

CONSTITUTION

of

**POLOCROSSE ASSOCIATION OF
SOUTH AUSTRALIA INCORPORATED**

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CONSTITUTION
of
POLOCROSSE ASSOCIATION OF
SOUTH AUSTRALIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is Polocrosse Association of South Australia Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1. In this Constitution, unless the contrary intention appears:-

“**Act**” means the Associations Incorporation Act 1985 of the State of South Australia;

“**Affiliate Member**” means an individual who is an umpire, referee, coach or other official, who is associated with the Association but who is not an Individual Member;

“**Annual General Meeting**” means the annual general meeting of the Association held in accordance with the provisions of clause 23;

“**Appointed Director**” means a Director appointed pursuant to the provisions of clause 15;

“**Association**” means Polocrosse Association of South Australia Incorporated;

“**Association Official**” means an officer (however described and including a Director) of the Association;

“**Association President**” means the person who, for the time being, holds the office of president pursuant to clause 13.1.1;

“**Association Vice-President**” means the person who, for the time being, holds the office of vice-president pursuant to clause 13.1.2;

“**Association Secretary**” means the person who, for the time being, holds the position of secretary pursuant to the provisions of clause 18;

“**Association Treasurer**” means the person who, for the time being, holds the position of treasurer pursuant to the provisions of clause 19;

“**Auditor**” means the person who, for the time being, holds the position of auditor pursuant to clause 34.1;

“**Australian Polocrosse Rules**” means the rules relating to the game of polocrosse, promulgated by the National Association and for the time being in force;

“**Board**” means the body consisting of the Directors;

“**Bulletin**” means a bulletin referred to in clause 39.4;

“Business Day” means a day other than a Saturday, a Sunday or a day which is a public holiday in South Australia;

“clause” means a clause of this Constitution;

“Club” means a polocrosse club which is a Member, or is otherwise affiliated with the Association, either directly or through a Region;

“Club Official” means an officer (however described) of a Club;

“Constitution” means this Constitution of the Association (as amended and in force from time to time);

“Corporations Act” means the Corporations Act 2001 of the Commonwealth of Australia;

“Delegate” means a person appointed from time to time to act for and on behalf of a Region or a Club and to represent the Region or Club at General Meetings;

“Director” means a member of the Board, and includes any person acting in that capacity from time to time who is appointed in accordance with this Constitution;

“Elected Director” means a Director elected to any of the positions referred to in clauses 13.1.1, 13.1.2, and 13.1.3;

“Financial Year” means the year ending on the 30th day of June next following the date of incorporation of the Association, and thereafter the period of one (1) year commencing on the 1st day of July in each year;

“General Meeting” means the Annual General Meeting or any Special General Meeting of the Association;

“Individual Member” means a registered and financial member of a Club, or a natural person who is otherwise recognised by the Association as an Individual Member;

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks or signs, logos, designs, equipment (including computer software), images (including photographs, videos and films) and service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia;

“Life Member” means an individual appointed as a Life Member of the Association under clause 5.2;

“Member” means a member for the time being of the Association under clause 5;

“National Association” means the Polocrosse Association of Australia;

“National Association’s Constitution” means the constitution (including any regulations or rules made thereunder), as amended and for the time being in force, of the National Association;

“Objects” means the objects of the Association set out in clause 3;

"Ordinary Director" means a Director elected to one of the positions referred to in clauses 13.1.3 and 13.2;

"Player" means any playing member of a Club who is registered, or who is required to be registered, as a player entitled to take part in competition matches being played under the auspices of the Association;

"Player Representative" means a person referred to in clause 31.13;

"Public Officer" means the officer of the Association required to be appointed under Section 56 of the Act;

"Regulations" means any Regulations made by the Board under clause 39;

"Region" means a polocrosse regional association which is a Member, or which is otherwise affiliated with the Association;

"Regional Official" means an officer (however described) of a Region;

"Register" means the Register of Members referred to in clause 7;

"Seal" means the common seal of the Association;

"Special General Meeting" means a General Meeting, as defined by clause 23.2;

"Special Resolution" means a special resolution, as defined in the Act;

"Sport" means the sport of polocrosse;

"State Chief Umpire" means the person who, for the time being, holds the position referred to in clause 13.1.4;

"State Coaching Director" means the person who, for the time being, holds the position referred to in clause 13.1.5;

"State Chairman of Gradings" means the person who, for the time being, holds the position referred to in clause 20;

"Tribunal" means the Tribunal referred to in clause 31.1;

"Tribunal Chief Commissioner" means the Tribunal Chief Commissioner referred to in clause 31.2;

"Tribunal Deputy Commissioner" means a Tribunal Deputy Commissioner referred to in clause 31.2;

"Tribunal Member" means any one of the Tribunal Chief Commissioner, the Tribunal Deputy Commissioners and those persons for the time being appointed as Tribunal Proxy Commissioners; and

"Tribunal Proxy Commissioner" means a person appointed pursuant to clause 31.3;

2.2. Interpretation

In this Constitution:-

- 2.2.1. a reference to a function includes a reference to a power, authority, and duty;
- 2.2.2. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- 2.2.3. words importing the singular include the plural and vice versa;
- 2.2.4. words importing any gender include all other genders;
- 2.2.5. a reference to a person includes a corporation and a body corporate;
- 2.2.6. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority have jurisdiction); and
- 2.2.8. a reference to "writing" shall, unless the contrary intention appears, be construed as a reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3. **Severance**

If any provision of this Constitution, or any phrase contained in it, is invalid or unenforceable, the provision or phrase is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4. **The Act**

Except where the contrary intention appears, an expression in this Constitution, which deals with a matter under the Act, has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. **OBJECTS OF THE ASSOCIATION**

3.1. **Aims**

The Association aims to provide a safe and exciting family horse sport accessible to all South Australians, and the Association is therefore established solely for the Objects.

3.2. **Objects**

The Objects of the Association are as follows:-

- 3.2.1. to participate as a member of the National Association, so that the Sport can be conducted, encouraged, promoted, advanced and

administered in South Australia;

- 3.2.2. to conduct, encourage, promote, advance and administer the Sport throughout South Australia, and in particular:-
 - 3.2.2.1. to control the Sport in South Australia (subject always to the provisions of this Constitution and of the National Association's Constitution);
 - 3.2.2.2. to promote, teach, stimulate, encourage and further the interests of the Sport; and
 - 3.2.2.3. to deal with all matters which concern the betterment of the Sport and the interests of Members;
- 3.2.3. to ensure the maintenance and enhancement of the Association, the National Association, the Members and the Sport, its standards, quality and reputation for the benefit of the Sport and the Members;
- 3.2.4. at all times to promote mutual trust and confidence between the Association, the National Association and the Members in pursuance of these Objects;
- 3.2.5. at all times to act on behalf of, and in the interests of, the Sport and the Members in South Australia;
- 3.2.6. to promote the economic and community service success, strength and stability of the Association, the Sport and the Members in South Australia;
- 3.2.7. to affiliate and otherwise liaise with the National Association and to adopt its rule and policy framework to further these Objects and the Sport;
- 3.2.8. to use and to protect the Intellectual Property;
- 3.2.9. to apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- 3.2.10. to strive for government, commercial and public recognition of the Association as the controlling body for the Sport in South Australia;
- 3.2.11. to abide by, and to promulgate, enforce and secure uniformity in the application of, the rules of the Sport as may be determined from time to time by the National Association and as may be necessary for the management and control and betterment of the Sport and related activities in South Australia;
- 3.2.12. to advance the operations and activities of the Association throughout South Australia, and in particular:-
 - 3.2.12.1. promote the formation of Regions for the purpose of localising the management of the sport of polocrosse provided always that any Region must affiliate with the Association and with the National Association; and
 - 3.2.12.2. to promote the formation of Clubs to enable members of

those Clubs to play the Sport, provided always that all Clubs must affiliate with the Association and agree (as a condition precedent to affiliation) that the Club will abide by the National Association's Constitution;

