

CONSTITUTION OF THE AUSTRALIAN POLO FEDERATION LTD



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Constitution

1. NAME OF THE COMPANY

The name of the Company is the Australian Polo Federation Ltd.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

Affiliated Member means a polo club or association registered with a Member State and admitted to the Company under clause 9 and the By-laws.

AGM or Annual General Meeting means the annual General Meeting of the Company required to be held by the Company in each calendar year under section 250N(2) of the Corporations Act.

Appointed Director means a Director appointed under clause 19.13.

Board means the body consisting of the Directors under clause 19.

CEO means a person appointed as chief executive officer of the Company by the Board and where a CEO is not appointed includes the Executive Officer.

Chairperson or Chair means the person elected as the Chair of the Company under clause 15.7(a).

Committee means a committee established by the Board under clause 25.

Company means the company to which this Constitution relates.

Company Secretary or Secretary means a person appointed as a company secretary of the Company by the Board under clause 24.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Delegate means a delegate appointed by the Member State to attend General Meetings of the Company on behalf of the Member State.

Director means a director of the Company and includes Elected Directors and Appointed Directors.

Elected Director means a Director elected under clause 19.5.

FAR Committee means the finance, audit and risk Committee established by the Directors under clause 25.5.

Federation of International Polo means the international federation for the sport of Polo.

Financial year means the year ending 30 June in each year.

Full Playing Membership means the total of all fully paid full playing senior and junior members in Australia and does not include any other membership type.

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to the Company as an individual member under clause 10.

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

Life Member means a person admitted to the Company as a life member under clause 8.

Member means a member of the Company under clause 6.

Member State means a legal entity recognised by the Company under clause 7 to administer the sport of polo in its particular State or Territory.

Nominations Committee means the nomination committee established by the Directors under clause 19.4.

Objects means the objects of the Company in clause 3.

Official Position means, in connection with a body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, deputy president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Ordinary Resolution means a resolution passed at a meeting of Members by a simple majority of the Members present and entitled to vote at the meeting.

Register means the register of Members kept as required by the Act.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member State at a General Meeting of the Company.

Polo means the sport of polo as recognised and regulated by the Federation of International Polo from time to time.

Sporting Power means that power delegated to the Company by the Federation of International Polo for the exclusive control and management of polo in Australia.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.

State means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

Statutes and By-laws means the statutes and by-laws of the Federation of International Polo in force from time to time.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote as set out in clause 18.

2.2 General

(a) In this Constitution

- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (ii) a reference to a function includes a reference to a power, authority and duty;
- (iii) 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 of the performance of the duty;
- (iv) a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (v) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (vi) words importing any gender include all other genders;
- (vii) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (viii) a reference to an organisation includes a reference to its successors;
- (ix) words importing the singular include the plural and vice versa;
- (x) a reference to a law includes regulations and instruments made under it;
- (xi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (xii) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (xiii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board; and
- (xiv) writing and written includes printing, typing and other modes of

reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

- (b) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and unenforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.
- (c) The specification of the Objects in clause 3 are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail, and no particular object will be limited by reference to any other and the rule of construction known as ejusdem generis rule shall not apply.

2.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

3. OBJECTS

The Company is the peak body for the administration of the sport of polo in Australia and is established solely for the Objects. The Objects of the Company are to:

- (a) adopt and exercise the Sporting Power as the national federation for the Sport in Australia and act as the sole Australian affiliated member of the International Polo Federation in accordance with the Statutes and By-Laws;
- (b) provide for the encouragement, conduct, promotion, control and administration of polo throughout Australia;
- (c) affiliate and otherwise liaise with such other bodies as may be desirable, in the pursuit of these objects;
- (d) encourage, conduct, promote, advance and control polo, in any form;
- (e) to co-ordinate and select national Australian representative teams to compete against other nations in Australia and overseas;
- (f) control, manage and conduct international polo competitions;
- (g) to determine with Member States the playing dates of major tournaments having regard to the interests of all the of Member States and the sport of polo as a whole;
- (h) to coordinate policies and procedures for assigning handicaps to players, oversee the implementation of those policies and procedures and publish lists

of Australian handicaps for reference by Australian and international polo associations;

