

Constitution

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POLOCROSSE AUSTRALIA LIMITED

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Constitution

POLOCROSSE AUSTRALIA LIMITED

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

Affiliate Member means a sport club or association admitted to the Company under **clause 5.5** and the Policies, and **Affiliate Membership** has a corresponding meaning.

AGM or **Annual General Meeting** means the annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

Appointed Director means a Director appointed under **clause 14.10**.

Board means the board of Directors as elected or appointed from time to time.

Chairperson or **Chair** means the Elected Director elected as the chair of the Company under **clause 14.4**, and who may also be referred to as the President.

Club means a group of people who have formed an incorporated body whose objects mainly relate to the playing of the game of Polocrosse.

Committee means a committee established by the Directors under **clause 20**.

Company means Polocrosse Australia Limited (ACN 657 299 664)

Company Secretary means a person appointed as a company secretary of the Company by the Directors under **clause 19**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Corporate Representative means a natural person nominated by an organisation in accordance with **clause 11.1**.

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

Director means a director of the Company and includes Elected Directors and Appointed Directors.

Directors mean, as the case requires, all or some of the Directors acting together as a Board in accordance with their powers and authority under this Constitution.

Elected Director means a Director elected under **clause 14**, including the Chair.

First Appointed Directors mean the persons referred to in **clause 14.2(b)**.

First Elected Directors mean the persons referred to in **clause 14.2(a)**.

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a Registered Club Member or Registered Official admitted to the Company as a Member under **clause 5.6**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company.

IPC means the International Polocrosse Council and its successor entities.

Life Member means a person admitted to the Company as a Member under **clause 5.4** and **Life Membership** has a corresponding meaning.

Member means a member of the Company under **clause 5**.

Member Club means a Club registered as a member of a Member State and admitted as a Member to the Company under **clause 5.6**.

Member State means a State Association admitted as a Member to the Company under **clause 5.3**.

Member Sub-Association means a Sub-Association registered as a member of a Member State and admitted as a Member to the Company under **clause 5.6**.

NEO means a person appointed as national executive officer of the Company by the Directors.

Objects mean the objects of the Company in **clause 2**.

Official Position means, in connection with a body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Playing Registered Club Member means an Individual Member who is registered as a playing member of a Member Club.

Policy means a policy made under **clauses 7.2** and/or **21.1(a)**.

Polocrosse means the sport of polocrosse as recognised and regulated by the Company from time to time.

Proxy Representative means a natural person nominated by a Member State as a proxy in accordance with **clause 11.2**.

Registered Club Member means a natural person who is either a:

- (a) playing member of a Member Club; or
- (b) other individual who is a non-playing member of a Member Club.

Registered Official means an individual who is entered on the register of officials kept by the Company in accordance with the Policies to officiate at games of polocrosse sanctioned by the Company.

Representative means a Corporate Representative or a Proxy Representative appointed in accordance with the Corporations Act to represent a Member State at a General Meeting of the Company.

Special Resolution has the same meaning as that given to it in the Corporations Act.

State means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

State Association means a legal entity which is a controlling body responsible for ensuring the efficient administration of Polocrosse and recognised by the Company as representing a State under **clause 5.3**.

Sub-Association means a group of Member Clubs located and functioning within a Zone.

Super-majority means at least sixty per cent (60%) of the votes cast in relation to a particular election or resolution.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a meeting of Members to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Member States present and entitled to vote in accordance with **clause 5.1**.