- 3.2.13. to develop the Sport into an organised sporting institution and, with these Objects in view:-
 - 3.2.13.1. to encourage, promote and hold polocrosse competitions, carnivals, exhibitions, games, matches and other activities;
 - 3.2.13.2. to handicap and to grade players and Clubs from time to time, should the Association deem it necessary, and to register Club colours; and
 - 3.2.13.3. to issue badges, medallions and certificates and to award trophies to successful Clubs and Members;
- 3.2.14. to review and/or to determine any matters relating to the Sport which may arise, or be referred to the Association, by any Region Club or Member;
- 3.2.15. to recognise any penalty imposed by any Region, Club or Member;
- 3.2.16. to act as arbiter (as required) in relation to all matters pertaining to the conduct of the Sport in South Australia, including disciplinary matters;
- 3.2.17. to pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Sport in South Australia;
- 3.2.18. to adopt and to implement such policies as may be developed by the National Association, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- 3.2.19. to represent the interests of its Regions, Clubs and Members and of the Sport generally in any appropriate forum in South Australia;
- 3.2.20. to have regard to the public interest in its operations;
- 3.2.21. to do all that is reasonably necessary to enable these Objects to be achieved and to enable Regions, Clubs and Members to receive the benefits which these Objects are intended to achieve;
- 3.2.22. to promote the health and safety of Members and all other participants in the Sport in South Australia;
- 3.2.23. to seek and to obtain improved facilities for the enjoyment of the Sport in South Australia; and
- 3.2.24. to undertake and to do all such things or activities which are necessary, incidental or conducive to the advancement and attainment of these Objects.

4. **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under Section 25 of the Act, the legal capacity and powers of a company as set out under Section 124 of the Corporations Act.

5. **MEMBERS**

5.1. **Categories of Members**

The Members of the Association shall consist of:-

- 5.1.1. Regions, which, subject to this Constitution, shall be represented by a Delegate, who shall have the right to receive notice of General Meetings and to be present, to debate and to vote on behalf of the Region at General Meetings;
- 5.1.2. Clubs, which, subject to this Constitution, shall be represented by a Delegate, who shall have the right to receive notice of General Meetings and to be present, to debate and to vote on behalf of the Club at General Meetings;
- 5.1.3. Life Members, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but who shall have no voting rights;
- 5.1.4. Individual Members, Affiliate Members and the Directors, who shall have the right to be present at General Meetings, but who shall have no right to debate or to vote at General Meetings; and
- 5.1.5. such new or other categories of Members as may be established by the Board, provided always that any new category of Member established by the Board shall have no voting rights, unless first approved by the Association in General Meeting.

5.2. **Life Members**

5.2.1. **Board may make recommendation**

The Board may recommend to the Annual General Meeting that any natural person, who has rendered distinguished service to the Association or to the Sport the advancement of the Sport in South Australia), be appointed as a Life Member.

5.2.2. **Special Resolution required**

A resolution of the Annual General Meeting, to confer life membership (subject to clause 5.2.3) on the recommendation of the Board, must be a Special Resolution.

5.2.3. **Acceptance of resolution**

The Association's resolution to confer Life Membership upon a person must be accepted in writing by that person. Upon the Association receiving from a person his written acceptance of that resolution, that person's details shall be entered upon a register of

Life Members, and, from the time of entry on that register, the person shall be a Life Member.

5.2.4. **Rejection of resolution**

If the Association's resolution to confer Life Membership upon a person is rejected in writing by that person, or if that person fails to accept the resolution within six (6) months of the date when it was passed, the resolution shall lapse.

5.3. **Individual Members and Affiliate Members**

A person must be at least eighteen (18) years of age, before being eligible to be an Individual Member or an Affiliate Member.

6. **AFFILIATION**

6.1. **Regions and Clubs**

6.1.1. **Entity to be incorporated**

In order for a Region or a Club to be, or to remain, eligible for membership, that Region or Club must be incorporated, or be in the process of incorporation. This process must be complete within one (1) year of applying for membership under this Constitution.

6.1.2. **Rights during period when entity unincorporated**

During such period of time as the Region or Club is not incorporated, the secretary of any such unincorporated Region or Club shall be deemed to be the Member (on behalf of the unincorporated entity), and shall be entitled to exercise the same voting and other rights, and shall have the same obligations and shall follow such procedures on behalf of the unincorporated Region or Club, as incorporated Members, to the extent to which this is possible.

6.1.3. **Disputes**

Any dispute or uncertainty, as to the application of this Constitution to an incorporated Region or Club, shall be resolved by the Board in its sole discretion.

6.1.4. **Failure of entity to incorporate**

Failure of the Region or Club to incorporate within the period stated in clause 6.1.1 shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. Upon such expulsion, the unincorporated entity shall not be entitled to re-apply for membership until it has become incorporated.

6.2. **Application for affiliation**

An application for affiliation must:-

6.2.1. be in writing, on the form (if any) prescribed from time to time by the

Board, from the applicant or from its nominated representative, and be lodged with the Association;

6.2.2. be accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution), and by a copy of the applicant's register of members;

6.2.3. be accompanied by the appropriate fee (if any); and

6.2.4. be accompanied by details of the full name, full residential and postal addresses, date of birth and other contact details of each person who, if the application is accepted, will be a Delegate of the applicant.

6.3. **Eligibility for appointment as a Delegate**

A person, who is nominated as a Delegate, must be:-

6.3.1. at least eighteen (18) years of age; and

6.3.2. a registered and financial member of a Club at the time of nomination as a Delegate.

6.4. **Discretion to accept or to reject application**

6.4.1. **Association may accept or reject application**

The Association may accept or reject an application, whether the applicant has complied with the requirements set out in clauses 6.1 and 6.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

6.4.2. **Acceptance of application**

Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Association Secretary shall, as soon as practicable after such acceptance, amend the Register accordingly.

6.4.3. **Rejection of application**

Where the Association rejects an application, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

6.5. **Re-affiliation**

6.5.1. **Annual re-affiliation**

Regions and Clubs must re-affiliate annually with the Association, in accordance with the procedures set down by the Association in the Regulations from time to time.

6.5.2. **Requirements upon re-affiliation**

Upon re-affiliation, a Region or a Club must lodge with the

Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association. Each Region and Club must ensure that its constitution is amended to conform with any amendments made to this Constitution and/or to the National Association's Constitution.

6.6. Deemed membership

6.6.1. Prior members

All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.

6.6.2. Entities to provide information

Regions and Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution, within one (1) month of the approval of this Constitution under the Act.

6.6.3. Prior members to carry on functions

Any members of the Association prior to the approval of this Constitution under the Act, who are not deemed Members under clause 6.6.1 shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1. Association to keep Register

The Association shall keep and maintain a register in which shall be entered (as a minimum):-

- 7.1.1. the full name, address, category of membership and date of entry to membership of each Region and Club;
- 7.1.2. the full name, address and date of entry to membership of each Director and Life Member;
- 7.1.3. where applicable, the date of termination of membership of any Region or Club; and
- 7.1.4. the full name, full residential and postal addresses, date of birth and other contact details of each Delegate, and the date of his appointment as Delegate and the Region or Club which he represents.

Regions, Clubs, Directors and Life Members shall provide notice of any change in required details to the Association, within one (1) month of such change.

7.2. **Inspection of Register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3. **Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects in such manner as the Board shall consider appropriate.