- (i) use and protect the Intellectual Property;
- (j) promote the importance of polo standards, techniques, awards and education to bodies involved in or related to polo;
- (k) strive for and maintain government, commercial and public recognition of the Company as the authority on polo in Australia;
- (l) promulgate, and secure uniformity in, such rules and standards as may be necessary for the management and control of polo, polo competitions and related activities, including but not limited to playing rules and coaching standards in Australia;
- (m) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects;
- (n) maintain and extend the operations and activities of the Company throughout Australia;
- (o) further develop the Company and all polo activities into an organised institution and having regard to these Objects, to foster, regulate, organise, control, conduct and manage tournaments, competitions, displays and other activities and to issue certificates and award trophies;
- (p) ensure that environmental considerations are taken into account in all sport and related activities conducted by the Company;
- (q) promote the health and safety of Members;
- (r) act as final arbiter on all matters pertaining to the conduct of polo activities in Australia, including disciplinary matters, and to take disciplinary or other action as may be necessary to ensure that policies and by-laws are complied with. Disciplinary action may include but is not limited to imposing penalties on Members, including suspension from playing, practising or participating in polo events, imposing fines, bans and/or expulsion;
- (s) establish and conduct educational programs for coaches, officials and participants in the implementation and interpretation of polo rules and standards;
- (t) formulate and implement appropriate by-laws, including by-laws in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in polo;
- (u) represent the interests of its Members and of polo generally in any appropriate forum;
- (v) have regard to the public interest in its operations;
- (w) encourage Members to realise their potential and athletic abilities;
- (x) encourage and promote performance-enhancing drug free competition;

- (y) seek and obtain improved facilities for the enjoyment of polo; and
- (z) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS

Solely for furthering the Objects under clause 3, the Company, in addition to the Sporting Power and any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

5. INCOME AND PROPERTY OF COMPANY

5.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

5.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) that is an incorporated association or company limited by guarantee having the same or similar objects as the Company where such payments are made in good faith and do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the Company by them.

6. MEMBERSHIP

6.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Member States, which subject to this Constitution, shall have the right to receive notice of and appoint a delegate to attend General Meetings and the right to debate and vote at General Meetings;
- (b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and the right to attend, debate and but not vote at General Meetings;
- (c) Affiliated Clubs, who subject to this Constitution, shall have the right to receive notice of and appoint a delegate to attend General Meetings but will not have the right to debate or vote at General Meetings

- (d) Individual Members; who subject to this Constitution, shall have the right to receive notice of General Meetings but no right to attend, debate and vote at General Meetings;
- (e) Such other category of Member as may be created by the Board.

6.2 Admission of Members

A person will become a Member, and the Directors will direct the Company Secretary to record their name in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution.

7. MEMBER STATES

- (a) The Company will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of polo in the whole of that State in accordance with the Objects. Member States must be legal entities.
- (b) Unless otherwise determined by the Company, at the time of adoption of this Constitution, the first Member States of the Company will be those entities which are currently recognised by the Company as the recognised controlling body for polo in their respective State.
- (c) Each Member State acknowledges and agrees that each of them will:
 - (i) Elect or appoint one Delegate to represent it at General Meetings of the Company);
 - (ii) have objects that align with those of the Company as stated in clause 3 and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - (iii) effectively promulgate and enforce the Constitution and by-laws of the Company and the Statutes and Regulations;
 - (iv) at all times act for and on behalf of the interests of the Company, the Members and polo;
 - (v) be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time;
 - (vi) provide the Company with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - (vii) provide the Company with copies of its business plans and budgets from time to time and within 14 days of request by the Board;
 - (viii) be bound by this Constitution and the by-laws and the Statutes and Regulations;

- (ix) act in good faith and loyalty to maintain and enhance the Company and polo, its standards, quality and reputation for the collective and mutual benefit of the Members and polo;
 - (x) at all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (xi) maintain a database of all clubs, officials and members Registered with it in accordance with the By-laws and provide a copy to the Company upon request from time to time by the Board in such means as may be required;
 - (xii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of polo and its maintenance and development; and
 - (xiii) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, assist the Company in investigating those issues and cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to conduct and manage its business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the relevant Member State and on such conditions as the Company considers appropriate.
- (d) Constitutions of Member States
- (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the by-laws, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
 - (ii) The constituent documents and any proposed amendments to the constituent documents of each Member State shall be subject to the approval of the Company.
 - (iii) It shall be the duty of the Company to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Member States provided that the said constituent documents and proposed amendments conform with this Constitution or the by-laws.
 - (iv) If the constituent documents do not conform with this Constitution or the by-laws, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform with this Constitution and the by-laws.
 - (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the by-laws, this Constitution and the by-laws shall prevail to the extent of that inconsistency.
 - (vi) The constituent documents of a Member State must require the Member State to:

