



Polocrosse Australia



CONSTITUTION UPDATE

EXPLANATORY
MEMORANDUM

2025

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1. Introduction

- 1.1 During Polocrosse Australia's (PA) six monthly meeting with State and Territory Associations (SSO) to be held on 22 November 2025, a special annual general meeting will be held.
- 1.2 During this special annual general meeting, the voting members will be asked to consider a proposal to approve special resolutions in order to adopt a new Constitution (New Constitution) to replace the current Constitution (Current Constitution).
- 1.3 This explanatory memorandum explains the reason for the proposal to members and the nature and effect of provisions of the New Constitution that differ to those in the Current Constitution.

2. Background

- 2.1 Since its establishment, PA has been committed to promoting, developing, and administering the game of polocrosse in Australia across all levels from grassroots participation to international competition.
- 2.2 Over time, PA's role has evolved significantly. The organisation now manages a wide range of programs, partnerships, and strategic initiatives, including the delivery of national championships, high-performance programs, coach and umpire accreditation, integrity and welfare frameworks, and alignment with the Australian Sports Commission's governance principles.
- 2.3 In order to reflect and support PA's continued commitment to best practice governance, transparency, and sustainability, the Board has undertaken a comprehensive review of the Current Constitution. This review was guided by the Australian Sports Commission, legal advice, and in consultation with SSO since November 2024.
- 2.4 The review identified opportunities to modernise the Constitution to ensure it:
 - (a) reflects current legislative and governance standards;
 - (b) supports a modern, skills-based Board structure;
 - (c) clarifies membership classes and voting rights;
 - (d) aligns with PA's strategic priorities; and
 - (e) positions the organisation for future growth and national representation.

3. What is proposed

- 3.1 The Board proposes that PA adopt a New Constitution that:
 - (a) aligns with modern governance standards and ASIC best practice for not-for-profit sporting organisations;
 - (b) updates the objects of PA to reflect its current purpose and strategic direction;
 - (c) simplifies and clarifies voting rights to ensure equity and transparency;

- (d) refines the composition of the Board to ensure a balance of member-elected and skills-based appointed Directors;
 - (e) establishes a Nominations Committee to support transparent and consistent Board recruitment processes; and
 - (f) enables the use of modern technology to conduct meetings, voting, and member communications.
- 3.2 Annexure A provides a detailed summary of the proposed constitutional amendments, outlining the purpose of each change, the specific amendments proposed, and the rationale supporting them.
- 3.3 PA will host an information session at two different times for any members of the polocrosse community to attend if they wish;
- (a) Sunday 9 November 2025 at 5.00pm AEDT
 - (b) Wednesday 12 November at 8.00pm AEDT

4. How it would be implemented

- 4.1 PA voting members, the SSO, will be asked at the special annual general meeting to pass the proposed constitutional changes via special resolutions. This means 60% of the votes held by members present and entitled to vote must be in favour of each resolution, in order for the changes to be adopted.
- 4.2 The proposed resolutions at the special annual general meeting will be subject to and will take effect from, satisfaction of the requirements of the Act.
- 4.3 Once these processes have been finalised, PA will confirm the outcome with all members within 10 days. This will either be:
- (a) confirmation of all necessary approvals have been obtained for the successfully passed resolutions, a copy of the updated New Constitution and confirmation the constitution is 'live'; or
 - (b) that the necessary approvals have not been obtained and the Current Constitution continues to apply.

Annexure A – Summary of proposed constitutional amendments and rationale

This table outlines each proposed amendment to the constitution, grouped where relevant clauses align in purpose and outcome.

	Clause(s)	Purpose	Change proposed	Rationale
1	5.4	To clarify eligibility and recognition requirements for life membership.	Clause 5.4 is amended by inserting a new paragraph (f) and renumbering the existing paragraph (f) as paragraph (g).	Retains the current nomination and approval process but allows for posthumous recognition, ensuring valued contributors can be recognised after their passing.
2	7.2	To clarify and expand the scope of policies that may be adopted by the directors.	Clause 7.2 is amended by including the words “investigation and reporting” within subclause (i) and inserting a new subclause (iii) for referral of matters to an independent tribunal, with subsequent renumbering.	Aligns the policy framework with Sport Integrity Australia and the National Sports Tribunal model, providing clearer processes for investigation, discipline, appeals, and dispute management.
3	13.1	To simplify and clarify the voting process for members.	Clause 13.1 is amended by making changes to simplify the voting system.	Replaces the previous scaled voting model with a simple one-vote-per-state system, ensuring equality and transparency across member states.
4	13.2 and 14.2	To remove outdated transitional provisions that no longer apply.	Clauses 13.2 and 14.2 are deleted in their entirety.	Removes legacy provisions that referenced the transition from association to company structure; these are no longer relevant.
5	14.1 and 14.10	To update board composition and appointment provisions.	Clauses 14.1 and 14.10 are amended by making changes to the board structure.	Updates the board to comprise four elected and three appointed directors (increased from two), providing a balanced and skills-based governance model consistent with ASC best-practice guidelines.
6	14.3(f), 16.7 and 20.1	To embed gender balance and inclusivity principles across governance roles.	Clause 14.3 is amended by inserting a new paragraph (f); clauses 16.7 and 20.1 are amended to reflect gender-balance requirements.	Introduces an explicit commitment to gender balance in director eligibility, the appointment of the chair and deputy chair, and board committees, reflecting modern diversity and inclusion standards.
7	New clause – nominations committee	To establish an independent nominations committee.	The constitution is amended by inserting a new clause establishing a nominations committee.	Creates a transparent, merit-based process for director recruitment through an independent committee comprising an independent chair, a member representative, and a director representative.
8	14.5 and 14.8	To refine director term and rotation provisions.	Clauses 14.5 and 14.8 are amended to extend terms of office and formalise staggered rotations.	Extends director terms from two to three years and introduces staggered rotations to ensure continuity, maintain institutional knowledge, and support board succession.

9	15.7 and 15.8	To clarify terms of office and introduce obligations around governance conduct.	Clause 15.7 is amended and a new clause 15.8 is inserted.	Adds explicit reference to the board charter and code of conduct, clarifying director accountability, performance review, and delegation responsibilities.
10	New clause – finance audit risk (FAR) committee	To establish a Finance Audit Risk (FAR) committee.	The constitution is amended by inserting a new clause relating to the Finance Audit Risk (FAR) committee.	Establishes a committee to oversee financial reporting, risk management, and compliance, improving accountability and financial governance.
11	Multiple clauses (throughout)	To modernise outdated terminology.	The constitution is amended throughout to replace outdated terms, including “telecommunication” with “virtual” and “facsimile” with “email”.	Modernises terminology to reflect current communication technology and practices for meetings, notices, and correspondence.
Note	1.1 - Definitions and interpretations (consequential)	To update and modernise the list of definitions and interpretation provisions.	Clause 1.1 is amended to include new definitions for virtual meeting, nominations committee, finance audit and risk (FAR) committee, and super-majority, and to clarify interpretation for electronic communication and gender-inclusive language.	These amendments are consequential to the adoption of other resolutions. The updated definitions will only take effect if the related clauses establishing the new committees, terms, and technology references are approved. This ensures internal consistency throughout the constitution and that only relevant definitions are adopted.