

THE POLOCROSSE ASSOCIATION OF AUSTRALIA INCORPORATED

CONSTITUTION

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CONSTITUTION OF THE POLOCROSSE ASSOCIATION OF AUSTRALIA INCORPORATED

CHAPTER 1 - PRELIMINARY MATTERS

1. Objects

The PAA has the following objects:

- (1) Promote, teach, stimulate, encourage, administer and further the interests of the game of polocrosse in Australia and internationally.
- (2) Co-ordinate and regulate within Australia the playing, teaching, stimulation, encouragement and administration of the game of polocrosse.
- (3) To provide an environment that enables rural and regional communities and families to participate a sport in a collective endeavour with a spirit of community and family.
- (4) Export the participation in the game of polocrosse to metropolitan communities in order to preserve Australian heritage values.
- (5) Protect Australian heritage and knowledge by preserving the sport of polocrosse as a uniquely Australian developed sport having regard to Australia's rural heritage.
- (6) Represent Australia in all dealings with overseas polocrosse associations on all matters pertaining to the game of polocrosse.
- (7) Co-ordinate and standardise within Australia and internationally the mode of playing the game of polocrosse and the rules of according to which the game of polocrosse is played.
- (8) Act as the final arbiter on all matters pertaining to the playing, teaching, stimulation, encouragement, administration and discipline of the game of polocrosse within Australia.
- (9) Further the preceding objects of the PAA by promoting the formation within Australia (either singularly or in such groupings as to the PAA seem desirable) State Associations, Sub-Associations and Registered Clubs all affiliated directly or indirectly with the PAA and subject to this Constitution.

- (10) Standardise constitutions, rules and by-laws of all State Associations Sub-Associations and Registered Clubs.
- (11) Standardise the handicapping and grading of players of polocrosse.
- (12) Standardise the qualifications for appointment of persons to act as umpires and other officials of games of polocrosse.
- (13) Regulate participation in games of polocrosse sanctioned by the PAA.
- (14) Regulate umpiring and officiating at games of polocrosse sanctioned by the PAA.
- (15) Establish and maintain a register of players permitted to participate in games of polocrosse sanctioned by the PAA.
- (16) Establish and maintain a register of persons permitted to umpire and officiate at games of polocrosse sanctioned by the PAA.
- (17) Do such other things that are incidental to the objects of the PAA.

2. Definitions

2.1 In this Constitution, unless the context indicates otherwise, the following terms have the following meanings:

- (1) "Act" means the *Associations Incorporation Act 1991 (ACT)*.
- (2) "Affiliated Person" has the meaning set out in Article 4A.1 below.
- (3) "Associate Member" means a person who holds associate membership of the Council of the PAA as provided for in Articles 32.1 to 32.5 below.
- (4) "Australia" means the States and Territories (including external Territories) of the Commonwealth of Australia.
- (5) "Board" means the governing body of the PAA comprised of the Directors as elected or appointed from time to time in accordance with this Constitution.
- (6) "By-Laws" means by-laws and other documents referred to in Article 38.1.
- (7) "Club" means a group of people who have formed either an incorporated or unincorporated body whose objects mainly relate to the playing of the game of polocrosse.
- (8) "Club Member" means a natural person who is either a:
 - (a) registered playing member of a Club; or
 - (b) non-playing member of a Club.
- (9) "Club Register" has the meaning provided for in Article 5.1 below.
- (10) "Council" means the Council of the PAA.

- (11) "Director" means a member of the Board from time to time elected or appointed in accordance with this Constitution and includes the Elected Directors and Independent Directors.
- (12) "Disciplinary Tribunal" means the tribunal of the PAA provided for in Article 33A.1 below.
- (13) "Financial year" means the period of twelve months next following the 31st December in each year.
- (14) "Judicial Committee" means the body provided for in Article 33B below.
- (15) "Life Member" means an honorary life member of the Council of the PAA as provided for in Article 33.1 to 33.5 below.
- (16) "Member" means a member of the PAA as provided for in Article 3A.1 below.
- (17) "Misconduct" has the meaning set out in Article 2.3 below.
- (18) "Official Register" means the register provided for in Article 9B.1 below.
- (19) "PAA" means the Polocrosse Association of Australia Incorporated.
- (20) "Player Register" means the register provided for in Article 9A.1 below.
- (21) "Playing Rules" means the "Polocrosse Rules" relating to the game of polocrosse as published from time to time by the PAA.
- (22) "Registered Club" has the meaning provided for in Article 4A.3 below.
- (23) "Registered Official" has the meaning provided for in Article 4A.6 below.
- (24) "Registered Player" has the meaning provided for in Article 4A.5 below.
- (25) "Special Majority" means at least sixty per cent (60%) of the votes cast in relation to a particular election or resolution.
- (26) "Special Resolution" means a resolution passed:
- (a) at a general meeting of the PAA of which 21 days' notice accompanied by notice of intention to propose the resolution as a special resolution, has been given to the State Associations in accordance with this Constitution; 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.
- (27) "State", when used in the context of "State Association" and Article 4.1 below, includes the Territories (including external Territories) of the Commonwealth of Australia.

- (28) "State Association" means either an incorporated or unincorporated group of Sub-Associations or Registered Clubs which is a Member as herein provided.
- (29) "Sub-Association" means an incorporated or unincorporated group of Registered Clubs located and functioning within a Zone such group being constituted, governed and registered in accordance with this Constitution.
- (30) "Sub-Association Register" has the meaning provided for in Article 6.1 below.
- (31) "Zone" means those parts of the States and/or Territories of Australia the boundaries of which shall be defined from time to time by the PAA.

2.2 In this Constitution, unless the context indicates otherwise:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include the other genders;
- (5) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (6) references to persons include corporations and bodies politic;
- (7) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (8) a reference to a statute or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (9) a reference to "writing" includes references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 In this Constitution, unless the context indicates otherwise, "Misconduct" means conduct falling within any of the following descriptions:

- (1) Breach of this Constitution or By-Laws (but not including the Playing Rules).

- (2) Breach of the Playing Rules that cannot be adequately dealt with in the opinion of the Board in accordance with the Playing Rules.
- (3) Failure to follow a directive of the PAA.
- (4) Conduct prejudicial to the advancement and good name of the game of polocrosse.
- (5) Subject to Sub-Article (5A) below, participation directly or indirectly in any game of polocrosse not organised by a State Association, Sub-Association or Registered Club.
- (5A) Participation in a game of polocrosse organised by a person other than a State Association, Sub-Association or Registered Club shall not constitute Misconduct where, at the time of the game, the organising person:
 - (a) had applied to become a member of a Registered Club and had obtained the consent of the PAA to facilitate the game ;
 - (b) was an unaffiliated club, body, corporation, organisation or group which had made application to become an Affiliated Person as provided by this Constitution and had the consent of the PAA to facilitate the game; or
 - (c) was a person or member of a team visiting Australia at the invitation of the PAA for the purpose of playing polocrosse.
- (6) Participation direct or indirect, in any activity related to the sport of polocrosse with any person or persons who are not members of a Registered Club or with any unaffiliated club, body, corporation, organisation or group except where such activity is in furtherance of the objects of the PAA and all State Associations, Sub-Associations and Registered Clubs without the consent of the PAA.