- (A) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
 - (B) assist the Company in investigating those issues; and
 - (C) cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Company considers appropriate.
- (e) The Board may develop and implement by-laws which may set out:
- (i) the membership criteria to be met by Member States; and
 - (ii) the privileges and benefits of Member State membership which may include the right to receive notice and attend, and the right to vote at, General Meetings.

8. LIFE MEMBERS

- (a) Life Membership is the highest honour which can be bestowed by the Company for longstanding and valued service to polo in Australia.
- (b) A Member or the Board may nominate for life membership any person who has rendered distinguished or special service to polo, where such service is deemed to have assisted the advancement of polo in Australia, as a participant, administrator, official or otherwise.
- (c) The nomination must be on the prescribed form (if any) and shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour. All nominations must be submitted to the CEO.
- (d) The CEO shall then provide the nomination to the Board. The Board will decide whether to accept or reject the nomination, and where it is accepted the nomination for conferral of life membership shall be put to the members for determination as a Special Resolution at the next Annual General Meeting.
- (e) If the motion is carried at the Annual General Meeting, an individual must then accept or reject the Company's resolution to confer life membership in writing. Upon acceptance in writing, the person's details shall be entered upon the register and from the time of entry on the register the person shall be a Life Member.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Categories (if any), conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.
- (h) Those Life Members who are, prior to the adoption of this Constitution, Life Members of the Company, shall be deemed Life Members from the time of approval of this Constitution under the Corporations Act.

9. AFFILIATE MEMBERS

To be, or remain, eligible for membership, an Affiliated Member must be incorporated.

9.1 Application for Membership

An application for membership by an incorporated body as an Affiliated Member must be submitted in the form prescribed by the Board from time to time and accompanied by the appropriate fee (if any). An application may be required to be accompanied by a copy of the applicant's constitution (which must be acceptable to the Company and, where required by the Company, must substantially conform to this Constitution) and the applicant's register of members (if applicable).

9.2 Discretion to accept or reject application

- (a) The Company may accept or reject an application whether the applicant has complied with the requirements in clause 9.1 or not. The Company shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Company accepts an application, the applicant shall, become a Member (of the relevant category of membership). Membership shall be deemed to commence upon acceptance of the application by the Company. The CEO shall amend the register accordingly as soon as practicable.
- (c) Where the Company rejects an application of an Affiliated Member the Company shall refund any fees forwarded with the application and the application shall be deemed rejected by the Company.

9.3 Membership Renewal

- (a) Affiliated Members must renew membership annually with the Company in accordance with the procedures set down by the Company in By-Laws from time to time.
- (b) Upon renewal an Affiliated Member must lodge with the Company an updated copy of its constitution (including all amendments) and any other information reasonably required by the Company, including but not limited to a copy of the minutes related to its previous years' Annual General Meeting. Each Affiliated Club Member must, where required by the Company, ensure that its constitution is amended to conform to any amendments made to this Constitution provided that such amendment is not unlawful with or in conflict with the Affiliated Member's own relevant incorporation legislation.

9.4 Deemed Membership

Those Affiliated Members that are, prior to the adoption of this Constitution, Affiliated Members of the Company, shall be deemed Affiliated Members from the time of approval of this Constitution under the Corporations Act for such time as and until membership renewal is required under clause 9.3.

9.5 Compliance of Affiliated Members

The Affiliated Members acknowledge and agree that each of them shall (where required by the Company):

- (a) provide the Company with such information as the Company may reasonably require including copies of any financial reports and statements, its annual report and other associated documents within 30 days of such request by the Company;
- (b) recognise the Company as the peak body for polo in Australia;
- (c) generally, have regard to the Objects;
- (d) be solvent; and
- (e) abide by this Constitution.