Zone means those parts of the States and/or Territories of Australia, the boundaries of which must be defined from time to time by the Company.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Representative, including telecommunication attendance under **clause 17** or attendance electronically for the purposes of votes under **clause 12.15**;
- (b) **(presence of a Director)** a reference to a Director present at a directors meeting means the Director present in person, including telecommunication attendance under **clause 17**;
- (c) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (d) **(gender)** words importing any gender include all other genders;
- (e) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

- (f) **(successors)** a reference to an organisation includes a reference to its successors;
- (g) **(singular includes plural)** the singular includes the plural and vice versa;
- (h) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (i) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (j) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (k) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (l) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (m) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. OBJECTS

The Objects of the Company shall be to:

- (a) act as the national federation for Polocrosse in Australia and to act as the sole Australian affiliated member of IPC; represent Australia in all dealings with the IPC and other overseas Polocrosse associations on all matters pertaining to Polocrosse;
- (b) co-ordinate and standardise within Australia and, to the extent applicable, internationally the mode of playing Polocrosse and the rules according to which Polocrosse is played;
- (c) conduct, encourage, promote, further the interests of, advance, control and manage all levels of Polocrosse in Australia and, to the extent applicable, internationally interdependently with Members and others;

- (d) coordinate and regulate within Australia the playing, teaching, stimulation, encouragement and administration of Polocrosse;
- (e) act as the final arbiter on all matters pertaining to the playing, teaching, stimulation, encouragement, administration and discipline of Polocrosse within Australia;
- (f) promoting the formation within Australia (either singularly or in such groupings as the Company considers desirable) State Associations, Sub-Associations and Clubs all affiliated directly or indirectly with the Company;
- (g) standardise constitutions, rules and by-laws of all Member States, Member Sub-Associations and Member Clubs;
- (h) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Polocrosse, including:
 - (i) standardising the grading of players of Polocrosse;
 - (ii) standardising the qualification for appointment of persons to act as umpires and other officials of games of Polocrosse;
 - (iii) regulate participation in games of Polocrosse sanctioned by the Company; and
 - (iv) regulating umpiring and officiating at games of Polocrosse sanctioned by the Company;
- (i) encourage the provision and development of appropriate facilities for participation in Polocrosse;
- (j) maintain and enhance standards, quality and reputation of Polocrosse for the collective and mutual benefit and interests of Members and Polocrosse;
- (k) promote the sport of Polocrosse for commercial, government and public recognition and benefits;
- (l) be the only body entitled to prepare and enter Australian teams in international Polocrosse competitions;
- (m) promote, control, manage and conduct Polocrosse events, competitions and championships;
- (n) encourage and promote widespread participation in Polocrosse and physical activity;
- (o) use and promote the Intellectual Property;
- (p) have regard to the public interest in its operations;
- (q) provide an environment that enables Australian communities, in particular rural and regional communities, and families to participate in Polocrosse in a collective endeavour with a spirit of community and family;
- (r) protect Australian heritage and knowledge by preserving Polocrosse as a uniquely Australian developed sport having regard to Australia's rural heritage; and

- (s) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

3. POWERS

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

4. INCOME AND PROPERTY OF COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Member States, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members, who subject to this Constitution shall have the right to receive notice of and attend, but not vote, at General Meetings;
- (c) Affiliate Members, which are not entitled to receive notice of, attend or vote at General Meetings;
- (d) Member Sub-Associations, which are not entitled to receive notice of, attend or vote at General Meetings;
- (e) Member Clubs, which are not entitled to receive notice of, attend or vote at General Meetings;
- (f) Individual Members, which are not entitled to receive notice of, attend or vote at General Meetings, but may attend at the discretion of the Board; or
- (g) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this **clause 5.1(g)** may not be granted voting rights.

5.2 Admission of Members

If a person:

- (a) meets the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submits an application, which is accepted by the Directors, in which the Member undertakes to:
 - (i) be bound by this Constitution and the Policies (including Policies specific to the relevant category of Member);
 - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
 - (iii) support the Company in the encouragement and promotion of its Objects,

the person will become a Member, and the Directors must direct the Company Secretary to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Company.

