



*Vision: To Be The Leading Polocrosse Nation And Expand The Family Sport Of Polocrosse World Wide*

# 2023 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM

**Polocrosse Australia Limited**  
ACN 657 299 664

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## EXPLANATORY NOTES

These explanatory notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying notice of annual general meeting of the Company to be held at The Commercial Club, 618 Dean St, Albury NSW 2640 on Thursday 20 April 2023 at 10:00 am (AEST).

### 1. Financial statements and reports

Due to the change of the organisation to the company, Polocrosse Australia Limited, two audited reports are provided. The Financial & Auditors Report for Polocrosse Association of Australia Inc during the period of 1 January 2022 to 16 February 2022 and the Financial & Auditors Report for Polocrosse Australia Limited, during the period of 17 February 2022 to 31 December 2022 for the financial year ended 31 December 2022.

The reports and other documents referenced at order of business number 2 in the Agenda are available on the Polocrosse Australia Limited website, accessible via the following link: <https://www.polocrosse.org.au/>.

There is no requirement either in the Corporations Act or in the Company's constitution for members to approve the financial report, the directors' report, the auditor's report or minutes from previous meetings. Members will be given the opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

### 2. Election /Re-election of directors

Susan Rose is to retire by rotation at the end of the annual general meeting. She was nominated for re-appointment as Elected Director by the Queensland Polocrosse Association.

Brian Johnson was nominated for appointment as an Elected Director by the Polocrosse Association of Tasmania.

As an appointed director, Michael Templeton's tenure will conclude at the end of the annual general meeting. He was nominated for appointment as an Elected Director and Chair by Polocrosse Association of Tasmania.

Members are reminded that the maximum number of Elected Directors permitted by the Company's Constitution is 5.

Please note the Constitution provides for a secret ballot process for the election of Elected Directors (which the Chairperson intends to run with the help of a scrutineer and witness in a manner similar to that employed in 2022).

The scrutineer will be advised by the Chair in the meeting. Voting slips will be issued to the State Members in attendance, and those attending by video conference will be asked to text the scrutineer their votes. The Voting Members have the following number of votes:

<b>Member State</b>	<b>Votes</b>
Queensland Polocrosse Association	3
Polocrosse Association of New South Wales	3
Victorian Polocrosse Association	1
Polocrosse Association of Tasmania	1
Polocrosse Association of South Australia	1
Polocrosse Association of Western Australia	2
Northern Territory Polocrosse Association	1

A Super-majority vote is passed if at least sixty per cent (60%) of the votes cast in relation to a particular resolution are in favour. If all votes are cast on a resolution, a Super-majority vote requires at least 8 votes to pass.

### **3. Ex-Gratia payments**

The amount of each ex-gratia payment proposed is the same as the amount of the equivalent honorarium approved by Polocrosse Australia in its 2022 annual general meeting.

No Director, including the President, may be paid an ex-gratia payment unless approved by a general meeting of the Company.

### **4. Notice of Motion**

New South Wales Polocrosse Association submitted a notice of motion to amend the current Polocrosse Australia Code of Conduct, the suggested wording has been provided.

### **5. Further information**

The directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of annual general meeting.

The directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial or legal adviser before making any decision in relation to the proposed resolutions.

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## ATTENDANCE & VOTING ENTITLEMENT NOTICE

### 6. In Person

Members may attend the AGM in person at the date, time and place specified in the annual general meeting notice. Prior registration is not required.

Each Voting Member is entitled by notice in writing to the Company Secretary to appoint an individual as their Corporate Representative to attend, 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, Corporate Representatives of a Voting Member must be a Registered Club Member to be eligible to vote.

### 7. By Proxy

If you would like to appoint a Proxy Representative to attend the AGM and vote on your behalf, please refer to the enclosed Proxy Form. Please note that:

- a. A Voting Member entitled to attend and vote is entitled to appoint up to two individuals as their Proxy Representatives.
- b. Where more than one Proxy Representative is appointed, a Voting Member must specify in the forms of proxy how many votes or what proportion of votes of the Voting Member each proxy may exercise.
- c. Forms of proxy must be lodged via email at [neo@polocrosse.org.au](mailto:neo@polocrosse.org.au) or at Unit 3, Park Avenue Mosman NSW 2088 or at least 48 hours prior to the meeting.

### 8. By Webcast

In the interests of maximising member involvement and information, the Company has decided to provide a webcast accessible to all members via use of which members will be able to view, listen, speak and, for voting members, vote at the meeting.

Access to the webcast link will be provided to all Members via <https://us06web.zoom.us/j/85152579267>

By order of the Board:



Graham Lane  
Chair  
29 March 2023