

THE POLOCROSSE ASSOCIATION OF AUSTRALIA INCORPORATED

CONSTITUTION

(Adopted at AGM on 25 April 2005)

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CONSTITUTION OF THE POLOCROSSE ASSOCIATION OF AUSTRALIA INCORPORATED

1. OBJECTS

The Polocrosse Association of Australia Incorporated is formed to:-

- (a) Take over the assets, liabilities, responsibilities and privileges of the unincorporated Body known as "The Polocrosse Association of Australia".
- (b) Promote, teach, stimulate, encourage, administer and further the interests of the game of polocrosse in Australia and its Territories and Internationally.
- (c) Co-ordinate within Australia and its Territories the playing, teaching, stimulation, encouragement and administration of the game of polocrosse.
- (d) Represent Australia and its Territories in all dealings with overseas polocrosse Associations on all matters pertaining to the game of polocrosse.
- (e) Co-ordinate and standardise within Australia and its Territories and internationally the mode of playing the game of polocrosse and the Rules of play.
- (f) Act as the final arbiter on all matters pertaining to the playing, teaching, stimulation, encouragement and administration of the game of polocrosse within Australia and its Territories.
- (g) Further the preceding objects of this Association by promoting the formation within the State and Territories of Australia either singularly or in such groupings as to this Association seems desirable State and or Territory Polocrosse Associations, Polocrosse Sub-Associations and Polocrosse Clubs all affiliated directly or indirectly with this Association and subject to these Articles.
- (h) To standardise constitutions, rules and by-laws of all State Associations Sub-Associations and Clubs.
- (i) Standardise the handicapping and grading of players and standardise the qualifications for appointment as Umpires.

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of distribution of profits or assets to any person or persons who at any time are or have been members of this Association or to any of them or any person claiming through them provided that nothing herein shall prevent payment in good faith of remuneration to any servants of this Association or to any member thereof or to any other person in return for services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the current Bank lending rate on money borrowed by the Association for any of the purposes of the Association or reasonable and proper rent on premises demised or let to the Association.

2. DEFINITIONS

“Act” Means the Associations Incorporation Act (1991) ACT.

"Affiliate" The word shall have the first meaning ascribed to it by the Third Edition of the Shorter Oxford English Dictionary, namely "to adopt as a branch or member of a society".

"Articles" Means this constitution.

"Association" Means the Polocrosse Association of Australia Incorporated.

"Board" Means the governing body of the Association comprised of the Directors as elected or appointed from time to time in accordance with these Articles.

"Club" Means a group of members who have formed either an incorporated or unincorporated body which is constituted governed and affiliated as herein provided.

"Council" Means the Council of the Association.

"Director" Means a member of the Board from time to time elected or appointed in accordance with these Articles and includes the Elected Directors and Independent Directors.

"Elected Director" Means a Director elected to the Board in accordance with Article 22.

"Financial year" Means the period of twelve months next following the 31st December in each year.

"Independent Director" Means a Director appointed to the Board in accordance with Article 23.

"Member" Means a natural person who is either:-

- (a) A registered playing member of a Club or
- (b) A non-playing member of a Club.

"Misconduct"

- (a)
 - (i) Means a breach other than a breach falling within paragraph (b) of this definition by a member, Club, Sub-Association or State Association of the Constitution of any of this Association, any State Association, any Sub-Association or Club or any rule or by-law made in pursuance of any such constitutions.
 - (ii) Means a breach of the rules of the game.
 - (iii) Means conduct prejudicial to the advancement and good name of the game of polocrosse.
- (b)
 - (i) Means participation directly or indirectly by any member of a Club, any Club, any Sub-Association or any State Association in any game of polocrosse with any person or persons who are not members of a Club or with any unaffiliated Club, Body, Corporation, Organisation or Group excepting only:-
 - (A) Persons who have applied to become a member of the Club.
 - (B) Any unaffiliated Club, Body, Corporation, Organisation or Group which has made application for affiliation as provided by these Articles.
 - (C) Persons or teams visiting Australia at the invitation of this Association for the purpose of playing polocrosse.

- (ii) Participation direct or indirect by any member of a Club, any Club, Sub-Association or State Association in any activity related to the sport of polocrosse with any person or persons who are not members of a Club or with any unaffiliated Club, Body, Corporation, Organisation or Group except where such activity is in furtherance of the objects of this Association and all State Associations, Sub-Associations and Clubs directly or indirectly affiliated to this Association.

"P.A.A." Means the Polocrosse Association of Australia Incorporated.

"Registered" Means recorded in the books of a State Association, a Sub-Association or Club.

"Rules of the Game" Means the rules and by-laws and interpretations thereof relating to the game of polocrosse as published from time to time by this Association.

"Special Majority" Means at least sixty per cent (60%) of the votes cast in relation to a particular election or resolution.

"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 proposed the resolution as a special resolution, has been given to the State Associations in accordance with these Articles; and
- (b) by at least three quarters of votes of those Councillors who, being entitled to vote, vote in person (or by proxy) at the meeting.

"State Association" Means either an incorporated or unincorporated group of Sub-Associations or Clubs which is constituted governed and affiliated as herein provided.

"Sub Association" Means either an incorporated or unincorporated group of Polocrosse Clubs each located and functioning within a Zone such group being constituted, governed and affiliated in accordance with these articles.

"Zone" Means those parts of the States and/or Territories of Australia the boundaries of which shall be defined from time to time by this Association.

Where the context permits words in the singular number shall be deemed to include the plural number and vice versa and words in the masculine gender shall be deemed to include the feminine gender and vice versa.