5.3 Member States

- (a) The Company will recognise only one State Association in each State as the controlling body responsible for ensuring the efficient administration of Polocrosse in the whole of that State in accordance with the Objects. State Associations must be legal entities.
- (b) Unless otherwise determined by the Company and subject always to **clause 5.2**, at the time of adoption of this Constitution, the first Member States of the Company will be those entities which are currently recognised by the Company as the State Association in their respective State.
- (c) Each Member State will:
 - (i) have objects that align with those of the Company as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - (ii) effectively promulgate and enforce the Constitution and Policies of the Company;
 - (iii) at all times act for and on behalf of the interests of the Company, the Members and Polocrosse;
 - (iv) be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time;
 - (v) provide the Company with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;

- (vi) provide the Company with copies of its business plans and budgets from time to time and within 14 days of request by the Directors;
- (vii) be bound by this Constitution and the Policies;
- (viii) act in good faith and loyalty to maintain and enhance the Company and Polocrosse, its standards, quality and reputation for the collective and mutual benefit of the Members and Polocrosse;
- (ix) at all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database of all Sub-Associations, Clubs, officials and Members registered with it in accordance with the Policies and provide a copy to the Company upon request from time to time by the Directors in such means as may be required;
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Polocrosse and its maintenance and development; and
- (xii) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, assist the Company in investigating those issues and cooperate with the Company in addressing those issues in whatever manner, including by:
 - (A) allowing the Company to appoint an administrator to conduct and manage its business and affairs; or
 - (B) allowing the Company itself to conduct all or part of the business or affairs of the relevant Member State,

and on such conditions as the Company considers appropriate.

(d) Constitutions of Member States

- (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
- (ii) The constituent documents and any proposed amendments to the constituent documents of each Member State shall be subject to the approval of the Company.
- (iii) It shall be the duty of the Company to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Member States provided that the said constituent documents and proposed amendments conform to this Constitution or the Policies.
- (iv) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.

- (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of that inconsistency.
- (vi) The constituent documents of a Member State must require the Member State to:
 - (A) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
 - (B) assist the Company in investigating those issues; and
 - (C) cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Company considers appropriate.
- (e) The Directors may develop and implement Policies which may set out the membership criteria to be met by Member States and the privileges and benefits of Member State membership in addition to those set out in this Constitution.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Company on an individual for longstanding and valued service to Polocrosse in Australia.
- (b) Any Member State may forward a proposed nomination to the Directors for the Board's consideration.
- (c) On the nomination of the Directors, any individual may be elected as a Life Member at any General Meeting of the Company by Special Resolution, subject to an application being completed in accordance with **clause 5.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) the categories of Life Membership which exist;
 - (ii) the criteria to be met by each category of Life Member; and
 - (iii) the privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) Subject to **clause 5.2**, at the time of adoption of this Constitution, the first Life Members of the Company shall be the persons listed in Schedule 1 to this Constitution.

5.5 Affiliate Members

- (a) Only a legal entity may become an Affiliate Member.
- (b) In order to become an Affiliate Member, a legal entity must submit an application accompanied by an up-to-date copy of that legal entity's constituent documents.
- (c) Affiliate Membership may be granted by the Directors in respect of an application made under **clause 5.5(b)** on such terms and conditions as the Directors may see fit.
- (d) Affiliate Membership may be suspended or cancelled by the Directors provided that the Directors comply with the procedure set out in the relevant Policy.
- (e) The Policies will set out:
 - (i) the categories of Affiliate Membership that exist;
 - (ii) the criteria to be met by each category of Affiliate Member;
 - (iii) the privileges and benefits of each category of Affiliate Member in addition to those set out in this Constitution; and
 - (iv) the procedure for suspending or cancelling Affiliate Membership.
- (f) Subject to **clause 5.2**, at the time of adoption of this Constitution, the first Affiliate Members of the Company shall be those persons recorded in the minutes of the relevant meeting.

5.6 Member Sub-Associations, Member Clubs and Individual Members

- (a) No individual, Club or Sub-Association shall become an Individual Member, Member Club or Member Sub-Association respectively except in accordance with this **clause 5.6**. The Company may at its discretion refuse to accept a person as an Individual Member, Club or Sub-Association and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 5.6(a)**, a:
 - (i) Registered Club Member or Registered Official may apply to become an Individual Member of the Company;
 - (ii) a Club may apply to become a Member Club of the Company; and
 - (iii) a Sub-Association may apply to become a Member Sub-Association of the Company.

and is subject to the provisions of this Constitution.