2A. Severance

- 2A.1 If any provision of this Constitution or any phrase contained therein is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, to the extent necessary, so as to be valid and enforceable.
- 2A.2 If a provision or phrase referred to in Article 2A.1 above cannot be so read down it shall be severed to the extent of the invalidity or unenforceability.
- 2A.3 Severance of a provision of this Constitution or any phrase contained therein in accordance with Article 2A.2 above shall not affect:
 - (1) the remaining provisions of this Constitution; or

- (2) the validity or enforceability of the provision or phrase in any other jurisdiction under whose laws the provision or phrase is not invalid or unenforceable.

2B. Inconsistency

- 2B.1 When a clause of a constitution of a State Association, is inconsistent with a clause of this Constitution the latter shall prevail, and the former shall, to the extent of the inconsistency, be invalid.
- 2B.2 Each State Association must do all things necessary to ensure that their respective constitutions are consistent with this Constitution.
- 2B.3 Without limiting the generality of Article 2B.2 above, each State Association must apply to the PAA to amend the provisions of their respective constitutions if that is necessary to achieve compliance with Article 2B.2 above.

3. Powers

- 3.1 The PAA shall have the following powers:
 - (1) Control all matters pertaining to polocrosse within Australia.
 - (2) Define Zones.
 - (3) Group Zones to form State Associations.
 - (4) Promote the formation of State Associations.
 - (5) Promote the formation of Sub-Associations.
 - (6) Promote the formation of Clubs.
 - (7) Promote, teach, stimulate, encourage, administer and further the interests of polocrosse.
 - (8) Deal with all matters concerning the betterment and furtherment of polocrosse.
 - (9) Co-ordinate within Australia the administration and playing of polocrosse.
 - (10) Represent Australia in all dealings with overseas Polocrosse Associations on all matters pertaining to polocrosse.
 - (11) Co-ordinate and standardise within Australia and internationally the mode of playing the game of polocrosse and the rules of according to which the game of polocrosse is played.
 - (12) Act as the final arbiter on all matters pertaining to the administration and conduct of polocrosse within Australia.
 - (13) To standardise constitutions, rules and by-laws of all State Associations, Sub-Associations and Registered Clubs.

- (14) Standardise the handicapping and grading of players and encourage uniformity in the umpiring and officiating of games of polocrosse.
- (15) Encourage, promote and hold polocrosse carnivals, exhibitions, games and matches.
- (16) Suspend or disqualify, permanently or during the pleasure of the PAA, or to levy fines on, any State Association (or other Member), Sub-Association, or Registered Club on the grounds of Misconduct.
- (17) Cancel or suspend the registration of any Registered Club, or Sub-Association or State Association, on the grounds of Misconduct.
- (18) Act with any foreign polocrosse association or any State Association, Sub-Association or Club (whether or not a Registered Club) with reference to Interstate, Interdominion, International or other Championship Exhibition or Carnival or other matter concerning polocrosse.
- (19) Fix levy and collect affiliation fees.
- (20) Fix levy and collect players' registration fees.
- (21) Amend or replace this Constitution.
- (22) Hire, purchase, lease, exchange or otherwise acquire any real or personal property and any rights or privileges which the PAA may think necessary or desirable for any of the purposes of the PAA and without limiting the generality of the foregoing particularly any land, buildings, easements, plant, licences, franchise or benefits.
- (23) Raise or borrow money upon such terms and in such manner as the PAA thinks fit for the purposes of the PAA.
- (24) Make a levy upon State Associations, Sub-Associations or Registered Clubs for the purposes of this Constitution.
- (25) Secure the repayment of any moneys raised or borrowed in such manner as the PAA thinks fit.
- (26) Enter into guarantees to secure the repayment of moneys or performance of any obligations by the PAA, any State Association, Sub-Association or Club (whether or not a Registered Club).
- (27) Appoint a Council for the purposes of controlling the affairs of the PAA.
- (28) Delegate to any State Association, Sub-Association or Registered Club any of the powers of the PAA as it may seem appropriate for the time being and to revoke such delegation.

- (29) Intervene in the affairs of any Registered Club, Sub-Association or State Association if in the absolute discretion of the PAA it is desirable to do so.
- (30) Make By-Laws.
- (31) Exercise a disciplinary power in respect of Members (whether members, affiliates, playing and non-playing members), invitees and attendees thereof in respect of this Constitution, the Playing Rules and the By-Laws.
- (32) Suspend a person or entity from playing, or participating in the sport of polocrosse as well as or alternatively, impose a fine or a bond.
- (33) The power to determine any procedure to facilitate the exercise of any power of the PAA.
- (34) The power to hear and determine any complaints about an alleged breach of this Constitution or By-Laws.
- (35) Any power incidental to any of the powers set out above or below.
- (36) Take over the assets and liabilities and affairs of the unincorporated association known as "The Polocrosse Association of Australia".
- (37) Enter into a contract of behalf of any State Association, Sub-Association, Registered Club.
- (38) Regulate participation in games of polocrosse sanctioned by the PAA.
- (39) Regulate the umpiring and officiating of games of polocrosse sanctioned by the PAA.
- (40) Establish and maintain a register of players permitted to participate in games of polocrosse sanctioned by the PAA.
- (41) Establish and maintain a register of persons permitted to umpire and officiate at games of polocrosse sanctioned by the PAA.
- (42) Establish and maintain a register of Registered Clubs.
- (43) Establish and maintain a register of Sub-Associations.
- (44) Establish and maintain a register of State Associations.

3.2 In addition, and solely for furthering the objects of the PAA set out in Article 1 above, the PAA 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 2001 (Cth).

3.3 Subject to Article 3.4 below, the income and property of the PAA wheresoever derived shall be applied solely towards the promotion of the objects of the PAA as set out in Article 1 above 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 the PAA or to any of them or any person claiming through them.

3.4 Nothing in Article 3.3 above shall prevent payment in good faith of:

- (1) remuneration to any servants of the PAA or to any Member or to any other person in return for services actually rendered to the PAA; or
- (2) interest at a rate not exceeding the current Bank lending rate on money borrowed by the PAA for any of the purposes of the PAA; or
- (3) reasonable and proper rent on premises demised or let to the PAA.

CHAPTER 2 - MEMBERSHIP, REGISTRATION AND FEES

3A. Members of the PAA

3A.1 Subject to registration and cancellation in accordance with this Constitution, the membership of the PAA comprises those persons who fall within the categories of membership described in Article 3A.2 below.

3A.2 The membership of the PAA is divided into the following categories:

- (1) State Associations.
- (2) Life Members.
- (3) Associate Members.

