



Polocrosse Australia



ANNUAL GENERAL MEETING

EXPLANATORY
MEMORANDUM

2026

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1. Introduction

- 1.1 The following information is provided to Members of Polocrosse Australia Limited ACN 657 299 664 (**PA** or **Company**) in connection with the business to be considered at the Annual General Meeting to be held at The Terrace Hotel, 208 South Terrace, Adelaide, South Australia on Saturday 21 March 2026 at 9:00 am (local time).
- 1.2 During the 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 has been prepared to explain the reason for the proposal to members and provides members with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Polocrosse Australia (PA).

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

Adoption of New Constitution 1

- 3.1 The Board proposes that PA adopt a New Constitution 1 to comply with the Australian Sports Commission's (ASC) Sports Governance Standards that:
 - (a) aligns with modern governance standards and ASIC best practice for not-for-profit sporting organisations;

- (b) refines the composition of the Board to ensure a balance of member-elected and skills-based appointed Directors;
 - (c) establishes a Nominations Committee to support transparent and consistent Board recruitment processes; and
 - (d) enables the use of modern technology to conduct meetings, voting, and member communications.
- 3.2 A copy of the New Constitution 1 is attached at **Annexure A** to the Notice of Annual General Meeting. A mark-up showing changes to the existing Constitution is attached at **Annexure B** to the Notice of Annual General Meeting.

Adoption of New Constitution 2

- 3.3 If the resolution to adopt the New Constitution 1 is passed, the Board proposes that PA considers approving further changes to the New Constitution 1 that simplifies and clarifies voting rights to ensure equity and transparency, consistent with the ASC's National Sports Organisation (**NSO**) model constitution.
- 3.4 A copy of the New Constitution 2 is attached at **Annexure C** to the Notice of Annual General Meeting. A mark-up showing changes to the New Constitution 1 is attached at **Annexure D** to the Notice of Annual General Meeting.

Summary of the proposed amendments to the Constitution

- 3.5 Annexure A provides a detailed summary of the proposed constitutional amendments in each of the New Constitution 1 and New Constitution 2, outlining the purpose of each change, the specific amendments proposed, and the rationale supporting them.
- 3.6 This Explanatory Memorandum does not set out all changes proposed to the existing Constitution. The Board encourages each member to review the proposed amendments to the Constitution carefully to understand the changes to the governance practices that will apply from adoption of the New Constitution.

4. How it would be implemented

- 4.1 PA voting members, the SSOs, will be asked at the annual general meeting to pass the proposed constitutional changes via special resolutions. Under section 136 of the Corporations Act 2001 (*Cth*) (**Act**), PA may modify or repeal its constitution by special resolution. A special resolution will be put to a vote in accordance with the existing rules of PA's constitution.
- 4.2 The proposed resolutions at the 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 resolution or resolutions, a copy of the updated New Constitution and confirmation it is 'live'; or
 - (b) that the necessary approvals have not been obtained and the Current Constitution continues to apply.

5. Financial statements and reports

- 5.1 The Financial and Auditors report for Polocrosse Australia Limited for the financial year ended on 31 December 2025.
- 5.2 The Directors' report for Polocrosse Australia Limited for the financial year ending on 31 December 2025.
- 5.3 These reports and other documents referenced in the agenda are available on the Polocrosse Australia website, accessible via the following link:
<https://www.polocrosse.org.au/>.
- 5.4 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.

6. Election /re-election of directors

- 6.1 Rebecca Brennan is to retire by rotation at the end of the annual general meeting.
- 6.2 Rebecca Brennan was nominated for re-appointment as an elected director by the Polocrosse Association of New South Wales.
- 6.3 Phillip Day was nominated for appointment as elected director by the Queensland Polocrosse Association.
- 6.4 Please note if Resolution 1 is passed, there will be one (1) vacancy for an elected director to be filled. If resolution 1 is not passed, there will be two (2) vacancies for elected directors to be filled.
- 6.5 Please note the Constitution provides for a secret ballot process for the election of elected directors (which the chairperson intends to run via online application Election Runner, similar to that employed in 2025).
- 6.6 The members have the following number of votes:

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

- 6.7 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.

- 6.8 No candidate may be elected as an elected director unless the candidate has received a super-majority of votes cast.

7. Ex-gratia payments

- 7.1 The amount of each ex-gratia payment proposed is the same as the amount of the equivalent honorarium approved by Polocrosse Australia in its 2025 annual general meeting.
- 7.2 No director, including the president, may be paid an ex-gratia payment unless approved by a general meeting of the Company.

8. In person

- 8.1 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.
- 8.2 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.

9. By proxy

- 9.1 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 PO Box 12, Holbrook, NSW, 2644 at least 48 hours prior to the meeting.

10. Further information

- 10.1 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.
- 10.2 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.

Annexure A - Summary of proposed constitutional amendments and rationale

New Constitution 1

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	5.3(b), 5.5(f) and 14.2	To remove outdated transitional provisions that no longer apply.	Clauses 5.3(b), 5.5(f) 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.
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	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.
5	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. ASC requires the board appoint a Chair and Deputy Chair (as opposed to Members).
6	New clause 14.3 - 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.
7	14.5, 14.7 and 14.8	To refine director term and rotation provisions.	Clauses 14.5, 14.7 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.

8	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.
9	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.
10	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 and finance audit and risk (FAR) committee, and to clarify interpretation for electronic communication and gender-inclusive language.	These amendments are consequential to the adoption of other amendments to the constitution.

New Constitution 2

	Clause(s)	Purpose	Change proposed	Rationale
1	11.1, 11.2, 11.3(g)	To align each Voting Member's right to appoint representatives to the NSO model Constitution. appointment of Corporate Representatives (if a proxy has not been appointed) and	Clause 11.1 is amended so each Voting Member may appoint multiple Corporate Representatives to attend General Meetings, so long as it has not appointed a proxy. Clause 11.3(g) is deleted in its entirety.	Changes are to align with the simple one-vote-per-state system.
2	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.
3	13.2	To remove outdated transitional provisions that no longer apply.	Clause 13.2 is deleted in its entirety.	Removes legacy provisions that referenced the transition from association to company structure; these are no longer relevant.