- (c) In addition to the effect of membership set out in **clause 5.2**, an Individual Member, a Member Club and a Member Sub-Association must comply with this Constitution and the Policies and support the Company and the Objects.
- (d) An Individual Member, Member Club or Member Sub-Association is entitled to any benefits of membership prescribed to apply to Individual

Members, Member Clubs or Member Sub-Associations respectively in the Policies.

5.7 General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership of the Company is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Polocrosse, or both.

5.8 Limited Liability

Members have no liability in that capacity except as set out in **clause 26**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies;
- (d) a body corporate being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
 - (i) in the case of Members who are not Member States, that Member no longer meeting the requirements for membership according to **clause 5**; and
 - (ii) in the case of Members who are Member States, that Member ceasing to be a Member in accordance with **clause 8**.

6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a Member by giving 14 days written notice to the Directors. Where a Member State seeks to resign as a Member the written notice must be accompanied by a copy of the resolution

passed by the Member State's members resolving that the Member State resign from the Company.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.

7.2 Policies

- (a) The Directors may make a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Company (or a Member State or Affiliate Member); and
 - (B) disputes between Members relating to the conduct or administration of Polocrosse;
 - (ii) for the discipline of Members;
 - (iii) for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) for the termination of Members.
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Polocrosse, or both; or
 - (iii) prejudiced the Company or Polocrosse or brought the Company or Polocrosse or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.

- (c) During investigatory or disciplinary proceedings under this **clause 7**, a respondent may participate in Polocrosse pending the determination of

such proceedings (including any available appeal) unless the Directors decide continued participation is not appropriate having regard to the matter at hand.

- (d) The Directors may include in any Policy or Policies a final right of appeal to an independent body outside the control of Polocrosse.

8. TERMINATION OF MEMBERSHIP OF MEMBER STATE

8.1 Sanctions for Discipline of Member States

Without limiting matters that may be referred to in the Policies, any Member State that is determined by the Directors to have acted in a manner set out in **clause 7.2(b)** shall be liable for the sanctions set out in that Policy, including termination of a Member's membership of the Company (which shall only take place in accordance with the procedure set out in this **clause 8**).

8.2 Termination of Membership of Member States

- (a) No recommendation can be made by the Directors under this **clause 8** unless all avenues of appeal available to the relevant Member State under the Policies have been exhausted.
- (b) Subject to compliance with **clause 8.2(a)** (and the Policies), the Directors may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Directors under **clause 8.2(b)**, a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) Where the membership of a Member State is terminated in accordance with this **clause 8.2**, the Directors may admit another body, which meets the requirements in **clause 5.3(a)**, as the Member State to represent the relevant State.

9. FEES AND SUBSCRIPTIONS

9.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

9.2 Non-Payment of Fees

Subject to **clause 9.3**, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears greater than 90 days.

9.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

10. GENERAL MEETINGS

10.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

10.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

10.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with **clause 24** and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the NEO will request from Voting Members:
 - (i) notices of motions; and

- (ii) nominations for Directors and the Chairperson,

which must be received no less than 28 days prior to the AGM.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4 No other business

Unless as permitted under the Corporations Act, no business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Members; or
- (c) a court.

10.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

10.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and

- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

10.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 12.8** or the Corporations Act.

10.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

10.10 Representative or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member State to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member State notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

10.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

11. RIGHT TO APPOINT REPRESENTATIVE

11.1 Right to appoint Corporate Representative

- (a) In accordance with the Corporations Act, each Voting Member is entitled to appoint by notice in writing to the Company Secretary an individual as their Corporate Representative to attend General Meetings, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings subject to any restrictions on the Corporate Representative's powers imposed by the Member.
- (b) To be eligible as a Corporate Representative of a Voting Member a person must be a Registered Club Member and comply with this Constitution.
- (c) A Voting Member may appoint more than one Corporate Representative but, without prejudice to **clause 11.3(g)**, only one Corporate

Representative may exercise the Voting Member's powers at any one time.