3A.3 Unless otherwise cancelled or nullified in accordance with this Constitution, the following bodies are members of the PAA in the State Association category:

- (1) New South Wales Polocrosse Association.
- (2) Northern Territory Polocrosse Association.
- (3) Queensland Polocrosse Association.
- (4) South Australian Polocrosse Association.
- (5) Tasmanian Polocrosse Association.
- (6) Victorian Polocrosse Association.
- (7) Western Australian Polocrosse Association.

3A.4 The PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) qualifications for acceptance of a person as a Member in the State Association category.

3A.5 For the purposes of Article 3A.4 above, the PAA may (if it sees fit) amend from time to time the qualifications to become a Member in the State Association category.

3A.6 Applications to become a Member of the PAA shall be in such form as determined by the PAA from time to time.

3B. Obligations on Members

3B.1 Each Member promises to comply with the provisions of this Constitution (including as amended from time to time).

3B.2 Without limiting the generality of Article 3B.1 above, each Member promises to pay to the PAA all levies, fines and other moneys provided for in this Constitution.

3B.3 Without limiting the generality of Article 3B.1 above, each Member promises to comply with the By-Laws (including as amended from time to time).

4. State Associations

Formation

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

Membership

4.2 Before membership is granted to any new State Association and as an ongoing condition of membership, the constitution, rules and by-laws of the State Association (including any proposed amendments) shall be presented to the PAA for approval and such constitution, rules and by-laws must provide that such State Association shall:

- (1) seek to be and remain continuously a member of the PAA;
- (2) continuously subject to jurisdiction of this Constitution, the By-Laws and other rules for the time being of the PAA;
- (3) not promote or accept or maintain affiliation or membership of any sub association, zone or club or maintain such membership unless the constitution of each such organisation agrees that such membership submits to the jurisdiction of the PAA;
- (4) provide that any club, sub association or zone within the jurisdiction of the State Association must either be a member of or an affiliate of the State Association;
- (5) maintain a register of all playing members in that State; and
- (6) restrict the State Association or any zone or club within the jurisdiction of the State Association from playing polocrosse against any unaffiliated club without the consent of the PAA.

Membership lists

4.3 The Secretary/executive officer of each State Association shall forward at the beginning of each financial year a full list of:

- (1) all Sub-Associations within its group of zones;
- (2) all Clubs within those zones; and
- (3) all financial members of those Clubs.

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

Obligations on State Associations

4.5 Subject to Article 2B.1 above, each State Association promises to comply with any constitution referred to in Articles 2B.1 to 2B.3 above.

4.6 Each State Association acknowledges that:

- (1) the PAA has or will establish the Player Register; and
- (2) entry of a player's name on the Player Register is subject to:
 - (a) the payment of fees to the PAA; and
 - (b) Articles 9A.1 to 9A.14 below.

4.7 Each State Association promises to do everything within the State Association's power to ensure that no player participates in a game of polocrosse sanctioned by the PAA unless such a player is a Registered Player.

4.8 If a State Association has the power (whether by virtue of its constitution or otherwise) to direct a Sub-Association to ensure that no player participates in a game of polocrosse sanctioned by the PAA unless such a player is a Registered Player, then (without limiting the generality of Article 4.7 above), that State Association promises the PAA to so direct the Sub-Association.

4.9 If a State Association has the power (whether by virtue of its constitution or otherwise) to direct a Club to ensure that no player participates in a game of polocrosse sanctioned by the PAA unless such a player is a Registered Player, then (without limiting the generality of Article 4.7 above), that State Association promises the PAA to so direct the Club.

4.10 Each State Association acknowledges that:

- (1) the PAA has or will establish the Official Register; and
- (2) entry of a person's name on the Official Register is subject to:
 - (a) the payment of fees to the PAA; and
 - (b) Articles 9B.1 to 9B.14 below.

4.11 Each State Association promises to do everything within the State Association's power to ensure that no person officiates (whether as an umpire or in some other

capacity) in a game of polocrosse sanctioned by the PAA unless such a person is a Registered Official.

4.12 If a State Association has the power (whether by virtue of its constitution or otherwise) to direct a Sub-Association to ensure that no person officiates (whether as an umpire or in some other capacity) in a game of polocrosse sanctioned by the PAA unless such a person is a Registered Official, then (without limiting the generality of Article 4.11 above) that State Association promises the PAA to so direct the Sub-Association.

4.13 If a State Association has the power (whether by virtue of its constitution or otherwise) to direct a Club to ensure that no person officiates (whether as an umpire or in some other capacity) in a game of polocrosse sanctioned by the PAA unless such a person is a Registered Official, then (without limiting the generality of Article 4.11 above) that State Association promises the PAA to so direct the Club.

CHAPTER 3 – AFFILIATED PERSONS

Introduction

4A.1 Subject to registration and cancellation in accordance with this Constitution, Affiliated Persons comprise those persons who fall within the categories of affiliation described in Article 4A.2 below.

4A.2 Affiliated Persons are divided into the following categories:

- (1) Registered Clubs.
- (2) Sub-Associations.
- (3) Registered Players.
- (4) Registered Officials.
- (5) A Club Member of a Club that is a Registered Club.

4A.3 A Club whose name is entered on the Club Register is a Registered Club.

4A.4 A Sub-Association is a body whose name is entered on the Sub-Association Register.

4A.5 A person whose name is entered on the Player Register is a Registered Player.

4A.6 A person whose name is entered on the Official Register is a Registered Official.

4A.7 For the avoidance of doubt, the status of a person as an Affiliated Person does not constitute the person a Member or confer any of the rights and privileges of membership of the PAA.

5. Registered Clubs

5.1 The PAA shall establish and maintain a register for the purposes of, and consistent with, Articles 5.2 to 5.10 below.

- 5.2 Subject to Articles 5.3 and 5.4 below, the PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) qualifications for a Club to become a Registered Club.
- 5.3 A Club shall only become a Registered Club if, at the time of the application to become a Registered Club, the Club:
- (1) has been formed by not less than six people;
 - (2) has access to a suitable playing field; and
 - (3) can field at least one team of playing members who are eligible to become Registered Players.
- 5.4 A Club shall only become a Registered Club if, at the time of the application to become a Registered Club, the constitution rules and by-laws of the Club provide that such Club shall:
- (1) be and remain subject to this Constitution, the By-Laws and other rules for the time being of the PAA;
 - (2) be continuously subject to the constitution rules and by-laws for the time being of the relevant State Association and the relevant Sub-Association;
 - (3) maintain a register of playing members and keep its immediate affiliate informed of that register;
 - (4) obliges its members to accept the PAA as the ruling body for polocrosse in Australia and agree to be subject to the jurisdiction of the PAA, this Constitution, the By-Laws and other rules for the time being of the PAA; and
 - (5) restrict the Club from playing polocrosse against any unaffiliated club unless with the consent of the PAA.
- 5.5 The PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) such terms, promises, waivers, indemnities and other legally binding obligations and exclusions as the PAA sees fit to require a Club that wishes to become a Registered Club to execute, sign or otherwise agree to as a condition of that Club becoming a Registered Club.
- 5.6 The PAA may (if it sees fit) from time to time publish (whether in By-Laws or such other manner as the PAA thinks fit) such conditions as the PAA sees fit upon which a Club's name will remain on the Club Register.
- 5.7 Without limiting the generality of Article 5.6 above, the PAA may impose conditions which require the Club to:
- (1) make a periodic application for renewal of registration;

- (2) pay, subject to Articles 8.1 to 8.4 below, such registration renewal fees as the PAA thinks fit;
- (3) provide such information as the PAA thinks fit; and
- (4) agree to new or amend terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 5.5 above.

