16. DISCIPLINE OF MEMBERS

16.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of polocrosse; or
- (c) brought the Association or the sport of polocrosse into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

PART IV - GENERAL MEETINGS

17. COUNCILLORS

17.1 Appointment of Councillors

Each Zone shall appoint 1 Councillor per four Affiliated Clubs or part thereof which are members of the Zone for such term as is deemed appropriate by the Zone. A Councillor must:

- (a) be an Individual Member;
- (b) be appropriately empowered by the appointing Zone to consider, make decisions and vote at General Meetings; and
- (c) not be a Director.

17.2 Zone to Advise

Each Zone shall, at least 48 hours prior to any General Meeting, advise the Board of its appointed Councillor(s).

18. GENERAL MEETINGS

18.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

18.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19. NOTICE OF GENERAL MEETING

19.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to every Zone, Affiliated Club and Life Member at the address appearing in the register kept by the Association. A notice issued to an Affiliated Club shall be deemed to be notice to all Individual Members of such Affiliated Club. The auditor 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.

- (b) 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.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Zones; and
 - (iii) to the Zones only, forms of authority in blank for proxy votes.

20. BUSINESS

20.1 Business of General Meetings

- (a) 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 and fixing of the remuneration of the auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 20.1(a)** shall be special business.

20.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

21.1 Notices of Motion to be Submitted

Zones shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Board not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

21.2 Unsuccessful Notice of Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twenty four (24) months.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

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

22.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of not less than 4 Zones convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 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 of the Association shall be two-thirds of the Zones represented by their Councillors.

23.2 President to Preside

The President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Association except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Councillors present shall appoint one of the Directors to preside as chairman for that meeting only.

23.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present 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 Chairman 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 meeting will lapse.

- (b) The consent of any 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.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any 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:

- (a) by the Chairman; or
- (b) a simple majority of Councillors.

23.5 Recording of Determinations

Unless a poll is demanded under **clause 23.4**, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under **clause 23.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24. VOTING AT GENERAL MEETINGS

24.1 Zones Entitled to Vote

Zone shall be entitled to one vote per 4 Affiliated Clubs or part thereof which are members of the Zone at General Meetings which, subject to this Constitution, shall be exercised by its Councillor(s). No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 10.1**. The Directors shall have the right to attend and debate, but not vote, at General Meetings.

24.2 Chairman May Exercise Casting Vote

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman has no deliberative vote.

25. PROXY VOTING

25.1 Proxy Voting Permitted

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 Board 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 proxy vote at any one time.

25.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Councillor shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

PART V - THE BOARD

26. EXISTING BOARD MEMBERS

Upon approval of this Constitution under the Act, the current executive committee of the Association shall determine which 5 executive committee members will hold the President and Interested Director positions on the Board as set out in **clauses 28.1(a) and 28.1(b)** until the next Annual General Meeting following the approval of this Constitution. At the next Annual General Meeting following the approval of this Constitution, the President and 2 of the Interested Directors shall be elected until the conclusion of the next Annual General Meeting following and 2 of the Interested Directors shall be elected until the conclusion of the second Annual General Meeting following, to allow for alternative elections of Interested Directors.

The requirement under **clause 29.1(b)** that Interested Directors resign from positions held with Zones upon being elected to the Board shall not apply to the executive committee members deemed to hold the President and Interested Director positions until the next Annual General Meeting following the approval of this Constitution.

27. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be governed and the powers of the Association shall be exercised, by the Board. In particular, the Board as the state authority for polocrosse in New South Wales shall be responsible for acting on state and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout New South Wales and shall govern polocrosse in New South Wales in accordance with the Objects.

28. COMPOSITION OF THE BOARD

28.1 Board Composition

The Board shall comprise:

- (a) the President elected by the Zones in accordance with **clause 29**;

- (b) four (4) Interested Directors elected by the Zones in accordance with **clause 29**; and
- (c) up to two (2) Independent Directors which may be appointed in accordance with **clause 30**.

28.2 President to preside

The President shall preside at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

29. ELECTION OF PRESIDENT & INTERESTED DIRECTORS

29.1 Qualifications for President & Interested Directors

- (a) Nominees for the President and Interested Director positions on the Board must meet the qualifications as prescribed from time to time by the Board or as set out in the By-Laws.
- (b) Nominees for the President and Interested Director positions on the Board must declare any position they hold in a Zone, including as an office bearer, director or a paid appointee. If the nominee is elected they must resign from their position in the Zone, including but not limited to a position as officer, director or a paid appointee.

29.2 Elections of President & Interested Directors

- (a) The Board shall call for nominations sixty (60) days before the date of the Annual General Meeting. All Zones shall be notified of the call for nominations.
- (b) Nominations for the President and Interested Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;

- (iii) signed by a Councillor of a Zone; and
 - (iv) certified by the nominee (who must be an Individual Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Board at least forty five (45) days prior to the Annual General Meeting.
- (d) 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 only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chairman directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chairman directs.
- (f) The voting shall be conducted by such means as the Board shall determine from time to time.