11.2 Right to appoint Proxy Representatives

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint up to two individuals as their Proxy Representatives to attend the meeting in their place in accordance with the Corporations Act.
- (b) The appointment of a Proxy Representative may be revoked by the appointing Voting Member at any time by notice in writing to the Company.
- (c) A Proxy Representative must be a Registered Club Member.

11.3 Form of proxy

The instrument appointing a Proxy Representative may be in form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act and is:

- (a) signed by or on behalf of the Member making the appointment; and
- (b) contains the following information:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the Proxy Representative's name or the name of the office held by the Proxy Representative; and
 - (iv) the meetings at which the appointment may be used or whether the appointment is a standing appointment.
- (c) The proxy form must provide for the Member to vote for or against each resolution and may provide for abstention to be indicated.
- (d) An instrument appointing a Proxy Representative may specify the manner in which the Proxy Representative is to vote in respect of a particular resolution. Where it does so, the Proxy Representative is not entitled to vote on the resolution except as specified in the instrument. A Proxy Representative may vote as the Proxy Representative thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- (e) No instrument appointing a Proxy Representative is treated as invalid merely because:
 - (i) it does not contain the address of the appointor or Proxy Representative;
 - (ii) it is not dated; or
 - (iii) in relation to any or all resolutions, it does not contain an indication of the manner in which the Proxy Representative is to vote.
- (f) Where the instrument does not indicate the name of the Proxy Representative, the instrument is treated as given in favour of the Chairperson of the General Meeting.

- (g) A Proxy Representative is entitled to attend, vote and taking part in a General Meeting, notwithstanding the representation of the appointing Member by a Corporate Representative at that General Meeting provided the total number of votes exercised by the Representatives of a Member does not exceed the number of votes to which the appointing Member is entitled.

11.4 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company.

11.5 Lodgement of proxy or attorney documents

- (a) A Proxy Representative or attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy Representative or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company:
 - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

11.6 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on an attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.

- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a Representative may be a standing appointment — that is, the appointment remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a Proxy Representative may provide for the Chairperson to act as Proxy Representative in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) If a Representative is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the Representative direct the Representative to vote on the resolution in different ways, then the Representative must not vote on a show of hands taken on the resolution.

12. PROCEEDINGS AT GENERAL MEETING

12.1 Number for a quorum

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is four.

12.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

12.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

12.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Members then present shall constitute a quorum.

12.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.

- (b) If a General Meeting is convened and there is no Chairperson, or the Chairperson is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
- (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

12.6 Conduct of General Meetings

- (a) The Chairperson:
- (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 12.6** is final.

12.7 Adjournment of General Meeting

- (a) The Chairperson may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

12.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution or as otherwise required by this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

12.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

12.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

12.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

12.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

12.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

12.15 Electronic voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

13. VOTES OF MEMBERS

13.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 13.1**.
- (b) Each Member State will receive one vote for every 300 Playing Registered Club Members (or part thereof) whose Member Club is located in the relevant state or territory, subject to a maximum of three votes per Member State and a minimum of one vote per Member State. For the avoidance of doubt, a particular Member State will receive:
 - (i) one vote if it has between 1 - 300 Playing Registered Club Members, inclusive;
 - (ii) two votes if it has between 301 – 600 Playing Registered Club Members, inclusive; and
 - (iii) three votes if it has 601 or more Playing Registered Club Members inclusive.
- (c) The number of Playing Registered Club Members for a particular Member State shall be determined based on the average annual number of Playing Registered Club Members registered at a Member Club in the applicable state or territory for the previous three calendar years. Playing Registered Club Members registered at a Member Club located in the Australian Capital Territory are treated as part of the New South Wales Member State for the purpose of this **clause 13**.
- (d) The number of Playing Registered Club Members of a Member State for a particular calendar year is taken to be the number of Playing Registered Club Members registered by the Company a members of Member Clubs located in the relevant state or territory on 31 December of that year.
- (e) A Member State may apply to the Company to have a calendar year disregarded in the calculation of its number of Playing Registered Club Members under **clause 13.1(c)** if it can demonstrate that there were significant influences outside of the control of the Member State which impacted the number of Playing Registered Club Members registered with Member Clubs in the relevant state or territory.
- (f) An application under **clause 13.1(d)** must be approved by resolution, provided that the Member State making the application is not entitled to vote on the resolution unless all other Member States agree.
- (g) No Member other than Member States shall be entitled to vote at General Meetings.