3. POWERS

The Association shall have the power to:-

- (a) Control all matters pertaining to Polocrosse within Australia.
- (b) Define Zones.
- (c) Group Zones to form State Associations.
- (d) Promote the formation of State Associations.
- (e) Promote the formation of Sub-Associations.
- (f) Promote the formation of Clubs.

- (g) Promote, teach, stimulate, encourage, administer and further the interests of Polocrosse.
- (h) Deal with all matters concerning the betterment and furtherment of Polocrosse.
- (i) Co-ordinate within Australia and its Territories the administration of Polocrosse.
- (j) Represent Australia and its Territories in all dealings with overseas Polocrosse Associations on all matters pertaining to Polocrosse.
- (k) Co-ordinate and standardise within Australia and its Territories and internationally the mode of playing Polocrosse and the Rules of play.
- (l) Act as the final arbiter on all matters pertaining to the administration and conduct of Polocrosse within Australia and its Territories.
- (m) To standardise constitutions, rules and by-laws of all State Associations, Sub-Associations and Clubs.
- (n) Standardise the handicapping and grading of players and encourage uniformity of umpiring.
- (o) Encourage, promote and hold Polocrosse carnivals, exhibitions, games and matches.
- (p) Suspend or disqualify permanently or during the pleasure of the Association or to levy fines on any State Association, Sub-Association, Club or Member convicted of misconduct.
- (q) Cancel or suspend the affiliation of any Club, or Sub-Association whether directly affiliated to this Association or not or any State Association convicted of misconduct.
- (r) To act with any foreign Polocrosse Association or any State Association, Sub-Association or Club with reference to Interstate, Interdominion, International or other Championship Exhibition or Carnival or other matter concerning Polocrosse.
- (s) Fix levy and collect affiliation fees.
- (t) Fix levy and collect players' registration fees and maintain a register of players.
- (u) Amend or replace these Articles.
- (v) Hire, purchase, lease, exchange or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or desirable for any of the purposes of the Association and without limiting the generality of the foregoing particularly any land, buildings, easements, plant, licences, franchise or benefits.
- (w) Raise or borrow money upon such terms and in such manner as the Association thinks fit for the purposes of the Association.
- (x) Make a levy upon State Associations, Sub-Associations or Clubs for the purposes of these Articles.
- (y) Secure the repayment of any moneys raised or borrowed in such manner as the Association thinks fit.
- (z) Enter into guarantees to secure the repayment of moneys or performance of any obligations by this Association, any State Association, Sub-Association or Club.

- (ai) Appoint a Council for the purposes of controlling the affairs of the Association.
- (bi) Delegate to any State Association, Sub-Association or Club any of the powers of this Association as it may seem appropriate for the time being to the Council and to delegate and to revoke such delegation.
- (ci) Intervene in the affairs of any Club, Sub-Association or State Association if in the absolute discretion of this Association it is desirable to do so.
- (di) Take over the assets and liabilities and affairs of the unincorporated Association known as "The Polocrosse Association of Australia".

In addition, and solely for furthering the objects of the Association set out in Article 1 above, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. AFFILIATION

- (a) Clubs shall affiliate to Sub-Associations. Sub-Associations shall affiliate to State Associations. State Associations shall affiliate to this Association.
- (b) If affiliation in the sequence set out above is not possible because of the absence of any of a Sub-Association or State Association the Club or Sub-Association shall affiliate with the next Body in order of ascension unless otherwise directed by that Body or this Association.

5. CLUBS

- (a) Formation. A Club may be formed by not less than six polocrosse players who have access to a suitable playing field.
- (b) Affiliation. Before affiliation is granted to any Club the constitution rules and by-laws of the Club shall be presented to the body granting affiliation for approval and such constitution rules and by-laws shall provide:-
 - (i) That such Club shall seek to be and remain continuously affiliated to the body granting affiliation and
 - (ii) Be continuously subject to the constitution rules and by-laws for the time being of this Association, the relevant State Association and the relevant Sub-Association.
- (c) Powers and Responsibilities of Clubs
 - (i) The Club shall function when affiliated for the control of its members and matters concerning polocrosse within the Club.
 - (ii) On the formation and affiliation of a Club it shall pay the prescribed affiliation fees to the body granting it affiliation. It shall deal with this Association only through the body granting it affiliation.
 - (iii) The Secretary of each Club shall forward at the beginning of each financial year a full list of its financial members in alphabetical order to the Secretary of the body granting it affiliation and the list shall at all times be kept up to date.

- (iv) A Club shall forthwith forward to the body which granted affiliation a copy of any proposed amendment to its constitution, rules or by-laws for approval prior to adoption.
- (v) A Club shall to the satisfaction of the body granting it affiliation promote the game of polocrosse by seeking members and by taking part in carnivals, games, matches and exhibitions as organised by this Association, the relevant State Association and the relevant Sub-Association.

6. SUB-ASSOCIATIONS

- (a) Formation. A Sub-Association may be formed whenever there are four or more affiliated clubs within a zone.
- (b) Affiliation. Before affiliation is granted to any Sub-Association the constitution, rules and by-laws of the Sub-Association shall be presented for approval to the body granting affiliation and such constitution, rules and by-laws shall provide:-
 - (i) That such Association shall seek to be and remain continuously affiliated to the body granting affiliation and
 - (ii) Be continuously subject to the constitution, rules and by-laws for the time being of this Association and the relevant State Association.
- (c) Powers and Responsibilities of Sub-Associations
 - (i) A Sub-Association shall function when affiliated for the control of all matters assigned to it by this Association or a State Association concerning polocrosse within the zone in which the Sub-Association is constituted.
 - (ii) On the formation and affiliation of a Sub-Association it shall pay the prescribed affiliation fees to the body granting it affiliation. It shall deal with this Association only through the body granting it affiliation.
 - (iii) The Secretary of each Sub-Association shall forward at the beginning of each financial year a full list of all Clubs affiliated to it and all financial members of those Clubs both lists in alphabetical order to the Secretary of the body granting it affiliation and these lists shall at all times be kept up to date.
 - (iv) A Sub-Association shall forward to the body which granted it affiliation a copy of any proposed amendment to its constitution, rules or by-laws for approval prior to adoption.
 - (v) A Sub-Association shall to the satisfaction of the body granting it affiliation promote the formation of Clubs within the zone in which it is constituted and promote polocrosse by taking part in carnivals, games, matches and exhibitions as organised by this Association or the relevant State Association.