5.8 The PAA may (if it sees fit) from time to time:

- (1) amend the qualifications for registration as a Registered Club;
- (2) amend the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 5.5 above; and
- (3) require a Club who wishes to become or remain a Registered Club to execute, sign or otherwise agree to the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 5.5 above.

5.9 A Club that wishes to become a Registered Club must complete such form of application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

5.10 A Club that wishes to renew its status as a Registered Club must complete such form of renewal application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

6. Sub-Associations

6.1 The PAA shall establish and maintain a register for the purposes of, and consistent with, Articles 6.2 to 6.10 below.

6.2 Subject to Articles 6.3 and 6.4 below, the PAA may (in its absolute discretion) permit the formation and registration of a Sub-Association.

6.3 A Sub-Association shall only be formed and registered if there are four or more affiliated Registered Clubs within a Zone.

6.4 A Sub-Association shall only be formed and registered if the constitution, rules and by-laws of the Sub-Association provide that such Sub-Association shall:

- (1) be and remain subject to this Constitution, the By-Laws and other rules for the time being of the PAA;
- (2) not to promote or accept or maintain affiliation or membership of any Club unless the constitution of each such Club contains a provision whereby the membership of the Club is conditional upon submission to the jurisdiction of the PAA;

- (3) provide that any club, sub association or zone within the jurisdiction of the Sub-Association must either be a member of or an affiliate of the State Association; and
 - (4) be continuously subject to the constitution, rules and by-laws for the time being of the relevant State Association.
- 6.5 The PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) such terms, promises, waivers, indemnities and other legally binding obligations and exclusions as the PAA sees fit to require a Sub-Association to execute, sign or otherwise agree to as a condition of registration.
- 6.6 The PAA may (if it sees fit) from time to time publish (whether in By-Laws or such other manner as the PAA thinks fit) such conditions as the PAA sees fit upon which a Sub-Association will remain registered.
- 6.7 Without limiting the generality of Article 6.6 above, the PAA may impose conditions which require the Sub-Association to:
 - (1) make a periodic application for renewal of registration;
 - (2) pay, subject to Articles 8.1 to 8.4 below, such registration renewal fees as the PAA thinks fit;
 - (3) provide such information as the PAA thinks fit; and
 - (4) agree to new or amend terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 6.5 above.
- 6.8 The PAA may (if it sees fit) from time to time:
 - (1) amend the qualifications for registration as a Sub-Association;
 - (2) amend the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 6.5 above; and
 - (3) require a Sub-Association who wishes to become or remain registered to execute, sign or otherwise agree to the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 6.5 above.
- 6.9 A Sub-Association that wishes to become registered must complete such form of application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.
- 6.10 A Sub-Association that wishes to renew its registration must complete such form of renewal application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

7. Affiliation to be linked

- 7.1 Registered Clubs shall affiliate to Sub-Associations.
- 7.2 Sub-Associations shall affiliate to State Associations.
- 7.3 State Associations shall affiliate to the PAA.
- 7.4 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 Registered Club or Sub-Association shall affiliate with the next Body in order of ascension unless otherwise directed by that Body or the PAA.

8. Affiliation fees – time for payment

- 8.1 The annual membership and registration fees of the PAA shall be determined by resolution of the Council.
- 8.2 The annual fees referred to in Article 8.1 above shall be payable:
 - (1) except as provided by Sub-Article (2) below, before 31st December in each calendar year; or
 - (2) where a:
 - (a) Club becomes a Registered Club;
 - (b) Sub-Association is entered on the Sub-Association Register; or
 - (c) State Association becomes a Member,on or after 31st December in any calendar year, within 45 days or becoming so registered or a Member (as the case may be) before 31st December in each succeeding calendar year.
- 8.3 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.
- 8.4 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. Playing Members Registration Fees

- 9.1 Each State Association shall pay to the PAA an annual sum as determined the PAA and paid as the PAA may direct for each Registered Player ordinarily resident in that State.
- 9.2 Player's registration fees shall be payable not later than 31st December in each year by all Registered Clubs to their Sub-Association, State Association or the PAA as the PAA may from time to time direct.

- 9.3 Playing members of a Registered Club whose registration fees have not been paid in each year shall not be eligible to participate in any game, match, exhibition, carnival or other event conducted under the auspices of any Registered Club, Sub-Association, State Association or the PAA even if such playing member's name is entered on the Player Register.

CHAPTER 4 - PLAYER REGISTER AND OFFICIAL REGISTER

9A. Player Register and Registered Players

- 9A.1 The PAA shall establish and maintain a register for the purposes of, and consistent with, Articles 9A.2 to 9A.14 below.
- 9A.2 A person who wishes to participate in a game of polocrosse sanctioned by the PAA must be a Registered Player.
- 9A.3 The Player Register shall contain such categories or classes of polocrosse player (if any) as the PAA thinks fit, having regard to the age, physical condition and experience of the person who wishes to become a Registered Player.
- 9A.4 The PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) qualifications for a person to become a Registered Player.
- 9A.5 Without limiting the generality of Article 9A.4 above, the PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) details of any categories or classes referred to in Article 9A.3 above and the qualifications (if any) for registration in any particular category or class.
- 9A.6 Without limiting the generality of Article 9A.4 above, the PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) the criteria by which the PAA will permit a Registered Player to change from one particular category or class on the Player Register to another particular category or class on the Player Register.
- 9A.7 The PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) such terms, promises, waivers, indemnities and other legally binding obligations and exclusions as the PAA sees fit to require the person who wishes to become a Registered Player to execute, sign or otherwise agree to as a condition of that person becoming a Registered Player.
- 9A.8 The PAA may (if it sees fit) from time to time publish (whether in By-Laws or such other manner as the PAA thinks fit) such conditions as the PAA sees fit upon which a person's name will remain on the Player Register.

9A.9 Without limiting the generality of Article 9A.8 above, the PAA may impose conditions which require the person to:

- (1) make a periodic application for renewal of registration;
- (2) pay such registration renewal fees as the PAA thinks fit;
- (3) provide such health information as the PAA thinks fit; and
- (4) agree to new or amend terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9A.7 above.