8. **EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:-

- 8.1. this Constitution constitutes a contract between each of them and the Association, and that they are bound by this Constitution and by the Regulations and by the National Association's Constitution (and any regulations made thereunder);
- 8.2. they will comply with and observe this Constitution and the Regulations and any determination, resolution or policy, which may be made or passed by the Board or by any other entity with delegated authority;
- 8.3. by submitting to this Constitution and Regulations, they are subject to the jurisdiction of the Association and of the National Association;
- 8.4. the Constitution and Regulations are necessary and reasonable for promoting the Objects, and particularly the advancement and protection of the Sport in South Australia; and
- 8.5. they are entitled to all benefits, advantages, privileges and services of Association Membership.

9. **DISCONTINUANCE OF MEMBERSHIP**

9.1. **Notice of resignation**

9.1.1. **Member may resign**

A Member, having paid all arrears of fees payable to the Association, may resign or withdraw from membership of the Association by giving one (1) month's notice in writing to the Association of such resignation or withdrawal.

9.1.2. **Region or Club must pass special resolution**

A Region or a Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without the prior approval of a special resolution of the Region or Club. A copy of the relevant minutes of the Region or Club meeting, showing that the special resolution has been passed by the Region or Club, must be provided to the Association.

9.1.3. **Membership of Individual Members**

If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations.

9.1.4. **Entry in Register**

Upon the Association receiving notice of resignation of membership given under clause 9.1.1 or clause 9.1.2, an entry in the Register shall be made, recording the date, on which the Member who or which gave notice, ceased to be a Member.

9.2. **Discontinuance for breach**

9.2.1. **Breach of Constitution**

Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or of the Regulations, including (but not limited to) the failure to pay any monies owed to the Association and failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or by any duly authorised committee.

9.2.2. **Member to have opportunity to explain and remedy**

Membership shall not be discontinued by the Board under clause 9.2.1 without the Board first giving the accused Member the opportunity to explain the breach and/or to remedy the breach.

9.2.3. **Written notice to be given**

Where a Member fails, in the Board's view, adequately to explain the breach, that Member's membership shall be discontinued under clause 9.2.1 by the Association giving written notice of the discontinuance to the Member.

9.2.4. **Register to be amended**

The Register shall be amended, to reflect any discontinuance of membership under clause 9.2.1, as soon as practicable.

9.3. **Discontinuance for failure to re-affiliate**

Membership of the Association may be discontinued by the Board, if a Region or Club has not re-affiliated with the Association within one (1) month of re-affiliation falling due. The Register shall be amended, to reflect any discontinuance of membership under this clause 9.3, as soon as practicable.

9.4. **Member to re-apply**

A member, whose membership has been discontinued under clause 9.2.1 or clause 9.3:-

9.4.1. must seek renewal, or re-apply for membership, in accordance with this Constitution; and

9.4.2. may be re-admitted at the discretion of the Board.

9.5. Forfeiture of rights

A member, who or which ceases to be a member for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not thereafter use any property of the Association (including Intellectual Property). Any Association documents, records or other property, which are in the possession, custody or control of that Member, shall be returned to the Association immediately. Where a Region or Club ceases to be a Member, it shall also forfeit all representation rights on the Board and at General Meetings.

9.6. Delegate position lapses

The position of Delegate shall lapse immediately on cessation of membership of a Region or of a Club.

9.7. Membership may be reinstated

Membership, which has been discontinued under this clause 9, may be reinstated, at the discretion of the Board, with such conditions as the Board deems appropriate.

9.8. Refund of membership fees

Membership fees or subscriptions, which have been paid by the discontinued Member, may, upon discontinuance of membership, be refunded on a pro-rata basis to the member.

10. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any other fees or levies payable by Members to the Association, and the time for and manner of payment of any such subscriptions, fees and levies, shall be as determined by the Board.

11. EXISTING DIRECTORS

11.1. Members of governing body

The members of the administrative or governing body (by whatever named called) of the Association, who are in office immediately prior to the approval of this Constitution under the Act, shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this Annual General Meeting, the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

11.2. Secretary

The person, who is known as and is appointed to the position of Association Secretary (or similar title) immediately prior to the approval of this Constitution under the Act, shall continue in that position following such approval, subject to any contractual arrangements.

12. POWERS OF THE BOARD

Subject to the Act and to this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board, as the governing body for the Sport in South Australia shall be responsible for acting on State and local issues in accordance with the Objects, and shall operate for the benefit of the Members and the community throughout South Australia, and shall govern the Sport in South Australia in accordance with this Constitution and the Objects.

13. BOARD OF DIRECTORS

13.1. Composition of the Board

The Board shall comprise:-

13.1.1. the Association President;

13.1.2. the Association Vice-President;

13.1.3. such number of Ordinary Directors as shall be determined pursuant to clause 13.2;

13.1.4. the State Chief Umpire;

13.1.5. the State Coaching Director,

all of whom shall be elected under clause 14.3, and

13.1.6. not more than two (2) Appointed Directors (who may be appointed under clause 15).

13.2. Number of Ordinary Directors

The number of Ordinary Directors shall be determined on the basis that there shall be one (1) position of Ordinary Director for each Region and Club which is a Member as at the date when nominations are called pursuant to clause 14.1.1.

13.3. Eligibility for election as Director

A person, who is nominated for appointment to any of the positions referred to in clauses 13.1.1, 13.1.2, 13.1.3, 13.1.4 and 13.1.5 must be:-

13.3.1. at least eighteen (18) years of age;

13.3.2. an Individual Member at the time of nomination;

13.3.3. in the case of a nominee for the position of State Chief Umpire, a person who is, at the time of nomination, an umpire who is accredited in accordance with the National Association's umpires scheme; and

13.3.4. in the case of a nominee for the position of State Coaching Director, a person who is, at the time of nomination, a Level 2 coach who is accredited pursuant to the National Association's coaching scheme.

A Delegate is eligible for election to any of these positions.

13.4. Eligibility for appointment as Director

A person, who is nominated for appointment as a Director under clause 13.1.6:-

13.4.1. must be at least eighteen (18) years of age; and

13.4.2. need not be an Individual Member at the time of nomination.

A Delegate is eligible for appointment as a Director.

13.5. Portfolios

The Board may allocate portfolios to directors.

14. ELECTED DIRECTORS

14.1. Nominations

14.1.1. Nominations for the positions referred to in clauses 13.1.1, 13.1.2, 13.1.3, 13.1.4 and 13.1.5 shall be called not less than twenty-eight (28) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Subject to the provisions of clauses 13.3.3 and 13.3.4, qualifications and job descriptions shall be determined by the Board from time to time.

14.1.2. A nominee for a position must declare in the nomination form:-

14.1.2.1. his date of birth; and

14.1.2.2. any position which he holds in a Region or a Club, including as an officer (however described, including as a Delegate) or as a full-time employee.

14.2. Form of nomination

Nominations must be:-

14.2.1. in writing;

14.2.2. on the prescribed form (if any) provided by the Association for that purpose;

14.2.3. signed by a Delegate;

14.2.4. certified by the nominee, expressing his willingness to accept the position for which he is nominated; and

14.2.5. delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting.

14.3. Elections

14.3.1. Number of nominations equals or is less than vacancies

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, those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.

14.3.2. Insufficient nominations

If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under clause 14.3.1, any position not filled will be deemed a casual vacancy under clause 16.1.

14.3.3. Voting papers

If the number of nominations exceeds the number of vacancies to be filled, voting papers, containing the names of the candidates in alphabetical order, shall be prepared for each vacancy on the Board.

14.3.4. Manner of voting

Voting shall be conducted in such manner, and by such method, as may be determined by the Board from time to time.

14.4. Term of appointment for Elected Directors

14.4.1. Term

Directors elected under this clause 14 shall be elected for a term of three (3) years. Subject to the provisions in this Constitution relating to earlier retirement or the removal of Directors, Elected Directors shall remain in office from the conclusion of the Annual General Meeting, at which the election occurred, until the conclusion of the third Annual General Meeting next following.