7. STATE ASSOCIATIONS

- (a) Formation. A State Association may be formed whenever there is a group of Zones, Clubs and / or Sub-Associations (however described) in a defined State or Territory which, in the opinion of the Council, warrants recognition by the PAA as a State Association along with the rights, benefits and obligations which attach thereto.

(b) Affiliation. Before affiliation is granted to any State Association the constitution, rules and by-laws of the State Association shall be presented to this Association for approval and such constitution, rules and by-laws shall provide:-

- (i) That such State Association shall seek to be and remain continuously affiliated to this Association and
- (ii) Be continuously subject to the constitution, rules and by-laws for the time being of this Association.

(c) Powers and Responsibilities of State Associations.

- (i) A State Association shall function when affiliated for the control of all matters assigned to it by this Association concerning polocrosse within the group of zones within which it is constituted.
- (ii) On the formation and affiliation of a State Association it shall pay the prescribed affiliation fees to this Association.
- (iii) The Secretary of each State Association shall forward at the beginning of each financial year a full list of:-
 - (A) All Sub-Associations within its group of zones and
 - (B) All Clubs within those zones and
 - (C) All financial members of those Clubs.

All of such lists to be in alphabetical order and at all times to be kept up to date.

- (iv) A State Association shall forthwith forward to this Association a copy of any proposed amendment to its constitution, rules or by-laws for approval prior to adoption.
- (v) A State Association shall to the satisfaction of this Association promote the game of polocrosse by
 - (A) Promoting the formation of Clubs and Sub-Associations.
 - (B) By taking part in carnivals, games, matches and exhibitions as organised by this Association.

8. AFFILIATION FEES

- (a) The entrance fee to the Association shall be \$1.00, or if any other amount has been determined by resolution of the Council, such other amount.
- (b) The annual affiliation fee of the Association shall be \$2.00, or if any other amount has been determined by resolution of the Council that other amount.
- (c) The annual affiliation fee shall be payable:
 - (i) except as provided by paragraph (ii) before 31st December in each calendar year; or

- (ii) where a Club, Sub-Association or State Association becomes a member on or after 31st December in any calendar year, before 31st December in each succeeding calendar year.
- (d) All affiliation fees of Clubs, Sub-Associations and State Associations shall be payable to the body granting affiliation on or before 31st December in each year.
- (e) The affiliation of any Club, Sub-Association or State Association whose affiliation fees have not been paid by 31st December in each year to the body granting it affiliation shall be suspended and whilst suspended the Club, Sub-Association or State Association shall be deemed not affiliated.

9. PLAYER'S REGISTRATION FEES

- (a) Player's registration fees shall be an annual sum as determined by the relevant State Association or this Association as this Association may direct.
- (b) Player's registration fees shall be payable not later than 31st December in each year by all Clubs to their Sub-Association, State Association or this Association as this Association may from time to time direct.
- (c) Playing members of a Club whose registration fees have not been paid by 31st December in each year shall not be eligible to participate in any game, match, exhibition, carnival or other event conducted under the auspices of any Club, Sub-Association, State Association or this Association.

10. THE COUNCIL

- (a) The affairs of the Association shall be administered by a Council appointed annually by all State Associations.
- (b) Each State Association shall be entitled to appoint one Councillor for every fifteen Clubs or part thereof in that State to a maximum of three Councillors per State Association.
- (c) The Annual General Meeting of this Association shall take place not later than 31st May in each year.
- (d) The Council of each State Association shall not less than 35 days prior to the Annual General Meeting of this Association elect its Councillors and the Secretary of each State Association shall advise in writing the Secretary of this Association not later than 28 days prior to the Annual General Meeting of Council of the names and addresses of its Councillors for the ensuing year.
- (e) A person who is not a member of a Club shall not be eligible for appointment as a Councillor.
- (f) Subject to Article 12 below, the duration of appointment of Councillors shall be from their installation until the next following Annual General Meeting of Council.
- (g) Written notice of the calling of a Council meeting shall be forwarded to the Board members and State Secretaries 60 days before a meeting.

11. ROLE OF COUNCIL

- (a) The role of the Council shall be to:

- (i) Elect the Board in accordance with Article 22;
- (ii) Approve any amendments to these Articles in accordance with Article 14;
- (iii) Inform the Board of significant membership issues as they arise;
- (iv) Assist the Board to design and review the Association's strategic direction;
- (v) Discuss nationwide issues;
- (vi) Provide feedback to the Board on the results of its governance decisions in practice at the member level; and
- (vii) Appoint Patrons of the Association as appropriate.