9A.10 For the purposes of Articles 9A.3 to 9A.9 above, the PAA may (if it sees fit) from time to time:

- (1) amend the categories and classes of Registered Player;
- (2) establish new categories and classes of Registered Player;
- (3) amend the qualifications for registration in a particular category or class of Registered Player;
- (4) amend the qualifications for change of registration from one category or class of Registered Player to another category or class of Registered Player;
- (5) amend the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9A.7 above; and
- (6) require the person who wishes to become or remain a Registered Player to execute, sign or otherwise agree to the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9A.7 above.

9A.11 A person who wishes to become a Registered Player must complete such form of application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

9A.12 For the purposes of Article 9A.11 above, the PAA may (if it sees fit) determine different types of forms of application for different categories and classes of Registered Player.

9A.13 A person who wishes to renew his status as a Registered Player must complete such form of renewal application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

9A.14 For the purposes of Article 9A.13 above, the PAA may (if it sees fit) determine different types of forms of renewal application for different categories and classes of Registered Player.

9B. Official Register and Registered Officials

- 9B.1 The PAA shall establish and maintain a register for the purposes of, and consistent with, Articles 9B.2 to 9B.14 below.
- 9B.2 A person who wishes to officiate (whether as an umpire or in some other capacity) in a game of polocrosse sanctioned by the PAA must be a Registered Official.
- 9B.3 The Official Register shall contain such categories or classes of polocrosse official (if any) as the PAA thinks fit, having regard to the age, physical condition and experience of the person who wishes to become a Registered Official.
- 9B.4 The PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) qualifications for a person to become a Registered Official.
- 9B.5 Without limiting the generality of Article 9B.4 above, the PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) details of any categories or classes referred to in Article 9B.3 above and the qualifications (if any) for registration in any particular category or class.
- 9B.6 Without limiting the generality of Article 9B.4 above, the PAA may (if it sees fit) publish (whether in By-Laws or such other manner as the PAA thinks fit) the criteria by which the PAA will permit a Registered Official to change from one particular category or class on the Official Register to another particular category or class on the Official Register.
- 9B.7 The PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) such terms, promises, waivers, indemnities and other legally binding obligations and exclusions as the PAA sees fit to require the person who wishes to become a Registered Official to execute, sign or otherwise agree to as a condition of that person becoming a Registered Official.
- 9B.8 The PAA may (if it sees fit) from time to time publish (whether in By-Laws or such other manner as the PAA thinks fit) such conditions as the PAA sees fit upon which a person's name will remain on the Official Register.
- 9B.9 Without limiting the generality of Article 9B.8 above, the PAA may impose conditions which require the person to:
- (1) make a periodic application for renewal of registration;
 - (2) pay such registration renewal fees as the PAA thinks fit;
 - (3) provide such health information as the PAA thinks fit; and
 - (4) agree to new or amend terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9B.7 above.

9B.10 For the purposes of Articles 9B.3 to 9B.9 above, the PAA may (if it sees fit) from time to time:

- (1) amend the categories and classes of Registered Official;
- (2) establish new categories and classes of Registered Official;
- (3) amend the qualifications for registration in a particular category or class of Registered Official;
- (4) amend the qualifications for change of registration from one category or class of Registered Official to another category or class of Registered Official;
- (5) amend the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9B.7 above; and
- (6) require the person who wishes to become or remain a Registered Official to execute, sign or otherwise agree to the terms, promises, waivers, indemnities and other legally binding obligations and exclusions referred to in Article 9B.7 above.

9B.11 A person who wishes to become a Registered Official must complete such form of application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

9B.12 For the purposes of Article 9B.11 above, the PAA may (if it sees fit) determine different types of forms of application for different categories and classes of Registered Official.

9B.13 A person who wishes to become a renew his status as a Registered Official must complete such form of renewal application as the PAA may publish (whether in By-Laws or such other manner as the PAA thinks fit) from time to time.

9B.14 For the purposes of Article 9B.13 above, the PAA may (if it sees fit) determine different types of forms of renewal application for different categories and classes of Registered Official.

CHAPTER 5 – THE COUNCIL

10. The Council & Annual General Meeting & General Meetings

10.1 The voting power of the PAA shall be in a Council appointed annually by all State Associations.

10.2 Each State Association shall be entitled to appoint one Councillor for every fifteen Registered Clubs or part thereof in that State to a maximum of three Councillors per State Association.

- 10.3 The Annual General Meeting of the PAA shall take place not later than 31st May in each year.
- 10.4 Each State Association shall not less than 35 days prior to the Annual General Meeting of the PAA elect its Councillors and the Secretary/executive officer of each State Association shall advise in writing the Secretary/executive officer of the PAA 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.
- 10.5 A person who is not a member of a Registered Club shall not be eligible for appointment as a Councillor.
- 10.6 Subject to this Constitution, the duration of appointment of Councillors shall be from their installation until the next following Annual General Meeting of Council.
- 10.7 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

The role of the Council shall be to carry out the following functions:

- (1) Elect the Board in accordance with Chapter 4.
- (2) Decide the annual membership and affiliation fees payable to the PAA
- (3) Approve any amendments to this Constitution in accordance with Article 14.1 below.
- (4) Inform the Board of significant membership issues as they arise.
- (5) Assist the Board to design and review the PAA's strategic direction.
- (6) Discuss nationwide issues.
- (7) Provide feedback to the Board on the results of its governance decisions in practice at the member level.
- (8) Appoint Patrons of the PAA as appropriate.

12. Council vacancies

- 12.1 The seat of a Councillor shall automatically be declared vacant:
- (1) If he absents himself from two consecutive meetings without satisfactory explanation to the Council.
 - (2) If he resigns by notice in writing.
 - (3) If he dies or becomes of unsound mind.
 - (4) If he ceases to be a member of a Registered Club or if his State Association ceases to be a Member.
 - (5) If he brings discredit to the Council by his actions.
- 12.2 In the event of a vacancy occurring in Council during the year:

- (1) the State Association which the Councillor represented shall be forthwith notified in writing of the vacancy;
- (2) the State Association which the Councillor represented shall be empowered unless otherwise ineligible to fill such vacancy; and
- (3) the Councillor so appointed shall hold office until the next Annual General Meeting of the PAA following such appointment.

13. Council Meetings

Annual General Meeting of the Council

- 13.1 The Council shall meet not later than 31st May on a date set by the Secretary/executive officer/Executive Officer in each year at a meeting to be known as the “Annual General Meeting of Council”.
- 13.2 The order of business at an Annual General Meeting of Council shall be to:
- (1) receive the financial report of the PAA;
 - (2) receive the directors’ report of the PAA for the previous financial year;
 - (3) install the new Board;
 - (4) conduct such elections as are required in accordance with this Constitution; and
 - (5) appoint Patrons (as appropriate).