14.4.2. Retirements by rotation

Two (2) Elected Directors shall retire in each of the two (2) years next following the adoption of this Constitution. In the third year next following the adoption of this Constitution, all remaining original Elected Directors shall retire. Subject to that, two (2) Elected Directors, being those who have been longest in office, shall retire in each year.

14.4.3. Sequence of retirement to be determined by Board

The sequence of retirement under clause 14.4.2, to ensure rotational terms, shall be determined by the Board. In the absence of any determination by the Board, the sequence will be determined by lot.

14.4.4. Maximum number of consecutive terms

Following the adoption of this Constitution, no person, who has

served as an elected Director for a period of four (4) consecutive full terms, shall be eligible for election as an Elected Director until the next Annual General Meeting following the date of the conclusion of his last term as Elected Director.

15. APPOINTED DIRECTORS

15.1. Appointment of Directors

The Elected Directors may appoint not more than two (2) Appointed Directors.

15.2. Qualifications for Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally, or such other skills which complement the composition of the Board. An Appointed Director need not be an Individual Member, but must be a natural person. A Delegate is eligible to be appointed as an Appointed Director.

15.3. Term of appointment

15.3.1. Term

Appointed Directors may be appointed by the Elected Directors under this Constitution for a term of three (3) years, which shall commence from the Board meeting held after the Annual General Meeting in each year until after the conclusion of the third Annual General Meeting next following.

15.3.2. Rotation

Appointed Directors may be appointed to ensure rotational terms, which coincide with the rotational terms of the Elected Directors.

15.3.3. Adjustment of term

Any adjustment to the term of Appointed Directors appointed under this Constitution, which is necessary to ensure rotational terms under this Constitution, shall be determined by the Board.

15.3.4. Maximum number of consecutive terms

Following the adoption of this Constitution, no person, who has served as an Appointed Director for a period of three (3) consecutive full terms, shall be eligible for appointment as an Appointed Director until after the next Annual General Meeting following the date of conclusion of his last term as an Appointed Director.

16. VACANCIES ON THE BOARD

16.1. Casual vacancies

Any casual vacancy, which occurs in the position of Director, may be filled by the remaining Directors from amongst appropriately qualified persons. A person, who fills a casual vacancy, shall hold office during the remainder of the term for which his predecessor was elected or appointed (as the case

may be) under this Constitution.

16.2. **Grounds for termination of office of Director**

In addition to the circumstances in which the office of a Director shall become vacant by virtue of the Act, the office of a Director shall become vacant if the Director:-

- 16.2.1. dies;
- 16.2.2. becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- 16.2.3. becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 16.2.4. resigns his office in writing to the Association;
- 16.2.5. is absent, without the consent of the Board, from meetings of the Board held during a period of six (6) months;
- 16.2.6. holds any office of employment with the Association;
- 16.2.7. is directly or indirectly interested in any contract or proposed contract with the Association, and fails to declare the nature of that interest to the Board;
- 16.2.8. in the opinion of the Board, but subject always to this Constitution:-
 - 16.2.8.1. has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - 16.2.8.2. has brought the Association into disrepute;
- 16.2.9. is removed by Special Resolution; or
- 16.2.10. would otherwise be prohibited from being a director of a corporation under the Corporations Act.

16.3. **Board may Act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

17. **MEETINGS OF THE BOARD**

17.1. **Board to meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business, and shall meet at least as often as is required under the Act. Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit. A Director may, at any time, convene a meeting of the Board, to be held within a reasonable time.

17.2. Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes, and a determination of a majority of the Directors shall, for all purposes, be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairman may exercise a casting vote. If the chairman does not exercise a casting vote, the motion will be lost.

17.3. Resolutions not in meeting

17.3.1. Form of resolution

A resolution in writing, signed or assented to by any facsimile, email or other form of visible or electronic communication by all the Directors for the time being present in Australia, shall be as valid and effectual as if it has been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more of the Directors.

17.3.2. Manner of holding meeting

Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:-

- 17.3.2.1. all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously, whether by means of telephone or other form of communication;
- 17.3.2.2. notice of the meeting is given to all the Directors entitled to notice, in accordance with the usual procedures agree upon or laid down from time to time by the Board or by this Constitution, and such notice specifies that Directors are not required to be present in person;
- 17.3.2.3. if a failure in communications prevents clause 17.3.2.1 from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors is present at the place where the meeting is deemed by virtue of the other provisions of this clause 17.3.2 to be held, the meeting shall be suspended until clause 17.3.2.1 is again satisfied. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and
- 17.3.2.4. any meeting held, where one (1) or more of the Directors is not physically present, shall be deemed to be held at the place specified in the notice of meeting provided that a director is there present and, if no director is there present, the meeting shall be deemed

to be held at the place where the chairman of the meeting is located.

17.4. Quorum = 6

At meetings of the Board, the number of Directors whose presence is required to constitute a quorum is a number which is one (1) more than a majority of the total number of Directors for the time being holding office.

17.5. Notice of Board meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence), not less than fourteen (14) days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

17.6. Chairman

The Association President shall be the chairman, and he shall act as chairman of any Board meeting or General Meeting at which he is present. If the Association President is not present, or is unwilling or unable to preside, at a Board meeting or at a General Meeting, the Association Vice-President shall preside as chairman for that meeting only. If both the Association President and the Association Vice-President are not present, or if both are unwilling or unable to preside, at a Board meeting or at a General Meeting, the remaining Directors shall appoint another Director to preside as chairman for that meeting only.

17.7. Directors' interests

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested, and is disqualified by contracting with the Association either as vendor, purchaser or otherwise, except with the approval of an express resolution of the Board to that effect. Any such contract, or any contract or arrangement entered into by or on behalf of the Association, in which any Director is in any way interested, will be void, unless approved by an express resolution of the Board.

17.8. Conflict of interest

A Director must declare his interest in any:-

- 17.8.1. contractual matter;
- 17.8.2. selection matter;
- 17.8.3. disciplinary matter;
- 17.8.4. dispute; or
- 17.8.5. financial matter

in which a conflict of interest on the part of that Director arises or may arise. The Director shall, unless otherwise determined by the Board, absent himself from discussions of such matter, and shall not be entitled to vote in respect of

such matter. If, notwithstanding this prohibition, the Director votes, his vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and to refrain from voting, the issue should be immediately determined by a vote of the Board. If that is not possible, the matter must be adjourned or deferred.

17.9. Disclosure of interest

17.9.1. Disclosure of interest to Board

The nature of the interest of a Director, to whom clause 17.8 applies, must be declared by that Director at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the nature of the interest must be declared at the first meeting of the Board after the acquisition of that interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

17.9.2. Disclosure of interest to Annual General Meeting

All disclosed interests must also be disclosed to each Annual General Meeting, in accordance with the Act.

17.10. General disclosure

A general notice, that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company, is sufficient declaration under clause 17.9 as regards such Director and those transactions. After such general notice is given, it is not necessary for such a Director to give a special notice, relating to any particular transaction with that firm or company.

17.11. Recording disclosures

Any declaration made and any disclosure or any general notice given by a Director, in accordance with clauses 17.8, 17.9 and/or 17.10, must be recorded in the minutes of the relevant meeting.

18. ASSOCIATION SECRETARY

18.1. Appointment of Association Secretary

An Association Secretary shall be appointed by the Board for such term and on such conditions as the Board thinks fit.

18.2. Association Secretary to act as Public Officer

The Association Secretary shall act as and carry out the duties of executive officer and Public Officer of the Association, and shall administer and manage the Association in accordance with the Act and this Constitution.