29.3 Term of Appointment

- (a) The President and Interested Directors shall be elected in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) The President and 2 Interested Directors shall be elected in each year of even number and 2 Interested Directors shall be elected, in each year of even number.

- (c) Should any adjustment to the term of Interested Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

30. APPOINTMENT OF INDEPENDENT DIRECTORS

30.1 Appointment of Independent Directors

The President and Interested Directors may appoint 2 Independent Directors.

30.2 Qualifications for Independent Directors

The Independent Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to the sport of polocrosse. They do not need to be Members of the Association.

30.3 Term of Appointment

- (a) Independent Directors may be appointed by the Interested Directors in accordance with this Constitution for a term of 2 years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following.
- (b) One (1) Independent Director may be appointed in each year of odd number and 1 Independent Director may be appointed, in each year of even number.
- (c) Should any adjustment to the term of Independent Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

31. VACANCIES OF BOARD MEMBERS

31.1 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) 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;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from 2 consecutive meetings of the Board;
- (f) holds any office of employment of the Association;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution under **clause 29.2**; or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

31.2 Removal of a Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this clause the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in **clause 31.3**.
- (b) Where the Director to whom a proposed resolution referred to in **clause 31.2(a)** makes representations in writing to the Board and requests that such representations be notified to the Members, the Board may send a copy of the representations to each Zone or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

31.3 Casual Vacancies

- (a) A vacancy in the position of President shall be filled by the Members by way of postal vote. Any other Interested Director casual vacancy shall be filled by the Directors until the next Annual General Meeting of the Association. If the term of the Director has not expired, the Members shall fill the vacancy for the remainder of the Director's term.
- (b) Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Director's term.

31.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, 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.

32. MEETINGS OF THE BOARD

32.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Board shall, on the requisition of 2 Directors, convene a meeting of the Board within a reasonable time.

32.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have 1 vote on any question. The Chair shall also have a casting vote where voting is equal.

32.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other 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 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
 - (i) 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;
 - (ii) 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 and such notice specifies that Directors are not required to be present in person;

- (iii) in the event that a failure in communications prevents condition (i) 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 clause to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
- (iv) any meeting held where 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 Chair is located.

32.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under **clause 32.3**) is required to constitute a quorum is the majority of the Directors but shall be a minimum of 4 Directors.

32.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' oral or written notice of the meeting of the Board shall be given to each Director by the Board. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

32.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

33. CONFLICTS

33.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association, any Zone or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

33.2 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

33.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

33.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 33.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

33.5 Recording Disclosures

It is the duty of the Board to record in the minutes any declaration made or any general notice given by a Director in accordance with **clause 33.3 and 33.4**.

PART VII - MISCELLANEOUS

34. DELEGATIONS

34.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from amongst its own members, Councillors, Individual Members, or otherwise, special committees, sub-committees, boards, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

34.2 Delegation by Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

34.3 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.

34.4 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 32** above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

34.5 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.

34.6 Revocation of Delegation

The Board may by instrument in writing, 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.

35. BY-LAWS**35.1 Board to Formulate By-laws**

The Board may formulate, issue, adopt, interpret and amend such By-laws for the proper advancement, management and administration of the Association, the advancement of the Objects and polocrosse in New South Wales as it thinks necessary or desirable.

35.2 By-laws Binding

All By-laws made under this clause shall be binding on the Association and Members of the Association.

35.3 By-laws Deemed Applicable

All clauses, rules, by-laws and by-laws of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules by-laws and by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-laws under this clause.

36. RECORDS AND ACCOUNTS

36.1 Board to Keep Records

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

36.2 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 Board.

36.3 Association to Retain Records

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

36.4 Board to Submit Accounts

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

36.5 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 after such approval or adoption.

36.6 Accounts to be Sent to Members

The Board shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association 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).

36.7 Negotiable Instruments

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

37. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting and the remuneration of such auditor or auditors fixed. 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* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.
- (b) The accounts of the Association 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 Financial Year.

38. NOTICE

38.1 Manner of Notice

- (a) Notices may be given by the Board 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, or in the case of a Councillor, to the last notified address, facsimile number or electronic mail address.
- (b) 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 three days after posting.

- (c) 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.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

38.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

39. SEAL

39.1 Safe Custody of Seal

The Board shall provide for safe custody of the Seal.

39.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors.

40. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution in accordance with the Act.
- (b) In addition, there shall be no alteration or amendment to **clauses 41 or 42** without the consent of the relevant Minister or other authorised person under the Act.

41. INDEMNITY

41.1 Directors to be Indemnified

Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

41.2 Association to Indemnify Directors

The Association shall indemnify its Directors, officers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

42. DISSOLUTION

42.1 Subject to **clauses 6 and 7**, the Association may be wound up in accordance with the provisions of the Act.