12. COUNCIL VACANCIES

- (a) The seat of a Councillor shall automatically be declared vacant:-
 - (i) If he absents himself from two consecutive meetings without satisfactory explanation to the Council.
 - (ii) If he resigns by notice in writing.
 - (iii) If he dies or becomes of unsound mind.
 - (iv) If he ceases to be a member of a Club or if his State Association ceases to be affiliated.
 - (v) If he brings discredit to the Council by his actions.
- (b) In the event of a vacancy occurring in Council during the year the State Association which the Councillor represented shall be forthwith notified in writing of the vacancy and shall be empowered (provided it is affiliated) to fill such vacancy and the Councillor so appointed shall hold office until the next Annual General Meeting of the Association following such appointment.

13. COUNCIL MEETINGS.

- (a) Annual General Meeting of the Council. The Council shall meet not later than 31st May in each year at a meeting to be known as the "Annual General Meeting of Council". The order of business shall be:-
 - (i) To receive the financial report of the Association.
 - (ii) To receive the directors' report of the Association for the previous financial year.
 - (iii) To install the new Council.
 - (iv) To conduct such elections as are required in accordance with these Articles.
 - (v) To appoint Patrons (as appropriate).
- (b) General Meetings. The Council may meet at such other times as the Council deems appropriate.

- (c) Special Meetings. Special Meetings of the Council may be summoned on:-
- (i) The requisition of seven Councillors delivered to the President or Secretary stating the purpose of such meeting

or

 - (ii) The President, and in either case the notice calling such meeting which shall specify the purpose of the meeting shall be posted to all Councillors twenty one days prior to the date of the meeting.

14. MEETING PROCEDURE

- (a) At any meeting of the Council the presence of seven Councillors shall form a quorum. At all meetings the President and in his absence another member of the Board (as determined by the Board) shall occupy the chair. Unless inconsistent with these Articles the rules of debate shall be applied to all meetings of the Council. All motions except those for which special provision is made herein shall require only a simple majority. The Chairman shall have a casting vote (but not a deliberative vote). On any matter on which there is an equality of votes that matter shall be resolved in the negative. A majority of three quarters of the members of Council present and voting shall be required to carry the following motions:-
- (i) To amend these articles or any rules or by-laws made in pursuance thereof.
 - (ii) To amend or rescind a resolution of the Council.
 - (iii) To wind up the Association.
- (b) Only Councillors, representing each State Association currently affiliated with the Association shall be eligible to vote at Council meetings.

15. PROXIES

Representation by proxy at Council meetings shall be permissible. The proxy shall be nominated in writing by the absentee Councillor. A proxy shall not be another member of Council. A proxy shall be a member of a Club and otherwise eligible to be elected as a Councillor.

16. BUSINESS AT MEETINGS

The business of Council meetings shall be conducted under three headings, viz. Official, special and general:-

- (a) Official business shall be minutes of the previous meetings, correspondence, reports and recommendations from delegated bodies or sub-committees, accounts and apologies.
- (b) Special business shall be notices of motions.
- (c) General business shall be any matter raised by members of Council and of which due notice has not been given.

17. NOTICE OF MOTION

- (a) Other than as hereafter specified all notices of motion shall be in writing and given to the Secretary in sufficient time for him to give twenty one days notice to all members of Council.

- (b) Motions of adjournment, motions of amendment, motions for leave to amend or withdraw a motion of amendment, motion for vote of thanks, motion for leave, motion dealing with business arising from the minutes or arising from any report or recommendation of a delegated body or sub-committee or motion for suspension of standing orders may be made without notice.
- (c) Excepting as expressly provided in the next sub-paragraph or elsewhere in these Articles, a motion of which due notice has not been given may be discussed or voted upon with the sanction of three-fourths of the Council present and voting.
- (d) A motion:-
 - (i) Affecting the constitution, objects, rules or by-laws of this Association or
 - (ii) To rescind or amend a previous resolution of Council or
 - (iii) To reinstate the affiliation of any Club, Sub-Association or State Association or
 - (iv) To intervene in the affairs of any Club, Sub-Association or State Association shall only be moved when due notice of such motion has been given in accordance with paragraph (a) hereof.
- (e) In the event of a meeting lapsing the business thereof or in the case of an adjournment of a meeting such business as remains outstanding shall take precedence at the next meeting.
- (f) An adjourned meeting of the Council shall not deal with any business that was not on the business paper of the original meeting except as previously provided for.

18. AGENDA

The Secretary shall forward to all Councillors twenty one days prior to any Council meeting an agenda of matters to be considered at that meeting.

19. ATTENDANCE AT COUNCIL MEETINGS

Any member may at the discretion of Council attend Council meetings but without the express permission of Council shall not take part in the proceedings or address Council.

20. POWERS OF THE BOARD

Subject to the Act and these Articles the business of the Association shall be managed, and all of the powers of the Association which are not required by the Act or these Articles to be exercised by the members in general meeting, shall be exercised by the Board. In particular, the Board as the controlling authority of the Association shall be responsible for acting on all national issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of polocrosse throughout Australia and shall:

- (a) Govern the sport of polocrosse in Australia in accordance with the objects of the Association;
- (b) Determine major strategic directions of the Association;
- (c) Review the Association's performance in achieving its pre-determined aims, objectives and policies;

- (d) Manage the financial performance of the Association; and
- (e) Manage international responsibilities.

21. COMPOSITION OF THE BOARD

The Board shall comprise:

- (a) The President (an Elected Director) elected by the State Associations in accordance with Article 22;
- (b) Four (4) Elected Directors elected by the State Associations in accordance with Article 22;
- (c) Up to two (2) Independent Directors whom may be appointed by the Board in accordance with Article 23.

22. ELECTED DIRECTORS

(a) Qualifications for Elected Directors

- (i) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board.
- (ii) Nominees for Elected Director positions on the Board must declare any position they hold in a State Association, including as an office bearer, director or a paid appointee. If the nominee is elected they must resign from any such position in the State Association (including as a Councillor) within three months of being elected to the Board.