18.3. Specific duties

The Association Secretary must:-

- 18.3.1. co-ordinate the correspondence of the Association;
- 18.3.2. prepare the agenda for all Board meetings and General Meetings;
- 18.3.3. record and prepare minutes of the proceedings of all Board meetings and General Meetings, and use his best endeavours to distribute those minutes to Regions and Clubs promptly after the date of the meeting;
- 18.3.4. maintain the Register in accordance with the Act;
- 18.3.5. unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, other than those required by clause 19.6 to be in the custody of the Association Treasurer;
- 18.3.6. regularly report on the activities of, and issues relating to, the Association; and
- 18.3.7. perform any other duties imposed by this Constitution on the Association Secretary.

18.4. **Board power to manage**

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Association Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Association Secretary or of the Board, which would have been valid if that resolution had not been passed.

18.5. **Association Secretary may employ personnel**

The Association Secretary may, in consultation with the Board as appropriate, employ such personnel as are deemed necessary or appropriate from time to time, and such appointments shall be for such period and on such conditions as the Association Secretary determines.

19. **ASSOCIATION TREASURER**

19.1. **Appointment of Association Treasurer**

An Association Treasurer shall be appointed by the Board for such term and on such conditions as the Board thinks fit.

19.2. **Specific duties**

The Association Treasurer must:-

- 19.2.1. receive all monies paid to or received by the Association, and issue receipts for those monies in the name of the Association;
- 19.2.2. pay all monies received into the account of the Association, within five (5) working days after receipt;
- 19.2.3. make any payments authorised by the Board, or by a General

Meeting of the Association, from the Association's funds; and

- 19.2.4. ensure that cheques, drawn on behalf of the Association, are signed by him and by the Association President or the Association Secretary, or by any two other Directors authorised by the Board.

19.3. Records to be kept in accordance with the Act

The Association Treasurer must ensure that the accounting records of the Association are kept in accordance with the Act.

19.4. Preparation of annual accounts

The Association Treasurer must co-ordinate the preparation of the Association's annual statement of accounts.

19.5. Submission of reports to Board

If directed to do so by the Association President, the Association Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.

19.6. Custody of records

The Association Treasurer shall have the care, custody and control of all securities, books and documents of a financial nature and accounting records of the Association, unless the Members resolve otherwise at a General Meeting.

19.7. Other duties

The Association Treasurer must perform any other duties imposed by this Constitution on the Association Treasurer.

20. STATE CHAIRMAN OF GRADINGS

20.1. Appointment of State Chairman of Gradings

A State Chairman of Gradings shall be appointed by the Board for such term and on such conditions as the Board thinks fit.

20.2. Eligibility for appointment as State Chairman of Gradings

The State Chairman of Gradings must be:-

- 20.2.1. at least eighteen (18) years of age;
- 20.2.2. an Individual Member; and
- 20.2.3. a person who is experienced in the grading (by expertise and other relevant qualifications) of polocrosse players.

20.3. Specific duties

The State Chairman of Gradings must correlate the information, relating to the grading of Players, which is received from Club grading officers. Players must be graded according to their ability as polocrosse players, in accordance with

such rules and practices as shall apply to the Sport (whether pursuant to the Australian Polocrosse Rules and/or the Regulations or otherwise) from time to time.

20.4. **Publication of Gradings**

The Association must publish all gradings of Players in such manner as the Board determines from time to time.

21. **DELEGATIONS**

21.1. **Board may delegate functions**

The Board may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board shall determine from time to time. In exercising its power under this clause, the Board must take into account broad Member involvement.

21.2. **Delegation by instrument**

The Board may, in the instrument establishing the delegation, delegate such functions as are specified in the instrument, other than:-

21.2.1. this power of delegation; and

21.2.2. a function imposed on the Board or on the Association Secretary or on the Association Treasurer by the Act or by any other law, or by this Constitution or by resolution of the Association in General Meeting.

21.3. **Delegated function exercised in accordance with terms**

A function, the exercise of which has been delegated under this clause, may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

21.4. **Procedure of delegated entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 17. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions, and shall provide any other reports, minutes and information as the Board may require from time to time.

21.5. **Delegation may be conditional**

A delegation, under this clause, may be made subject to such conditions or limitations, as to the exercise of any function or at the time or in circumstances, as may be specified in the delegation.

21.6. **Revocation of delegation**

The Board may, by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any

decision made by such body or person under this clause.

22. **SEAL**

22.1. **Seal**

The Association shall have a Seal upon which its corporate name shall appear in legible characters.

22.2. **Custody of Seal**

The Seal must be kept in the custody of the Association Secretary, or in the custody of any other person determined by the Board from time to time.

22.3. **Use of Seal**

The Seal must not be used without the express authorisation of the Board, and every use of the Seal must be recorded in the minute book of the Association. The affixing of the Seal must be witnessed by any two (2) of the following:-

- 22.3.1. the Association President;
- 22.3.2. the Association Secretary; and
- 22.3.3. the Association Treasurer.

22.4. **Seal Register**

The Association Secretary shall establish and maintain a Seal Register, in which the Association Secretary must record the following information in respect of each use of the Seal:-

- 22.4.1. the date on which the Seal is used;
- 22.4.2. the nature of the document or instrument, to which the Seal is affixed;
- 22.4.3. the names of the parties to that instrument or document; and
- 22.4.4. the names of the Directors who witnessed the affixing of the Seal.

23. **ANNUAL GENERAL MEETING**

23.1. **Holding of Annual General Meeting = with in 5months of financial year**

An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution, on a date and at a venue to be determined by the Board.

23.2. **Annual General Meeting is not Special General Meeting**

All General Meetings, other than the Annual General Meeting, shall be Special General Meetings, and shall be held in accordance with this Constitution.

24. **SPECIAL GENERAL MEETINGS**

24.1. **Special General Meetings may be held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association, and where, but for this clause, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

24.2. **Requisition of Special General Meeting**

24.2.1. **Requisition of Members**

The Association Secretary shall, on the requisition in writing of Members, convene a Special General Meeting.

24.2.2. **Form and content of requisition**

The requisition for a Special General Meeting shall state the object or objects of the meeting, and shall be signed by the Members making the requisition, and shall be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

24.2.3. **Meeting to be held within one month**

If the Association Secretary does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting, which shall be held not later than three (3) months after that date on which the requisition is sent to the Association.

24.2.4. **Manner of convening meeting**

A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible in the same manner, as that in which meetings are convened by the Board.

25. **NOTICE OF GENERAL MEETING**

25.1. **Notice of meeting to be given**

Notice of every General Meeting shall be given to every Region, Club, Life Member and other Member entitled to receive notice, at the address appearing in the Register of Members kept by the Association. The Directors and the Auditor shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled, as of right, to receive notices of General Meetings.

25.2. **Content of notice**

A notice of a General Meeting shall specify the day and hour of the meeting, and the place at which the meeting is to be held, and shall state the business to be transacted at the meeting.

25.3. Period of notice and other documents

At least twenty one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:-

25.3.1. the agenda for the meeting;

25.3.2. any notice of motion received from Members entitled to vote; and

25.3.3. forms of authority in blank for proxy votes.

25.4. Manner of giving notice

Notice of every General Meeting shall be given in the manner authorised in clause 43.

26. BUSINESS**26.1. Business at Annual General Meeting**

The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and the Association's auditor, the election of Directors under this Constitution and the appointment of the auditors.

26.2. Business at other meetings

All business which is transacted at a General Meeting and all business which is transacted at an Annual General Meeting shall, with the exception of those matters set out in clause 26.1, be special business.

26.3. No other business to be transacted

No business, other than that stated on the notice for a General Meeting, shall be transacted at that meeting.

27. NOTICES OF MOTION

Members, who are entitled to vote, may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than twenty eight (28) days (including the date of receipt and the date of the meeting) prior to the General Meeting.