General Meetings

- 13.3 The Council may meet at such other times as the Council deems appropriate.

Special Meetings

- 13.4 Special Meetings of the Council may be summoned on the requisition of:
- (1) seven Councillors delivered to the President or Secretary/executive officer stating the purpose of such meeting; or
 - (2) the President.
- 13.5 A notice calling a Special Meeting of the Council shall specify the purpose of the meeting.
- 13.6 A notice calling a Special Meeting of the Council shall be posted to all Councillors twenty one days prior to the date of the meeting.

14. Meeting procedure

- 14.1 A meeting of the Council shall be conducted in accordance with Articles 14.2-14.9 below.
- 14.2 At any meeting of the Council the presence of 7 Councillors representing at least 4 States and or Territories shall form a quorum.

- 14.3 At all meetings the Council shall nominate a Chairperson (who is a member of the Board) and in his absence another member of the Board (as determined by the Board) shall occupy the chair.
- 14.4 Unless inconsistent with this Constitution the rules of debate shall be applied to all meetings of the Council.
- 14.5 All motions except those for which special provision is made herein shall require only a simple majority.
- 14.6 The Chairman shall have a casting vote (but not a deliberative vote).
- 14.7 On any matter on which there is an equality of votes that matter shall be resolved in the negative.
- 14.8 A majority of three quarters of the members of Council present and voting shall be required to carry the following motions:
- (1) To amend this Constitution or any rules or By-Laws made in pursuance thereof.
 - (2) To amend or rescind a resolution of the Council.
 - (3) To wind up the PAA.
- 14.9 Only Councillors, representing each State Association currently affiliated with the PAA shall be eligible to vote at Council meetings.

15. Proxies

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

16. Business at Meetings

- 16.1 The business of Council meetings shall be conducted under the following three headings, viz Official, Special and General.
- 16.2 Official business shall be minutes of the previous meetings, correspondence, reports and recommendations from delegated bodies or sub-committees, accounts and apologies.
- 16.3 Special business shall be notices of motions.
- 16.4 General business shall be any matter raised by members of Council and of which due notice has not been given.

17. Notice of motion

17.1 Other than as hereafter specified all notices of motion shall be in writing and given to the Secretary/executive officer in sufficient time to give twenty one days' notice to all members of Council.

17.2 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.

17.3 Except as expressly provided in Article 17.4 below or elsewhere in this Constitution, 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.

17.4 A motion:

- (1) affecting this Constitution, the objects of the PAA, the rules of the PAA or the By-Laws of; or
- (2) to rescind or amend a previous resolution of Council; or
- (3) to reinstate the registration of any Registered Club, or Sub-Association or the membership of a State Association; or
- (4) to intervene in the affairs of any Registered Club, Sub-Association or State Association,

shall only be moved when due notice of such motion has been given in accordance with Article 17.1 hereof.

17.5 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.

17.6 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/executive officer 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 affiliated person or registered 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.

CHAPTER 6 – THE BOARD AND MANAGEMENT

19A. Composition of the Board

The Board shall comprise:

- (1) the President (an Elected Director) elected by the State Associations in accordance with Article 21;
- (2) 4 Elected Directors elected by the State Associations in accordance with Article 21;
- (3) up to 2 Independent Directors whom may be appointed by the Board in accordance with Article 22.

20. Powers of the Board

20.1 Subject to the Act and this Constitution the business of the PAA shall be managed, and all of the powers of the PAA, shall be exercised by the Board.

20.2 In particular, the Board as the controlling authority of the PAA shall be responsible for acting on all issues in accordance with the objects of the PAA and shall operate for the collective and mutual benefit of the PAA and the sport of polocrosse throughout Australia and shall:

- (1) govern the sport of polocrosse in Australia in accordance with the objects of the PAA;
- (2) exercise all of the powers of the PAA;
- (3) determine major strategic directions of the PAA;
- (4) review the PAA's performance in achieving its pre-determined aims, objectives and policies;
- (5) manage the financial performance of the PAA; and
- (6) manage international responsibilities.

21. Elected Directors

Qualifications for Elected Directors

21.1 Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board.

21.2 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 3 months of being elected to the Board.

Election of Elected Directors

- 21.3 The Secretary/executive officer 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.
- 21.4 Nominations for Elected Directors (including the position of President) must be:
- (1) in writing;
 - (2) on the prescribed form (if any) provided for that purpose;
 - (3) signed by a Councillor of a State Association; and
 - (4) 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.
- 21.5 Nominations must be received by the Secretary/executive officer at least twenty-eight (28) days prior to the Annual General Meeting.
- 21.6 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.
- 21.7 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.

Term of Office for Elected Directors

- 21.8 Elected 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.
- 21.9 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.
- 21.10 Should any adjustment to the term of Elected 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 Elected Directors retiring each year.

21.11 Elected Directors (including the President) can serve a maximum five consecutive terms of office.

22. Appointment of Independent Directors

Appointment

22.1 The Elected Directors may appoint 2 Independent Directors.

Qualifications for Independent Directors

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

22.3 The Independent Directors do not need to be Members.

22.4 Independent Directors must declare any position they hold in a State Association, including as an office bearer, director, Councillor or a paid appointee.

22.5 Independent Directors must resign from any position referred to in Article 22.4 above within three months of being elected to the Board.

Term of Appointment

22.6 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.

23. Vacancies of Board Members

Grounds for Termination of Director

23.1 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:

- (1) dies;
- (2) becomes bankrupt;
- (3) makes any arrangement or composition with his creditors generally;
- (4) becomes of unsound mind;
- (5) becomes a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (6) resigns his office in writing to the PAA;
- (7) is absent without the consent of the Board from 2 consecutive meetings of the Board;
- (8) holds any office of employment of the PAA;
- (9) without the prior consent or later ratification of the Council holds any office of profit under the PAA;
- (10) is directly or indirectly interested in any contract or proposed contract with the PAA and fails to declare the nature of his interest;

- (11) is removed from office by Special Resolution under Article 24.2; or
- (12) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth) or is disqualified from office under the Act.

Removal of a Director

- 23.2 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 Articles 24.6 to 24.8.
- 23.3 Where the Director to whom a proposed resolution referred to in Articles 24.6 to 24.8 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.

Casual Vacancies

- 23.4 A vacancy in the position of President shall be filled by the Council by way of postal vote.
- 23.5 Any other Elected Director casual vacancy shall be filled by the Directors until the next Annual General Meeting of the PAA.
- 23.6 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.
- 23.7 Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons.

Remaining Directors May Act

- 23.8 Subject to Article 23.9 below, in the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act.
- 23.9 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.

24. Meetings of the Board

Board to Meet

- 24.1 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.
- 24.2 The Secretary/executive officer shall, on the requisition of 2 Directors, convene a meeting of the Board within a reasonable time.

Decisions of Board

- 24.3 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.
- 24.4 All Directors (including Independent Directors) shall have 1 vote on any question.
- 24.5 The Chair shall also have a casting vote where voting is equal.