(b) Election of Elected Directors

- (i) The Secretary shall call for nominations sixty (60) days before the date of the Annual General Meeting. All State Associations shall be notified of the call for nominations.
- (ii) Nominations for Elected Directors (including the position of President) must be:
 - (A) in writing;
 - (B) on the prescribed form (if any) provided for that purpose;
 - (C) signed by a Councillor of a State Association; and
 - (D) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (iii) Nominations must be received by the Secretary at least twenty-eight (28) days prior to the Annual General Meeting.
- (iv) 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 a Special Majority of the Councillors by secret ballot in such usual and proper manner as the Chair 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.

- (v) 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 Chair directs. No candidate shall be elected unless that candidate has received a Special Majority of votes cast in the secret ballot.

(c) Term of Office for Elected Directors

- (i) Elected Directors shall be elected in accordance with these Articles 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.
- (ii) The President and 2 Elected Directors shall be elected in each year of odd number and 2 Elected Directors shall be elected, in each year of even number.
- (iii) Should any adjustment to the term of Elected Directors elected under these Articles be necessary to ensure rotational terms in accordance with these Articles, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Articles with approximately half the Elected Directors retiring each year.
- (iv) Elected Directors (including the President) may be re-elected for a maximum three consecutive terms of office.

23. APPOINTMENT OF INDEPENDENT DIRECTORS

- (a) Appointment of Independent Directors. The Elected Directors may appoint 2 Independent Directors.
- (b) Qualifications for Independent Directors.
 - (i) 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.
 - (ii) Independent Directors must declare any position they hold in a State Association, including as an office bearer, director or a paid appointee and must resign from any such position in the State Association (including as a Councillor) within three months of being elected to the Board.
- (c) Term of Appointment. Independent Directors shall hold office for such term as is determined by the Directors appointing them but in any event for a maximum of two years.

24. VACANCIES OF BOARD MEMBERS

- (a) 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:

- (i) dies;

- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iii) 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;
- (iv) resigns his office in writing to the Association;
- (v) is absent without the consent of the Board from 2 consecutive meetings of the Board;
- (vi) holds any office of employment of the Association;
- (vii) without the prior consent or later ratification of the Council holds any office of profit under the Association;
- (viii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (ix) is removed from office by Special Resolution under Article 24(b); or
- (x) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

(b) Removal of a Director

- (i) The Council may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Article the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in Article 24(c).
- (ii) Where the Director to whom a proposed resolution referred to in Article 24(c) makes representations in writing to the Board and requests that such representations be notified to the Councillors, the Board may send a copy of the representations to each Councillor 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.

(c) Casual Vacancies

- (i) A vacancy in the position of President shall be filled by the Council by way of postal vote. Any other Elected 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 Councillors present at the Annual General Meeting shall fill the vacancy for the remainder of the Directors term.
- (ii) Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons.

- (d) 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.

25. MEETINGS OF THE BOARD

- (a) 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 these Articles otherwise regulate, its meetings as it thinks fit. The Secretary shall, on the requisition of 2 Directors, convene a meeting of the Board within a reasonable time.
- (b) Decisions of Board. Subject to these Articles, 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 (including Independent Directors) shall have 1 vote on any question. The Chair shall also have a casting vote where voting is equal.
- (c) Resolutions not in Meeting
- (i) 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.
- (ii) 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:
- (A) 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;
- (B) 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;
- (C) in the event that a failure in communications prevents condition (A) 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 Article to be held, then the meeting shall be suspended until condition (A) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
- (D) 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.
- (d) Quorum. At meetings of the Board the number of Directors whose presence (or participation under Article 25(c)) is required to constitute a quorum is the majority of the Directors.
- (e) 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 Secretary. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.
- (f) Validity of Board Decisions. A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

- (g) Chair of Board Meeting. 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.

26. CONFLICTS

- (a) Directors' Interests. A Director is disqualified by holding any place of profit or position of employment in the Association, any State Association 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 and has not made disclosure under Article 26(c) will be voided for such reason.

- (b) Conflict of Interest. A Director shall declare his interest in any:

- (i) contractual matter;
- (ii) selection matter;
- (iii) disciplinary matter; or
- (iv) 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.

- (c) 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.

- (d) 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 Article 26(c) 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.

- (e) Recording Disclosures. It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with Articles 26(c) and 26(d).

27. INTERVENTION IN AFFILIATED BODIES

- (a) The Association shall have power to intervene in the affairs of any State Association, Sub-Association or Club if in the sole and final opinion of Council it is desirable to do so for the purposes of the objects of this Association. In case of such intervention all books, papers and records of any such body shall be forthwith delivered by the persons having the custody of the same to the President or his authorised representative. In case of intervention by the

Association the Board shall have all powers necessary to dismiss the Executive or Council of any such body and call elections to replace such Executive or Council.

- (b) The Board shall have the power either by itself or by its nominee to require at all reasonable times and on twenty four hours notice being given in writing to the Secretary of any Club, Sub-Association or State Association for production of books records and papers of that Association to the Board or its nominee for inspection.

28. PRESIDENT

- (a) The President shall preside at all meetings of the Council and Board and shall sign all duly authorised warrants relating to the expenditure of funds of the Association.
- (b)
 - (i) The President is authorised on behalf of the Association to sign cheques in conjunction with the Secretary or another Director for an amount up to and including such sum as the Board may from time to time determine.
 - (ii) All payments above this amount must be passed for payment by the Board.
 - (iii) Cheques authorised by the President must be confirmed at the next Board meeting.