28. PROCEEDINGS AT GENERAL MEETINGS**28.1. Quorum**

No business shall be transacted at any General Meeting, unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be seventy per centum (70%) of Regions and Clubs represented by their Delegates.

28.2. Chairman of meeting

The Association President shall, subject to this Constitution, preside as chairman at every General Meeting except:-

28.2.1. in relation to any election, for which the President is a nominee; or

28.2.2. where a conflict of interest exists.

If the Association President is not present, or is unwilling or unable to preside, at a General Meeting, the Association Vice-President shall, subject to this Constitution, preside as chairman for that meeting only, except:-

28.2.3. in relation to any election, for which the Vice-President is a nominee; or

28.2.4. where a conflict of interest exists.

If both the Association President and the Association Vice-President are not present, or if both are unwilling or unable to preside at a General Meeting, the Members present shall appoint another Director to preside as chairman for that meeting only.

28.3. **Adjournment of meeting**

28.3.1. **Meeting to be adjourned if quorum not present**

If, within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next week and at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine. If, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting will lapse.

28.3.2. **Chairman may adjourn meeting**

The chairman of a meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

28.3.3. **When notice of adjourned meeting required**

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given, as in the case of an original meeting.

28.3.4. **When notice of adjourned meeting not required**

Except as provided for in clause 28.3.3, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

28.4. **Voting procedure**

At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by:-

28.4.1. the chairman of the meeting; or

28.4.2. a simple majority of members.

28.5. **Recording of determinations**

Unless a poll is demanded under clause 28.4, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or has been carried unanimously or has been carried by a particular majority or has been lost, and an entry to that effect is made in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution.

28.6. **Where poll is demanded**

If a poll is duly demanded under clause 28.4, it shall be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

29. **VOTING AT GENERAL MEETINGS**

29.1. **Members entitled to vote**

Each Region and Club shall be entitled to vote at General Meetings. No other Member shall be entitled to vote at General Meetings but shall, subject to this Constitution, have and be entitled to exercise those rights set out in clause 5.1. The Directors shall have no right to vote at General Meetings.

29.2. **Exercise of votes at Annual General Meeting**

Each Region and Club shall be entitled to two (2) votes at each Annual General Meeting. Subject to this clause, those votes shall be exercised by two (2) Delegates of that Region or Club, each of whom shall be entitled to attend and vote at the Annual General Meeting.

29.3. **Exercise of votes at Special General Meeting**

Each Region and Club shall be entitled to one (1) vote at a Special General Meeting. Subject to this clause, that vote shall be exercised by one (1) Delegate only of that Region or Club, who shall be the only Delegate of that Region or Club entitled to attend and vote at a Special General Meeting.

29.4. **Chairman of meeting may exercise casting vote**

Where voting at a General Meeting is equal, the chairman of the meeting may exercise a casting vote. If the chairman of the meeting does not exercise a casting vote, the motion will be lost.

30. **PROXY VOTING**

30.1. **Proxy voting and form of proxy**

Proxy voting shall be permitted at all General Meetings, providing a proxy form, in the form approved by the Board from time to time, has been duly completed and executed and lodged with the Association Secretary, at or

before the commencement of the meeting. Proxies shall be exercised only by Members who are entitled to vote. No Member shall act as proxy for more than one (1) other Member at any meeting.

30.2. Exercise of proxy vote

The instrument, appointing a proxy, shall be deemed to confer authority on the proxy to demand, or to join in demanding, a poll. A Delegate shall be entitled to instruct his proxy in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may exercise the proxy vote as he thinks fit.

31. TRIBUNAL, COMMISSIONERS AND CONDUCT OF PROCEEDINGS

31.1. Tribunal

There shall be a Tribunal, which shall hear and determine charges against players and officials under clause 32.

31.2. Tribunal Commissioners

The Directors shall, at or as soon as practicable after the first meeting of the Board following the Annual General Meeting in each year, appoint a Tribunal Chief Commissioner and two (2) Tribunal Deputy Commissioners for the forthcoming year.

31.3. Tribunal Proxy Commissioners

The Board may, at any time, appoint any number of persons as Proxy Tribunal Proxy Commissioners.

31.4. Qualification for appointment

No person shall be appointed as a Tribunal Member if he holds any other office in the Association, or if he has been associated with any Club as an official or as a player or has officiated as an umpire of polocrosse during the period of three (3) years before the date of his appointment.

31.5. Tribunal Chief Commissioner to preside at Tribunal hearings

The Tribunal Chief Commissioner shall preside at all hearings of the Tribunal which he attends. Where the Tribunal Chief Commissioner is absent from a hearing, those Tribunal Members, who are attending the hearing, shall elect one of their number to preside at that hearing.

31.6. Attendance by Tribunal Proxy Commissioners

Where a Tribunal Commissioner, or more than one Tribunal Commissioner is unable to attend a hearing, a Tribunal Proxy Commissioner or Tribunal Proxy Commissioners may attend in his or their place, and shall be empowered to exercise all the powers of the Tribunal.

31.7. Quorum

Two (2) Tribunal Members shall form a quorum at a hearing, and each Tribunal Member attending the hearing shall have a deliberative vote. In the event of any equality of votes on a question of guilt or innocence of a person

charged with an offence, the question shall be resolved in favour of the person charged.

31.8. Powers of Tribunal

The Tribunal:-

- 31.8.1. shall enquire into, hear and determine any charge, made against any person, which is the subject of a report made pursuant to and for a breach of the laws of the Sport, or is the subject of a report referred by the Association Secretary pursuant to clause 32;
- 31.8.2. shall be bound, in reaching its decision, by this Constitution, the National Association's Constitution and the Australian Polocrosse Rules;
- 31.8.3. may summon any person to appear and to give evidence at the hearing of such charge;
- 31.8.4. may, at its discretion, admit or reject any evidence given or tendered at the hearing of such charge;
- 31.8.5. may adopt and pursue any procedure which it thinks convenient and proper from time to time in the hearing of such charge;
- 31.8.6. may adjourn the hearing of such charge from time to time;
- 31.8.7. may, in its discretion, punish summarily by censure, fine, suspension or disqualification any witness who, being a Player or a Regional Official or a Club Official:-
 - 31.8.7.1. is found by the Tribunal to have made, knowingly and with intent to mislead the Tribunal, any false statement relating to the hearing of any charge; or
 - 31.8.7.2. misconducts himself in any manner before the Tribunal, or shows contempt of the Tribunal; and
- 31.8.8. may dismiss any charge:-
 - 31.8.8.1. upon finding the person charged not guilty of the offence charged; or
 - 31.8.8.2. as being trivial or as not having been proved.

31.9. Conditions precedent to Tribunal hearings

Subject to the provisions of this clause 31 and clause 32, the Tribunal shall not enquire into, hear or determine any charge unless the following conditions have first been met:-

- 31.9.1. where the charge arises out of an umpire's report, the reporting umpire, who is in charge of the match in which the alleged offence has occurred, must have submitted a brief written report to the Association Secretary (or, in his absence, to any other Director) not later than 7.00pm on the last day of the tournament in question;

31.9.2. the Association Secretary has, not less than forty-eight (48) hours before the time set for the hearing of the charge, informed the secretary or Delegate of the reported person's Region or Club of the time and place at which the Tribunal will be meeting to consider the report. This condition shall be deemed to have been satisfied, where the Tribunal meets at the same time and at the same place, whenever required to hear charges, and there will be no variation to those arrangements in the particular case.

31.10. Player charged to remain eligible to play

A Player, who is the subject of a charge, shall continue to be eligible to participate in Association fixtures and events, pending determination of the charge against him.