Resolutions not in Meeting

- 24.6 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.
- 24.7 Any resolution referred to in Article 24.6 above may consist of several documents in like form each signed by 1 or more of the Directors.
- 24.8 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:
- (1) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (2) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (3) in the event that a failure in communications prevents the condition referred to in Sub-Article (1) above 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 the condition referred to in Sub-Article (1) above is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (4) 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.

Quorum

24.9 At meetings of the Board the number of Directors whose presence (or participation under Articles 25.6 and 25.7) is required to constitute a quorum is the majority of the elected Directors.

Notice of Board Meetings

24.10 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/executive officer.

24.11 The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

Validity of Board Decisions

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

Chair of Board Meeting

24.13 The President shall preside at every meeting of the Board.

24.14 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.

25. Conflicts

Directors' Interests

25.1 Director is disqualified by holding any place of profit or position of employment in the PAA, any State Association or in any company or incorporated association in which the PAA is a shareholder or otherwise interested or from contracting with the PAA either as vendor, purchaser or otherwise except with express resolution of approval of the Board.

25.2 Any such contract or any contract or arrangement entered into by or on behalf of the PAA in which any Director is in any way interested and has not made disclosure under Articles 25.6 and 25.7 below will be voided for such reason.

Conflict of Interest

25.3 A Director shall declare his interest in any:

- (1) contractual matter;
- (2) selection matter;
- (3) disciplinary matter; or
- (4) 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.

25.4 If the Director votes in any matter referred to in Article 25.3 above, the vote shall not be counted.

25.5 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.

Disclosure of Interests

25.6 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.

25.7 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.

General Disclosure

25.8 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 Articles 25.6 and 25.7 above as regards such Director and the said transactions.

25.9 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.

Recording Disclosures

25.10 It is the duty of the Secretary/executive officer to record in the minutes any declaration made or any general notice given by a Director in accordance with Articles 25.6 to 25.9 above.

26. Intervention in Members Affiliated Bodies

26.1 The PAA shall have power to intervene in the affairs of any State Association, Sub-Association or Registered Club if in the sole and final opinion of Council it is desirable to do so for the purposes of the objects of the PAA.

26.2 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.

26.3 In case of intervention by the PAA 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.

26.4 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/executive officer of any Registered Club, Sub-Association or State Association for production of books records and papers of that body to the Board or its nominee for inspection.

27. The President

27.1 The President may preside at all meetings of the Council and must preside at all meetings of the Board.

27.2 If the President is absent or unwilling to preside, the Council or the Board shall, where relevant, appoint another Director to preside for that meeting.

28. Secretary/Executive Officer

28.1 The Secretary/executive officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

28.2 The Secretary/executive officer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

28.3 The address of the Secretary/executive officer shall be the address of the PAA except in the incidences specifically required by the Act.

28.4 The Secretary/executive officer shall attend to all correspondence on behalf of the Board and the PAA.

28.5 The Secretary/executive officer shall prepare and furnish to the Board such returns as may be required.

28.6 The Secretary/executive officer may keep the following books:

(1) A Minute Book.

(2) A Petty Cash Book.

And shall keep

(3) The registers provided for in this Constitution together with such fees as may be payable in relation thereto.

28.7 The Secretary/executive officer shall keep all such books and registers in such form as may be prescribed by the Board.

28.8 The Secretary/executive officer shall perform and carry out all such other duties and services as may be assigned by the Board.

28.9 All correspondence received by any Councillor, Director or any other Officer on behalf of the PAA shall be forwarded to the Secretary/executive officer who shall table such correspondence so that it may be dealt with by the Board, and (if required) by the Council.

28.10 Correspondence shall not be discussed or disclosed to Sub-Associations, Registered Clubs or their members prior to being tabled at a meeting of the Board.

29. Treasurer

29.1 The Treasurer shall be appointed by the Board for such term and on such conditions as it thinks fit.

29.2 The Treasurer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

29.3 The address of the Treasurer shall be the address of the PAA except in the incidences specifically required by the Act.

29.4 The Treasurer shall maintain the books of account on behalf of the Board and the PAA.

29.5 The Treasurer shall prepare maintain and furnish to the Board such financial documents as required including but not limited to Profit and Loss and Balance Sheets prepared on a monthly basis, reconciliations of bank accounts

29.6 The Treasurer shall keep all such books and registers in such form as may be prescribed by the Board.

29.7 The Secretary/executive officer shall perform and carry out all such other duties and services as may be assigned by the Board.

30. The Auditor

30.1 The Auditor shall not be a member of the PAA.

30.2 The Auditor shall not be the Public Officer of the PAA.

30.3 The Auditor shall carry out the duties designated in Articles 37.1 to 37.6 below.

31. Public Officer

31.1 A Public Officer resident in the Australian Capital Territory shall be appointed by the Board within fourteen days of incorporation and thereafter annually.

31.2 In case the office of Public Officer at any time becomes vacant the Board shall within fourteen days after it becomes vacant appoint a person resident in the Australian Capital Territory to fill that vacancy.

CHAPTER 7 – SPECIAL CATEGORIES OF MEMBERSHIP

32. Associate Membership of Council

- 32.1 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.
- 32.2 Such associate membership shall be terminable at the will of the Council without any reason being assigned.
- 32.3 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.
- 32.4 An associate member shall not be entitled to vote.
- 32.5 The Council shall determine an annual fee payable by the associate member.

33. Honorary Life Membership

- 33.1 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.
- 33.2 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.
- 33.3 The Secretary/executive officer 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.
- 33.4 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.
- (1) Life membership may be terminated if:
 - (2) the life member resigns by notice in writing;
 - (3) the life member dies;
 - (4) the life member becomes of unsound mind; or
 - (5) he brings discredit to the Council or the PAA by his actions.

CHAPTER 8 – DISCIPLINE AND APPEALS

33A. Disciplinary Tribunal

- 33A.1 The PAA shall establish a Disciplinary Tribunal which shall exercise the jurisdiction provided for in Article 33A.2 below.

33A.2 The Disciplinary Tribunal has jurisdiction to hear and determine matters in relation to a breach of the Playing Rules.

33A.3 Save as provided in Article 34.2 below, the Disciplinary Tribunal shall be the sole and final arbiter of breaches of the rules subject to rights to appeal.

33B. Judicial Committee

The PAA shall establish a Judicial Committee to act as the final arbitrator of disputes as between the PAA and its members and to act as the final arbitrator of appeals from the Disciplinary Tribunal.

34. Discipline

Powers - suspension of affiliation / membership

34.1 The power of cancellation, suspension or reinstatement of the registration or membership of any body or person shall only be exercisable by the Council of the PAA.

Power - general power of suspension from participation

34.2 In addition to any fine or sanction imposed by the Playing Rules, the Board has the disciplinary powers set out in Article 34.3 below in relation to Misconduct.