29. SECRETARY

- (a) The Secretary shall be appointed by the Board for such term and on such conditions as it thinks fit. The Secretary, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.
- (b) The address of the Secretary shall be the address of the Association except in the incidences specifically required by the Act.
- (c) The Secretary shall attend to all correspondence on behalf of the Board and the Association.
- (d) The Secretary shall prepare and furnish to the Board such returns as may be required.
- (e) The Secretary shall keep the following books: A Minute Book, a Petty Cash Book and a Register with a suitable system to record the particulars of all affiliated bodies and members of affiliated bodies together with such fees as may be payable by such club, body or member.
- (f) The Secretary shall keep all such books and registers in such form as may be prescribed by the Board.
- (g) The Secretary shall perform and carry out all such other duties and services as may be assigned to him by the Board.
- (h) All correspondence received by any Councillor, Director or any other Officer on behalf of the Association shall be forwarded to the Secretary who shall table such correspondence so that it may be dealt with by the Board, and (if required) by the Council. Correspondence shall not be discussed or disclosed to affiliated bodies or their members prior to being tabled.

30. THE AUDITOR

The Auditor shall not be a member of the Association or the Public Officer thereof and shall carry out the duties designated in Article 37.

31. PUBLIC OFFICER

A Public Officer resident in the Australian Capital Territory shall be appointed by the Board within fourteen days of incorporation and thereafter annually and in case that office at any time becomes vacant shall within fourteen days after it becomes vacant appoint a person resident in the Australian Capital Territory to fill that vacancy.

32. ASSOCIATE MEMBERSHIP OF COUNCIL

- (a) The Council shall have the power to grant associate membership of the Council to a representative of an organisation or body which in the opinion of the Council has similar aims and objects for promoting horses and horse sports. Such associate membership shall be terminable at the will of the Council without any reason being assigned.
- (b) Associate members of Council may at Council's discretion attend Council meetings but shall not take part in the business of the meeting without permission of Council. An associate member shall not be entitled to vote.
- (c) The Council shall determine an annual fee payable by the associate member.

33. HONORARY LIFE MEMBERSHIP

- (a) The Council shall have the power to grant honorary life membership of Council to a person who in the opinion of Council has given long and outstanding service to polocrosse at national or international level.
- (b) Such a person shall be nominated by a State Association in writing such nomination to set out full details of the nominee and the justification for granting life membership.
- (c) The Secretary shall give at least twenty one days notice of such nomination to all State Associations prior to the Council meeting at which the nomination is to be considered.
- (d) A life member of Council shall be entitled to attend Council meetings but shall not take part in the business of the meeting or vote on any matter unless he is in fact an elected member of Council.
- (e) Life membership may be terminated if:-
 - (i) The life member resigns by notice in writing.
 - (ii) The life member dies or becomes of unsound mind or
 - (iii) He brings discredit to the Council or the Association by his actions.

34. DISCIPLINE

(a) Powers

- (i) The power of cancellation, suspension or reinstatement of the affiliation of any body shall only be exercisable by:-
 - (i) The Council of this Association or
 - (ii) Subject to the appeal provisions of these articles by the Council of a State Association.

- (ii) (i) The Council or the judicial committee thereof shall have the power to fine, disqualify or suspend for a fixed period or during the pleasure of the Council or judicial committee thereof any member, Club or Sub-Association or State Association found guilty of misconduct.
 - (ii) A State Association shall have like power over any member, Club or Sub-Association found guilty of misconduct.
 - (iii) A Sub-Association shall have like power over its members and Clubs within its jurisdiction for misconduct within the meaning of sub-paragraph (a) of the definition of misconduct.
 - (iv) A Club shall have like power over its members for misconduct within the meaning of sub-paragraph (a) of the definition of misconduct.
 - (v) Any two councillors may fine suspend or disqualify any member for misconduct within the meaning of paragraph (a) (ii) or (a) (iii) of the definition of misconduct.
- (b) Procedure (FORMAL COMPLAINTS)
- (i) In this paragraph complainant shall mean the person or body making a complaint and respondent shall mean the person or body the subject of the complaint.
 - (ii) Upon a complaint made to the Council by:-
 - (i) A member or
 - (ii) A Club or
 - (iii) Sub-Association or
 - (iv) A State Association or
 - (v) A Councillor or
 - (vi) An Umpire
 - (vii) Upon any ordinary resolution of the Council or Executive Committee thereof alleging misconduct on the part of a member, Club, Sub-Association or State Association.

The President shall refer the complaint herein to such of:-

The Council or

The Judicial Committee of Council (either of which shall constitute a Tribunal)

The Club, Sub-Association or State Association (any of which shall constitute a Tribunal)

he considers empowered and appropriate to deal with the complaint.

- (iii) Any complaint shall be in writing addressed to the secretary of this association and shall provide:-
 - (i) The sub-paragraphs of the definition of misconduct within which it is alleged the complaint falls.
 - (ii) The facts which it is alleged constitute the misconduct.
 - (iii) The full name and address of each of the complainant and the respondent and be legibly signed by or on behalf of the complainant.
- (iv) The secretary shall then transmit copies of the complaint to the Tribunal which shall:-
 - (i) Serve the respondent by registered post with a copy of the complaint and a notification of the time date and place of the hearing which shall not be earlier than 21 days from the date of posting.

Service at the last recorded address of the respondent in the books of this association shall be good service whether or not the complaint is in fact received.

(b) **BREACH OF BY-LAW - DOPING**

- (i) "Doping By-Law" means the By-law relating to doping as adopted by the Association from time to time.
- (ii) Notwithstanding any other provision hereof the provisions of the Doping By-Law shall apply to deal with the use of performance enhancing drugs and doping practices in sport.
- (iii) Upon the Council being notified in writing of a doping offence Council may in addition to any sanction applied call before it the member affected to answer a charge of misconduct.

