



To lead the sustainable growth of polocrosse in Australia

2024 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM

Polocrosse Australia Limited
ACN 657 299 664

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 Best Western Airport Motel & Convention Centre, 33 Ardlie St, Attwood, VIC 3049 on Saturday 23 March 2024 at 10:00 am (AEDT).

1. Financial statements and reports

The Financial and Auditors Report for Polocrosse Australia Limited for the financial year ended on 31 December 2023.

The Directors' Report for Polocrosse Australia Limited for the financial year ending on 31 December 2023.

These reports and other documents referenced at order of business number 3 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 and Auditors Report, the Directors' 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

Charles Brook and Sandra Weston are to retire by rotation at the end of the annual general meeting. Charles Brooke was nominated for re-appointment as Elected Director by the Queensland Polocrosse Association. Sandra Weston has not nominated for re-appointment.

As there were insufficient nominations received to fill all vacancies on the Board, further nominations for Elected Directors shall be called at the Annual General Meeting from the floor.

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 2023).

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:

Member State	Votes
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 eight votes to pass.

No candidate may be elected as an Elected Director unless the candidate has received a Super-majority of votes cast.

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 2023 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. Further information

The directors are not aware of any other information 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.

ATTENDANCE & VOTING ENTITLEMENT NOTICE

5. 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.

6. By Proxy

If Voting Members would like to appoint a Proxy Representative to attend the AGM and vote on their 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 or at Unit 3, Park Avenue Mosman NSW 2088 or at least 48 hours prior to the meeting.

7. 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/81954114088>

By order of the Board:



Mick Templeton
Chair
Polocrosse Australia
29 February 2024