34.3 The Board may fine, disqualify or suspend for a fixed period, or during the pleasure of the Board from participation in the sport of polocrosse any Club Member, Registered Club or Sub-Association or State Association or any other person.

34.4 A State Association shall have the power to discipline any member, Registered Club or Sub-Association for Misconduct by:

- (1) fine;
- (2) disqualification from participation in the sport of polocrosse; or
- (3) suspension from participation in the sport of polocrosse (for a fixed period or during the pleasure of the State Association).

34.5 A Sub-Association shall have the power to discipline its members and Registered Clubs within its jurisdiction for Misconduct by:

- (1) fine;
- (2) disqualification from participation in the sport of polocrosse; or
- (3) suspension from participation in the sport of polocrosse (for a fixed period or during the pleasure of the Sub Association).

34.6 A Registered Club shall have the power to discipline its members for Misconduct by:

- (1) fine;
- (2) disqualification from participation in the sport of polocrosse; or

- (3) suspension from participation in the sport of polocrosse (for a fixed period or during the pleasure of the Registered Club).

34A. Rights of Appeal

Cancellation of Membership and Registration

34A.1 Any State Association, Registered Club, Sub-Association, Registered Player or Registered Official whose registration or membership has been cancelled shall have a final right of appeal to the Judicial Committee of the PAA.

Participation in the Sport

34A.2 Any Registered Player or Registered Official whose participation in the sport of polocrosse has been suspended by the Board shall have a right of appeal to the Judicial Committee.

34A.3 Any Registered Player or Registered Official whose participation in the sport of polocrosse has been suspended by a Disciplinary Tribunal shall have a right of appeal to the Judicial Committee.

CHAPTER 9 – FINANCIAL MATTERS

35. Funds - Source

35.1 The funds of the PAA shall be derived from affiliation fees and annual subscriptions of Members, donations and, subject to any resolution passed by the PAA in general meeting and subject to the Act, such other sources as the Council determines.

35.2 All money received by PAA shall be deposited as soon as practicable and without deduction to the credit of the PAA's bank account.

35.3 The PAA shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Negotiable Instruments

36.1 All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of at least three persons appointed in writing by the Board for that purpose.

36.2 The Board may make an appointment in Article 36.1 above conditional upon the amount of such cheques or other negotiable instruments not exceeding a sum specified by the Board from time to time.

36.3 Any payments above any amount specified by the Board under Article 36.2 above must be approved by the Board.

37. Accounts and Audit

37.1 The Board shall keep the accounts of the PAA.

- 37.2 The Board shall receive and issue proper receipts for all moneys due to or received by the PAA and deposit such moneys to its credit at such bank as the Board shall direct.
- 37.3 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.
- 37.4 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board.
- 37.5 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.
- 37.6 The appointed auditor:
- (1) shall have access to and examine all books, papers, deeds, documents and accounts of the PAA;
 - (2) may examine any office bearer, director or servant of the PAA in regard to any matter pertaining to the accounts; and
 - (3) obtain from any bank or other financial institution in which funds of the PAA are deposited such evidence as he may require to verify the accounts.

CHAPTER 10 – VARIOUS MATTERS

38. By-Laws

Adoption

38.1 Subject to Article 38.2 below, the Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement, management and administration of the PAA, the advancement of the objects of the PAA and the sport of polocrosse as it thinks necessary or desirable.

38.2 By-Laws must be consistent with this Constitution.

By-Laws Binding

38.3 All By-Laws made under Article 38.1 above shall be binding on the PAA and all individuals and organisations bound by this Constitution.

By-Laws Deemed Applicable

38.4 All by-laws, regulations and policies of the PAA in force at the date of the approval of this Constitution 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 Article 38.1 above.

Notices Binding on Members

38.5 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/executive officer.

38.6 State Associations shall draw all notices referred to in Article 38.5 above to the attention of their respective members.

38.7 All notices referred to in Article 38.5 above are binding upon all members of State Associations.

Categories of Registered Players and application forms

38.8 Without limiting the generality of Article 38.1 above, the Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend publications for the purposes of Articles 9A.1 to 9A.14 above.

Categories of Registered Officials and application forms

38.9 Without limiting the generality of Article 38.1 above, the Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend publications for the purposes of Articles 9B.1 to 9B.14 above.

Registered Clubs and application forms

38.10 Without limiting the generality of Article 38.1 above, the Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend publications for the purposes of Articles 5.1 to 5.10 above.

Sub-Associations and application forms

38.11 Without limiting the generality of Article 38.1 above, the Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend publications for the purposes of Articles 6.1 to 6.10 above.

39. Members' Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the PAA or the costs, charges and expenses of the winding up of the PAA is limited to the amount, if any, unpaid by the member in respect of membership of the PAA as required by Articles 8.1 - 8.4 above.

40. Common Seal

40.1 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/executive officer.

40.2 The Secretary/executive officer shall have custody of the seal.

41. Inspection of Books

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

42. Winding Up

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

42.2 The institution or institutions referred to in Article 42.1 above shall be determined by the members at or before the time of dissolution.

42.3 In default of a determination by the Members in accordance with Article 42.2 above, the institution or institutions referred to in Article 42.1 above shall be determined by the Judge of the Supreme Court or such court as may have or acquire jurisdiction in the matter.

43. Delegations

Board may Delegate Functions to Committees

43.1 The Board may by instrument in writing create or establish or appoint from among its own members, the PAA members, or otherwise, committees or officers to carry out such duties and functions, and with such powers, as the Board determines.

Delegation by Instrument

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

- (1) this power of delegation; and
- (2) a function imposed on the Board by:
- (3) the Act;
- (4) any other law; or
- (5) this Constitution.

Delegated Function Exercised in Accordance With Terms

43.3 A function, the exercise of which has been delegated under Article 43.2 above, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

Procedure of Delegated Entity

- 43.4 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 Articles 25.1 to 25.10 above.
- 43.5 Subject to Article 43.6 below, the quorum for any committee shall be determined by the committee.
- 43.6 There shall be no less than the majority of the total number of committee members.
- 43.7 A Director or the Secretary/executive officer shall be ex-officio members of any committee so appointed.
- 43.8 Within 7 days of any meeting of any committee, the committee shall send to the Secretary/executive officer:
- (1) a copy of the minutes; and
 - (2) any supporting documents

Delegation may be Conditional

- 43.9 A delegation under Article 43.2 above 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.

Revocation of Delegation

- 43.10 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 Article 43.2 above where such decision is contrary to these Articles, the By-Laws, the Act, the objects of the PAA or the committee's delegation.

44. Indemnity

Directors to be Indemnified

- 44.1 Every Director, officer, committee member, auditor or agent of the PAA shall be indemnified to the extent provided under the directors and officers insurance policy of the PAA (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.

Association to Indemnify

- 44.2 The PAA shall indemnify its Directors, officers and committee members to the extent provided under the directors and officers insurance policy of the PAA (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 PAA.