13.2 Transitional provisions

- (a) At the date of adoption of this Constitution, the number of Playing Registered Club Members for each Member State will be deemed to be:
- (i) for Queensland, 939 Playing Registered Club Members;
 - (ii) for New South Wales, 1138 Playing Registered Club Members;
 - (iii) for Victoria, 233 Playing Registered Club Members;
 - (iv) for Tasmania, 116 Playing Registered Club Members;
 - (v) for South Australia, 86 Playing Registered Club Members;
 - (vi) for Western Australia, 418 Playing Registered Club Members; and
 - (vii) for Northern Territory, 139 Playing Registered Club Members,
- (2021 Numbers)**
- (b) Until 31 December 2022, the number of Playing Registered Club Members for each Member State will be deemed to be equal to the relevant total in the 2021 Numbers for the relevant Member State.
- (c) For the 2023 calendar year, the number of Playing Registered Club Members for each Member State will be deemed to be equal to the average of the number of Playing Registered Club Members registered with Member Clubs located in the relevant state or territory as at 31 December 2022 (**2022 Numbers**) and the 2021 Numbers for the relevant Member State.
- (d) For the 2024 calendar year, the number of Playing Registered Club Members for each Member State will be deemed to be equal to the average of the number of Playing Registered Club Members registered with Member Clubs located in the relevant state or territory as at 31 December 2023 (**2023 Numbers**), the 2022 Numbers and the 2021 Numbers for the relevant Member State.

13.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 13.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

14. DIRECTORS

14.1 Number of Directors

- (a) There must be not less than five Directors and not more than seven Directors.
- (b) The Board must comprise:
 - (i) up to 5 Elected Directors, elected in accordance with **clause 14.4**, of whom one is to be the Chair; and
 - (ii) up to 2 Appointed Directors appointed in accordance with **clause 14.10**.

14.2 Transitional provisions

- (a) The First Elected Directors are:
 - (i) Graham Lane (Chair);
 - (ii) Drew Gurney;
 - (iii) Susan Rose;
 - (iv) Sandra Weston; and
 - (v) Charles Brook.
- (b) The First Appointed Director is Gillian Meppem.

14.3 Eligibility

- (a) For the period from the date of this Constitution a person who:
 - (i) is an employee of the Company, the IPC, a Member State or an Affiliate Member; or
 - (ii) holds an Official Position with a Member State or an Affiliate Member; or
 - (iii) was a Director of the Company and **clause 14.8** applies; or
 - (iv) was NEO of the Company at any time within the period beginning three years prior to the date of their proposed appointment or election as a Director,

(each a **disqualifying position**) may not, subject to clause 14.3(c), hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 2 months.

- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 14.8**.
- (e) The Directors may determine position or role descriptions for Director positions.