(c) **Hearing**

- (i) The complainant and the respondent shall appear in person and in the case of a Club, Sub-Association or State Association by its President. Neither party shall be entitled to legal representation.
- (ii)
 - (i) The Tribunal shall determine the manner in which the hearing is to be conducted and shall record its decision in writing.
 - (ii) The Tribunal shall not be bound by the rules of evidence but shall endeavour to reach its decision with a minimum of formality consistent with natural justice.
 - (iii) The Tribunal may impose such penalty as it considers fit and is empowered to impose.
- (iv) The Tribunal if it considers any complaint trivial unjustified or not proven shall dismiss the same and in its discretion award costs and expenses against the complainant. Any fine imposed or costs and expenses awarded shall be recoverable as a civil debt in any Court having jurisdiction to deal with civil debts in the place where the Tribunal heard the complaint.

- (v) Any penalty imposed shall subject to any appeal and these articles be binding on all members, Clubs, Sub-Associations, State Associations and this Association.
- (iv) The Tribunal shall notify in writing the secretary of this Association within 7 days of the terms of any penalty imposed.
- (viii) This Association in its discretion may notify all Clubs, Sub-Associations and State Associations of all suspensions, disqualifications, fines and cancellations of affiliation.

(d) Indemnity

- (1) Neither a complainant nor a respondent shall have any action against any member of a Tribunal for anything said or done by him in exercise of his powers as a member of the Tribunal.

(e) Summary Procedure

- (1) In the case of misconduct by a member falling within paragraph (a)(ii) of the definition of misconduct upon the verbal charge of any umpire or other official recognised by the rules of the game the Councillors may forthwith call upon the member to appear before them to answer the charge

or
- (2) In the case of misconduct by a member falling within paragraph (a)(iii) of the definition of misconduct the Councillors may forthwith verbally cite any member to appear before them to answer the charge and
- (3) In either of the above cases failing appearance by the member or the member failing to answer the charge or citation to the satisfaction of the Councillors they may proceed to penalise the member. Any penalty shall be recorded in writing and sent to this Association forthwith after the event.
- (4) The indemnity contained in sub-paragraph (d) hereof shall apply to Councillors acting under this sub-paragraph.

(f) Rights of Appeal

(1) CANCELLATION OF AFFILIATION

Any Club or Sub-Association whose affiliation has been cancelled shall have a right of appeal to the Council of this Association.

(2) FINES SUSPENSIONS AND DISQUALIFICATIONS

An appeal shall lie from any penalty whether original or on appeal imposed:-

- (i) By a Club to the Sub-Association to which that Club is affiliated.
- (ii) By a Sub-Association to the Appeal Tribunal of the State Association to which that Sub-Association is affiliated.
- (iii) By a State Association to the Judicial Committee of this Association.

- (iv) By the Judicial Committee of this Association to the Council.
 - (v) By any two Councillors or this Association to the Judicial Committee of this Association.
- (3) An appeal to the Judicial Committee of this Association shall lie:-
- (i) From a finding by the Council of a breach of the doping By-Law, or
 - (ii) In any other case if and only if the Judicial Committee is satisfied that there are good and sufficient reasons disclosed in the Notice of Appeal for such appeal.
- (4) An appeal to the Council of this Association shall lie if and only if the Council is satisfied that there are good and sufficient reasons disclosed in the notice of appeal for such appeal.

(g) Appeal Procedure

(1) AN APPEAL AGAINST CANCELLATION OF AFFILIATION SHALL BE HEARD AND DETERMINED BY COUNCIL.

- (2) In the case of appeal to the Judicial Committee or Council of this Association written notice of the appeal must be in the hands of the Secretary of this Association (the Secretary) within 14 days of the decision giving rise to the appeal.

The notice of appeal must specify and provide:-

- (i) The date and place of the imposition of the penalty appealed against.
- (ii) The name of the tribunal which imposed that penalty.
- (iii) Copies of any prior notices of appeal, the date time and place of the hearing of such appeal and the result of such appeal.
- (iv) The grounds of appeal.
- (v) The evidence to be furnished at the hearing.
- (vi) A telegraphic address at which notification of the hearing of the appeal or other notice may be send (his address for service).
- (vii) The appellant shall pay to the Secretary the sum of \$500.00 or such other sums as may be determined by Council from time to time at the time of lodging the appeal which sum may be retained if the appeal is deemed frivolous by the Judicial Committee or Council or if leave to appeal is refused.
- (viii) The Secretary shall notify the appellant by telegram at his address for service at least 3 clear days prior to the hearing of the date, time and place of the hearing. Such telegram shall be adequate notification whether or not the appellant receives or is notified of such telegram.

- (ix) The fine suspension or disqualification appealed against shall upon lodgement of the appeal be suspended until the determination of the appeal. Except in the case of an appeal from a finding by the Council of a breach of the doping By-Law in which case the penalty imposed shall stand unless and until it is changed by the Judicial Committee.
- (x) The appeal shall be by way of re-hearing and the Judicial Committee or Council shall have full power to confirm, increase, decrease, vary or modify the penalty appealed against, to dismiss the appeal, to allow the appeal wholly or in part and to award costs and expenses to or against any party to the appeal and any fine, costs and expenses shall be recoverable as provided in sub-paragraph (c)(2)(iv) hereof.
- (xi) The indemnity provided by sub-paragraph (d) hereof shall apply to the members of the Judicial Committee or Council.
- (xii) The appellant shall appear in person on the hearing of the appeal or in the case of a Club, Sub-Association or State Association by its President. An appellant shall not be entitled at the hearing to legal representation. The Judicial Committee or Council shall determine the manner in which the appeal is to be conducted and where it shall be heard and shall record its decision on the appeal in writing. The Judicial Committee or Council shall not be bound by the rules of evidence but shall endeavour to reach its decision with the minimum of formality consistent with natural justice.
- (xiii) The Judicial Committee or Council shall hear the appeal within 28 days of receipt by the secretary of the notice of appeal.