31.11. Tribunal may ignore irregularities

The Tribunal may, if it deems fit in the interests of the Association or the Sport, exercise all of the powers vested in the Tribunal by this Constitution, notwithstanding any irregularities in a report or non-compliance with any of the conditions specified in clause 31.9, and may proceed to enquire into, hear and determine any charge, having regard only to whether the substance of the charge has been proved or not. The Tribunal shall adjourn a hearing, for so long as the Tribunal shall think necessary, in any case where the Tribunal is satisfied that the interests of the person charged may be prejudiced if the Tribunal proceeds at once to exercise its powers under this clause 31.11.

31.12. Presentation of charges

The Board may appoint a Director, who is not legally qualified, to present charges to the Tribunal. The Director so appointed may call witnesses and question all persons who give evidence in relation to any charge. Where no Director has been appointed or the Director so appointed is not in attendance, the umpire, who laid the charge, may give evidence on his own behalf, and call witnesses and question any person who gives evidence in relation to that charge.

31.13. Player Representative

A Club may, by notice in writing delivered to the Association Secretary, appoint one or more persons (who must not be a barrister or a solicitor or hold a law degree or be a law student) to represent any of its Players who might be charged.

31.14. Person charged has right to appear

A person, who is charged with any offence under this clause 31 or under clause 32, shall have the right to appear before the Tribunal and to give evidence on his own behalf. The person charged shall also have the right to be represented by his Club's Player Representative. The person charged, and his Player Representative, may call witnesses and question any person who gives evidence in relation to the charge.

31.15. Hearing in absence of person charged

If a person charged, or his Club's Player Representative, does not attend a

meeting of the Tribunal called to consider the charge laid against that person, and if the Tribunal is satisfied that the provisions of this Constitution, relating to notification of reports, have been complied with, the Tribunal may proceed to enquire into, hear and determine the charge against that person or may, at the Tribunal's discretion, adjourn the hearing of that charge to a time and place specified by the Tribunal. Notification of that adjournment, and the adjourned hearing, shall be given to the person charged or to the secretary or Delegate of that person's Club.

31.16. Adjournment of hearing

The Tribunal may, at its discretion, adjourn the hearing of any charge, where the Tribunal is satisfied that such adjournment is desirable to ensure that no person (including the person charged) is disadvantaged. The Tribunal must give notice of the time date and place of the adjourned hearing to the person charged or to the secretary or Delegate of his Club.

31.17. Attendance by Secretary at hearings

The Association Secretary or (if the Association Secretary is unable to attend) a person appointed by the Board shall attend all meetings of the Tribunal, and shall record minutes of the proceedings and maintain a record of penalties imposed by the Tribunal. The Association Secretary (or the person appointed by the Board in his place) shall, if requested by the Tribunal, advise the Tribunal of any matter raised by the Tribunal, but shall not take any other part in the proceedings.

32. MISCONDUCT AND OFFENCES

32.1. Misconduct during matches and meetings etc

A Member, an Association Official, a Regional Official, a Club Official, a Player or an Affiliate Member shall not:-

- 32.1.1. use abusive, threatening or insulting language to, or interfere with or assault, a Member, an Association Official, a Regional Official, a Club Official or an Affiliate Member; or
- 32.1.2. wilfully refuse or fail to comply with any rules made or directions given by the Association or by any Association Official in accordance with the powers conferred by this Constitution; or
- 32.1.3. engage in any conduct which is detrimental to the best interests of the Association and/or the Sport,

on or about any ground on which competition matches are being played under the auspices of the Association on that day or at or in the vicinity of any meeting, hearing or enquiry being conducted under the provisions of this Constitution. Any breach of the foregoing shall be deemed misconduct under this clause 32.1.

32.2. Reporting of breaches under clause 32.1

Any umpire or Association Official, or any chairman or vice-chairman (or person or persons holding equivalent positions) of a Region or of a Club, may report a breach specified in clause 32.1 to the Association, by lodging with the Association Secretary, within seven (7) days of the date of the occurrence of

the breach, written notice of the name of the person reported and the details of the matter reported.

32.3. Refusal to comply with Constitution

A Member shall not:-

- 32.3.1. breach, fail, refuse or neglect to comply with a provision of this Constitution or of the Regulations or of the National Association's Constitution or any resolution or determination of the Board or of any duly authorised committee;
- 32.3.2. act in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association or of the National Association or of the Sport; or
- 32.3.3. bring the Association, the National Association, any other Member or the Sport into disrepute.

Any breach of the foregoing shall be deemed misconduct under this clause 32.3.

32.4. Reporting of breaches under clause 32.3

Any Association Official or Member may report a breach referred to in clause 32.3, by lodging written notice of the name of the person reported and of the details of the breach with the Association Secretary.

32.5. Other misconduct

An Association Official, a Regional Official, a Club Official, a Player or an Affiliate Member shall not, whether on or off the field, at any place and in any manner (including in a newspaper or other medium):-

- 32.5.1. while representing himself as such an official, Player or affiliate behave in a criminal, offensive or unseemly manner; or
- 32.5.2. publicly criticise an umpire or the Association or its administration; or
- 32.5.3. display contumely behaviour towards, or assault, threaten, abuse, insult or interfere with, any other such official, Player or affiliate.

Any breach of the foregoing shall be deemed misconduct under this clause 32.5.

32.6. Reporting of breaches under clause 32.5

Any member of the Board or any umpire may report a breach specified in clause 32.5, by lodging with the Association Secretary, within seven (7) days of the date of the occurrence of the breach, written notice of the name of the person reported and of the details of the matter reported.

32.7. Offences associated with Tribunal hearings

Any person, who lays a charge in pursuance of this Constitution and who does not appear at the hearing, or who is summonsed in pursuance of this

Constitution to appear before the Tribunal, shall be guilty of an offence. The penalty for such an offence shall be such amount as is from time to time fixed by the Board. The Tribunal, before which the person was expected to appear, may impose the penalty, without hearing any argument or submissions from the person. If that person wishes to have a hearing, he may apply for a re-hearing.

32.8. Association Secretary to refer reports to Tribunal

On receipt of a report made pursuant to clauses 32.2 or clause 32.4 or clause 32.6, the Association Secretary shall refer the report to the Tribunal, within seven (7) days of the date of the receipt of the report, for determination of the Tribunal pursuant to clause 31. The Tribunal shall thereafter consider the report, and make a determination pursuant to clause 31.

33. RECORDS AND ACCOUNTS

33.1. Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and of the Board, and shall produce these as appropriate at each Board or General Meeting.

33.2. Records to be kept in accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act.

33.3. Association to retain records

The Association shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

33.4. Board to submit accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

33.5. Accounts to be conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive, except as regards any error in them discovered within three (3) months after such approval or adoption.

33.6. Accounts to be sent to Members

The Association Secretary shall cause to be sent, to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the Auditor's report and every other document (if any) required under the Act.

33.7. Negotiable instruments

All cheques, promissory notes, bankers' drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed in such

manner as the Board determines from time to time.

34. **AUDITOR**

34.1. **Appointment of Auditor**

A properly qualified Auditor shall be appointed by the Association in General Meeting. The Auditor's duties shall be regulated in accordance with the Act or, if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles and any applicable code of conduct. The Auditor may be removed by the Association in General Meeting.

34.2. **Accounts to be audited**

The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by, the Auditor at the conclusion of each Financial Year.

35. **APPLICATION OF INCOME**

35.1. **Promotion of Objects**

The income and property of the Association shall be applied solely towards the promotion of the Objects.

35.2. **No benefits to Members**

Except as prescribed in this Constitution or in the Act:-

35.2.1. no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to any Member; and

35.2.2. no remuneration or other benefit, in money or in money's worth, shall be paid or given by the Association to any Member who holds any office of the Association.