14.4 Election of Elected Directors

- (a) Subject to **clause 14.3**, nominees for Elected Director positions on the Board must meet the qualifications prescribed from time to time by the Board.
- (b) Nominees for Elected Director (including the Chair) positions on the Board must declare any position they hold in a Member State, including as office bearer, director, Representative or paid appointee. If the nominee is elected they must resign from any such position in the Member State within 2 months of being elected to the Board.
- (c) The NEO shall call for nominations for Elected Directors (including the Chair) 45 days before the date of the Annual General Meeting. All Member States shall be notified of the call for nominations.
- (d) Nominations for Elected Directors (including the Chair) must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by a Member State (or a Member State Representative);
and
 - (iv) certified by the nominee (who must be a Member) expressing their willingness to accept the position for which they are nominated.
- (e) Nominations must be received by the NEO at least 28 days prior to the Annual General Meeting.
- (f) Nominees must provide written consent to become a Director prior to their election in accordance with the Corporations Act.
- (g) At a General Meeting:
 - (i) at which an Elected Director (including the Chair) retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director (including the Chair),

there will be a vote of the Members conducted in accordance with this **clause 14.4** to fill the vacancy by electing someone to that office.

- (h) 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 as Elected Directors if they are elected by Super-majority vote conducted by secret ballot in such manner as the Chair directs. If the nominees are not elected as Elected Directors (including the Chair) or if there are vacancies to be filled, further nominations for Elected Directors (including the Chair) shall be called at the Annual General Meeting from the floor.

- (i) If the number of nominations for Elected Directors exceeds the number of vacancies to be filled, a secret ballot shall be taken in such manner as the Chair directs. No candidate may be elected as an Elected Director (including the Chair) unless that candidate has received a Super-majority of votes cast in the secret ballot.

14.5 Term of office of Directors generally

- (a) Subject to **clauses 14.2, 14.6, 14.7, 14.8 and 14.9**, an Elected Director will hold office for a term of two years.
- (b) Where an Elected Director is appointed at an AGM, their two year term of office is taken to end at the end of the second AGM following the AGM in which they were appointed.
- (c) The two year term of each First Elected Director is taken to end at the end of the AGM held:
 - (i) in 2022, in the case of Sandra Weston and Charles Brook; and
 - (ii) in 2023, in the case of Graham Lane, Drew Gurney, and Susan Rose.
- (d) The Chair 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.
- (e) The Board may adjust the terms of Elected Directors to ensure rotational terms in accordance with **clause 14.5(b)**, such that approximately half the Elected Directors retire each year.

14.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 14.8**, is eligible for re-election.

14.7 Elected Director elected at General Meeting

- (a) Subject to **clauses 14.7(b), 14.8 and 14.12**, an Elected Director elected under **clause 14.4** takes office at the end of the meeting at which they are elected for a period of two years.
- (b) An Elected Director elected under **clause 14.9** is elected for the remainder of the term of office for the position that they are filling.

14.8 Maximum consecutive years in office for Directors

- (a) A Director must not serve more than ten consecutive years as a Director, including where one or more of the years is as an Appointed Director.
- (b) For the purpose of **clause 14.8(a)**, where service:
 - (i) by a person as a Director under this Constitution is for a period less than two years:
 - (A) if the service is less than one year, it will be treated as one full year;

- (B) if the service is between one year and two years, it will be treated as two full years; and
- (ii) by a person as a director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be treated as service towards **clause 14.8(a)**, rounded up to the nearest full year.
- (c) A Director who has served the maximum number of years in accordance with **clause 14.8(a)** shall not be eligible to be a Director for two years following the completion of their maximum term.

14.9 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 14.13**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 14.9(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re- election.

14.10 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to two persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the "Appointed Directors". The first Appointed Directors are set out in **clause 14.2(b)**.
- (b) Appointed Directors do not need to be Members.
- (c) Appointed Directors must declare any position they hold in a Member State, including as an office bearer, director, Representative or a paid appointee, and must resign from any such position within 3 months of being elected to the Board.
- (d) Subject to **clauses 14.8** and **14.12**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (e) A person may only serve six consecutive years as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 14.8**, are otherwise eligible to be elected to an Elected Director position.
- (f) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 14.13**) in the rank of the Appointed Directors on whatever terms the Directors decide.