35. FUNDS - SOURCE

- (a) The funds of the Association shall be derived from affiliation fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, such other sources as the Council determines.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36. ACCOUNTS AND AUDIT

- (a) The Board shall keep the accounts of the Association.
- (b) The Board shall receive and issue proper receipts for all moneys due to or received by the Association and deposit such moneys to its credit at such bank as the Board shall direct.
- (c) The Board shall prepare a statement of income and expenditure, together with a balance sheet made up as at the end of the financial year and when audited shall present the income and expenditure statement and balance sheet to the Council as soon as is practicable after the close of each financial year.
- (d) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance

with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

- (e) The appointed auditor shall have access to and examine all books, papers, deeds, documents and accounts of the Association, may examine any office bearer, director or servant of the association in regard to any matter pertaining to the accounts, and obtain from any bank or other financial institution in which funds of the Association are deposited such evidence as he may require to verify the accounts.

37. BY-LAWS

- (a) Adoption. The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies (“By-Laws”) for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport of polocrosse as it thinks necessary or desirable. Such By-Laws must be consistent with these Articles.
- (b) By-Laws Binding. All By-Laws made under this Article shall be binding on the Association and all individuals and organisations bound by these Articles.
- (c) By-Laws Deemed Applicable. All by-laws, regulations and policies of the Association in force at the date of the approval of these Articles under the Act in so far as such by-laws, regulations and policies are not inconsistent with, or have been replaced by these Articles, shall be deemed to be By-Laws under this Article.
- (d) Notices Binding on Members. Amendments, alterations, interpretations or other changes to By-Laws shall be advised to State Associations by means of notices approved by the Board and prepared and issued by the Secretary. State Associations shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all members.

38. MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Article 8.

39. COMMON SEAL

- (a) The seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors or a Director and the Secretary.
- (b) The Secretary shall have custody of the seal.

40. INSPECTION OF BOOKS

The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour.

41. WINDING UP

If it shall be resolved that the Association be wound up and subject to provisions of the Act the surplus of assets of the Association after satisfaction of all its debts and liabilities shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall also

prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Judge of the Supreme Court or such court as may have or acquire jurisdiction in the matter.

42. DELEGATIONS

- (a) Board may Delegate Functions to Committees. The Board may by instrument in writing create or establish or appoint from among its own members, the Association members, or otherwise, committees or officers to carry out such duties and functions, and with such powers, as the Board determines.
- (b) Delegation by Instrument. The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or these Articles.
- (c) Delegated Function Exercised in Accordance With Terms. A function, the exercise of which has been delegated under this Article, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) Procedure of Delegated Entity.
 - (i) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Article 25. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
 - (ii) A Director or the Secretary shall be ex-officio members of any committee so appointed.
 - (iii) Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.
- (e) Delegation may be Conditional. A delegation under this Article 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.
- (f) Revocation of Delegation. The Board may by instrument in writing, revoke wholly or in part any delegation made under this Article, and may amend, repeal or veto any decision made by such committee under this Article where such decision is contrary to these Articles, the By-Laws, the Act, the objects of the Association or the committee's delegation.

43. INDEMNITY

- (a) Directors to be Indemnified. Every Director, officer, committee member, auditor or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association (if any) against any liability incurred by him/her in his/her capacity as Director, officer, committee member, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

- (b) Association to Indemnify. The Association shall indemnify its Directors, officers and committee members to the extent provided under the directors and officers insurance policy of the Association (if any) against all damages and costs (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 performed or made whilst acting on behalf of and with the authority, express or implied of the Association.

44. DOPING POLICY

The Board shall be responsible for developing, adopting and disseminating an Anti-Doping Policy for the Association in accordance with the requirements of the federal government and relevant international sporting federations.

45. TRANSITIONAL ARRANGEMENTS

Notwithstanding any Article contained in this constitution, the transitional arrangements set out in this Article 45 shall apply from the date of adoption of this constitution.

(a) Election / Appointment of Board Members

- (i) The person elected into the position of President of the Association at the 2005 Annual General shall be deemed to hold the position of President under these Articles for a term of two years, expiring at the 2007 Annual General Meeting;
- (ii) The persons elected into the positions of Vice-President (x2), Secretary and Treasurer of the Association at the 2005 Annual General Meeting shall be deemed to hold the four remaining Elected Director positions under these Articles for a term of one year, expiring at the 2006 Annual General Meeting..
- (iii) The persons elected into the positions of Chief Umpire and National Coaching Director of the Association at the 2005 Annual General Meeting shall continue to hold such positions which shall not be board positions but shall report to the board in the performance of their roles. Such persons shall be entitled to attend board meetings at the invitation of the President.
- (iv) Following the 2005 Annual General Meeting, the President and four other Elected Directors shall appoint two Independent Directors in accordance with Article 23.
- (v) All Elected Director positions except for the position of President shall become vacant at the 2006 Annual General Meeting at which elections for new Elected Directors will be conducted in accordance with Article 22.

(b) Director's Interests

The requirement set out in Articles 22(a) and 23(b) that directors resign from any position they hold within a State Association shall not take effect until after the 2006 Annual General Meeting.