35.3. **Payment for services etc**

Nothing in clause 35.1 or 35.2 shall prevent the payment in good faith to a Member:-

35.3.1. for any services actually rendered to the Association by that Member, whether as an employee, Director or otherwise;

35.3.2. for goods supplied by that Member to the Association in the ordinary and usual course of operation;

35.3.3. for interest on money borrowed from that Member;

35.3.4. for rent for premises demised or let by that Member to the Association; and

35.3.5. for any out-of-pocket expenses incurred by that Member on behalf of the Association,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

36. **WINDING UP**

36.1. **Association may be wound up**

Subject to this Constitution, the Association may be wound up in accordance with the Act.

36.2. **Liability of Members**

The liability of the Members of the Association is limited.

36.3. **Contribution by Members**

Every Member undertakes to contribute an amount not exceeding one dollar (\$1.00) to the assets of the Association, if it is wound up while he is a Member or within one (1) year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and for the costs, charges and expenses of winding up the Association.

37. **DISTRIBUTION OF PROPERTY ON WINDING UP**

If, upon the winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to another organisation or organisations, which has or have objects similar to the Objects and the Constitution and which prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association by this Constitution. The organisation or organisations, to which the assets or property of the Association shall be given or transferred, shall be determined by the Members in General Meeting at or before the time of the winding up or dissolution and, in default of such determination, by such judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

38. **ALTERATION OF CONSTITUTION**

This Constitution shall not be altered, except by Special Resolution.

39. **REGULATIONS**

39.1. **Board to formulate Regulations**

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association and the Sport in South Australia as the Board thinks necessary or desirable. Such Regulations must be consistent with this Constitution, the National Association's Constitution, any regulations made by the National Association and any policy directives of the Board.

39.2. Regulations are binding

All Regulations are binding on the Association and on all Members.

39.3. Regulations deemed applicable

All clauses, rules, by-laws and regulations of the Association, which are in force at the date of the approval of this Constitution and insofar as such clauses, rules, by-laws and regulations are not inconsistent with or have not been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

39.4. Bulletins binding on Members

Amendments, alterations, interpretations of or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by the Secretary. Regions and Clubs shall take reasonable steps to distribute information in Bulletins to Individual Members. The matters set out in Bulletins are binding on all Members.

40. STATUS AND COMPLIANCE OF ASSOCIATION

40.1. Recognition of Association

The Association is a member of the National Association and is recognised by the National Association as the controlling body for the Sport in South Australia. Subject to compliance with this Constitution and the National Association's Constitution, the Association shall continue to be so recognised, and shall administer the Sport in South Australia in accordance with the Objects.

40.2. Compliance of Association

The Members acknowledge and agree that the Association shall:-

40.2.1. be and remain incorporated in South Australia;

40.2.2. apply its property and capacity solely in pursuit of the Objects and the Sport;

40.2.3. do all that is reasonably necessary to enable the Objects to be achieved;

40.2.4. act in good faith and loyalty to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;

40.2.5. at all time act in the interests of the Members and the Sport;

40.2.6. not resign, disaffiliate or otherwise seek to withdraw from the National Association, without the approval of a Special Resolution; and

40.2.7. abide by the National Association's Constitution and the rules of the Sport.

40.3. **Operation of Constitution**

The Association and the Members acknowledge and agree that:-

- 40.3.1. they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout South Australia;
- 40.3.2. they will ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- 40.3.3. they will not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and enhancement;
- 40.3.4. they will promote the economic and community service success, strength and stability of each other and will act inter-dependently with each other in pursuit of their respective objects;
- 40.3.5. they will act in the interests of the Sport and the Members; and
- 40.3.6. should a Member have administrative, operational or financial difficulties, the Association may act to assist the Member, in whatever manner the Association considers appropriate.

41. **ASSOCIATION'S CONSTITUTION**

41.1. **Constitution of the Association**

This Constitution will, subject to the Act, clearly reflect the object of the National Association and will conform to the National Association's Constitution.

41.2. **Operation of National Association's Constitution**

The Association:-

- 41.2.1. will, subject to the Act, take all reasonable steps to ensure that this Constitution conforms to the National Association's Constitution;
- 41.2.2. will provide to the National Association a copy of this Constitution and of all amendments to this Constitution; and
- 41.2.3. acknowledges and agrees that the National Association has power to veto any provision in this Constitution which, in the opinion of the National Association, is contrary to the objects of the National Association.

41.3. **Register of Regions etc**

The Association shall maintain, in a form acceptable to the National Association but otherwise in accordance with the Act, a register of all Regions and Clubs and, if appropriate, all Individual Members.

42. OBLIGATIONS OF REGIONS AND CLUBS

42.1. Compliance

Each Region and Club acknowledges and agrees that it will:-

- 42.1.1. be and remain incorporated in South Australia;
- 42.1.2. nominate a Delegate annually to attend General Meetings, and inform the Association of the details of that person;
- 42.1.3. provide the Association with a copy of its audited accounts, its annual financial reports and its other associated documents as soon as practicable following its annual general meeting;
- 42.1.4. recognise the Association as the authority for the Sport in South Australia, and the National Association as the national authority for the Sport;
- 42.1.5. adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
- 42.1.6. have regard to the Objects in any matter pertaining to the Sport.

42.2. Region and Club Constitutions

Each Region and Club acknowledges and agrees that:-

- 42.2.1. its constituent documents will clearly reflect the Objects and conform to this Constitution;
- 42.2.2. it will take all reasonable steps necessary to ensure that its constituent documents conform to this Constitution;
- 42.2.3. it will provide to the Association a copy of its constituent documents and of all amendments to those documents;
- 42.2.4. the Association has power to veto any provision in its Constitution which, in the opinion of the Association, is contrary to the Objects; and
- 42.2.5. its constituent documents shall, at the earliest available opportunity but not later than one (1) year from the commencement of this Constitution, recognise the Association as the authority for the Sport in South Australia and the National Authority as the national authority for the Sport in Australia.

42.3. Register of members of Region and Club

Each Region and Club shall maintain, in a form acceptable to the Association a register of all its members. Each Region and Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of its register to the Association.

43. **NOTICE**

43.1. **Form of notice**

Notice may be given by the Association, to any person entitled under this Constitution to receive that notice, by sending the notice by pre-paid post or by facsimile transmission or, where available, by electronic mail to the person's registered address or facsimile number or electronic mail address or, in the case of a Delegate, to the address, facsimile number or electronic mail address of that Delegate last notified to the Association.

43.2. **Service of notice**

Where:-

43.2.1. a notice is sent by post, service of that notice shall be deemed to have been effected by properly addressing, pre-paying and posting the notice, and service of the notice will be deemed to have been effected three (3) Business Days after it is so posted;

43.2.2. a notice is sent by facsimile transmission, service of the notice shall be deemed to have been effected upon receipt of a confirmation report, confirming that the facsimile was sent to or received at the facsimile number to which it was sent; and

43.2.3. a notice is sent by electronic mail, service of the notice shall be deemed to have been effected on the next Business Day after it was so sent.

44. **PATRONS AND VICE-PATRONS**

The Association may, at its Annual General Meeting in each year and on recommendation of the Board, appoint a patron and such number of vice-patrons as the Association shall consider necessary. The Board shall, before making such a recommendation, obtain the approval of the person or persons to be recommended.

45. **INDEMNITY**

45.1. **Liabilities**

Every Director and every employee of the Association shall be indemnified, out of the property and assets of the Association, against any liability incurred by him in his capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted by a court.

45.2. **Damages and losses**

Every Director and every employee of the Association shall be indemnified, out of the property and assets of the Association, against all damages and losses (including legal costs) for which he may be or become liable to any third party in consequence of any act or omission (except wilful misconduct):-

45.2.1. in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

45.2.2. in the case of an employee, performed or made in the course of and within the scope of his employment by the Association.

46. **AUTHORITY TO TRADE**

The Association is authorised to trade in accordance with the Act.