14.11 Remuneration of Directors

A Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director;

- (b) subject to the approval of the Company by ordinary resolution, provided with an ex-gratia payment; and
- (c) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

14.12 Removal of Director

- (a) A Director may be removed by the Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 14.12(a)** cannot be re-appointed as a Director within three years of their removal.

14.13 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 14.12**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Company;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 14.3** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Directors' meetings without leave of absence from the Directors; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

14.14 Alternate Director

A Director cannot appoint an alternate.

15. POWERS AND DUTIES OF DIRECTORS

15.1 Directors to manage the Company

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

15.2 Specific powers of Directors

Without limiting **clause 15.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

15.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

15.4 Appointment of attorney

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

15.5 Provisions in power of attorney

A power of attorney granted under **clause 15.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

15.6 Delegation of powers

- (a) Without limiting **clause 18.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the NEO or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

15.7 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

16. PROCEEDINGS OF DIRECTORS

16.1 Directors meetings

- (a) Subject to **clause 16.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

16.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

16.3 Chair's casting vote

The Chair of the meeting will not have a casting vote.

16.4 Quorum

Four Directors present in person constitutes a quorum.

16.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

16.6 Convening meetings

- (a) A Director may, and the NEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate any thing done (including the passing of a resolution) at a meeting of Directors.

16.7 Election of Chairperson

- (a) The Chairperson must be elected in accordance with **clause 14.4**.
- (b) Despite **clause 16.7(a)**, if:
 - (i) there is no person elected as Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson is unwilling to act,the Directors present may elect one of their number to be chair of the meeting.

16.8 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 16.8(a)** and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

16.9 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

16.10 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter, and must absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.

- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The NEO shall maintain a register of declared interests.

16.11 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

17. TELECOMMUNICATION MEETINGS OF THE COMPANY

17.1 Telecommunication Meeting

- (a) A General Meeting or a Directors' meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 17**.

17.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce their presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

18. EXECUTIVE OFFICER

18.1 Appointment of NEO

The Directors shall appoint a NEO.

18.2 Powers, duties and authorities of NEO

- (a) The NEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the NEO are subject at all times to the control of the Directors.

18.3 Suspension and removal of NEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the NEO from that office.

18.4 Delegation by Directors to NEO

The Directors may delegate to the NEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the NEO.

18.5 NEO to attend meetings

The NEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

19. COMPANY SECRETARY

19.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

19.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

19.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

20. COMMITTEES

20.1 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

20.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

20.3 Committee meetings

Unless otherwise determined by the Directors, Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

21. POLICIES

21.1 Making and amending Policies

- (a) In addition to Policies made under **clause 7.2**, the Directors may from time to time make Policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those Policies.
- (b) The Policies referred to in **clauses 7.2** and **21.1(a)** take effect 7 days after the service of the Policy on the Member and shall be of force and effect on that date.

21.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;

- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

22. INSPECTION OF RECORDS

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

23. ACCOUNTS

23.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

23.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

24. SERVICE OF DOCUMENTS

24.1 Document includes notice

In this **clause 24**, document includes a notice.

24.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

24.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the registered office of the Company;
- (b) by sending it by post to the registered office of the Company; or
- (c) by sending it to a facsimile number or electronic address nominated by the Company.

24.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

24.5 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

25. INDEMNITY

25.1 Indemnity of officers

- (a) This **clause 25** applies to every person who is or has been:
 - (i) a Director, NEO or Company Secretary of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "**Indemnified Officer**" for the purposes of the rest of **clause 25**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or of a related body corporate of the Company,

unless:

- (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

25.2 Insurance

The Company will pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability

that the Indemnified Officer incurs as an officer of the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

25.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 25.1** on the terms the Directors think fit (as long as they are consistent with **clause 25**).

26. WINDING UP

26.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

26.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

**Schedule 1 -
Life Members (at date of adoption of Constitution)**

- Les Fraser;
- Robyn Fraser;
- Edward (Gill) Mathie;
- Bill McCutcheon; and
- Norm Woodhouse.