9.6 Constitution of Affiliated Members

- (a) The constituent documents of an Affiliated Member shall not be in conflict with the Objects and will conform with this Constitution at least to the extent of:
 - (i) the Objects;
 - (ii) recognising the Company as the peak body for polo in Australia;
 - (iii) recognising the Company as the final arbiter on matters pertaining to polo in Australia, including disciplinary proceedings; and
 - (iv) such other matters as are required to give full effect to the Company's Constitution,

with such incidental variations as are necessary having regard to the legislation under which the Affiliated Member is incorporated.

- (b) Affiliated Members shall take all reasonable steps necessary to ensure its constituent documents are:
 - (i) in conformity with the Company's Constitution at least to the extent set out in clause 9.6(a); and
 - (ii) amended in conformity with future amendments made to the Company's Constitution,

subject to any prohibition or inconsistency in the legislation under which the Affiliated Member is incorporated.

- (c) Upon request, an Affiliated Member shall provide to the Company a copy of its constituent documents and all amendments to these documents.

10. INDIVIDUAL MEMBERS

10.1 Application for Membership

An application for membership as an Individual Member must be submitted in the form as required by the Board from time to time (this may include an online application process) and accompanied by the appropriate fee, if any.

10.2 Discretion to Accept or Reject Application

- (a) The Company may accept or reject an application for Individual Membership and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Company accepts an application, the applicant shall become a Member (of the relevant category of membership). Membership of the Company shall be deemed to commence upon acceptance of the application by the Company. The CEO shall amend the register accordingly as soon as practicable.
- (c) Where the Company rejects an application the Company shall refund any fees forwarded with the application and the application shall be deemed rejected by the Company.

10.3 Membership Renewal

Individual Members must reapply for membership with the Company in accordance with the procedures set down by the Company in By-Laws from time to time.

10.4 Deemed Membership

Those Individual Members who are, prior to the adoption of this Constitution, Individual Members of the Company, shall be deemed Members from the time of approval of this Constitution under the Corporations Act for such time as and until membership renewal is required under clause 10.3.

11. MEMBERS - GENERAL

11.1 General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or polo, or both.

11.2 Limited Liability

Members have no liability in that capacity except as set out in clause 31.

12. CESSATION OF MEMBERSHIP

12.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the by-laws;
- (d) a body corporate being dissolved or otherwise ceasing to exist;
- (e) and without limiting the foregoing:
 - (i) in the case of Members who are not Member States, that Member no longer meeting the requirements for membership according to clause 8, 9 or 10; and
 - (ii) in the case of Members who are Member States, that Member ceasing to be a Member in accordance with clause 7.

12.2 Resignation

For the purposes of clause 12.1(a), a Member may resign as a member of the Company by giving 14 days written notice to the Board. Where a Member State seeks to resign as a member of the Company the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Company.

12.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Board for damages or otherwise, or claim upon its property including its intellectual property rights.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company and/or polo; or
- (c) brought the Company or polo into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings ("proceedings") against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Company set out in the By-Laws.

13.2 Grievance

Clause 13.1 does not apply to any incident or matter to which the member protection by-law or policy (if any) of the Company applies. Any member protection related matter must be dealt with in accordance with the procedure set out in the member protection by-law or policy of the Company.

14. TERMINATION OF MEMBERSHIP OF MEMBER STATE

14.1 Sanctions for Discipline of Member States

Without limiting matters that may be referred to in the by-laws, any Member State that is determined by the Board to have acted in a manner set out in clause 13.1) shall be liable for the sanctions set out in those by-laws, including termination of Membership (which shall only take place in accordance with the procedure set out in this clause 14).

14.2 Termination of Membership of Member States

- (a) No recommendation can be made by the Board under this clause 14 unless all avenues of appeal available to the relevant Member State under the by-laws have been exhausted.
- (b) Subject to compliance with clause 14.2(a) (and the by-laws), the Board may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Board under clause 14.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) Where the membership of a Member State is terminated in accordance with this clause 14.2:
 - (i) the Board may recommend to the General Meeting that the Company admit another body, which meets the requirements in clause 7(a), as the Member State to represent the relevant State; and
 - (ii) the General Meeting may, by Special Resolution, admit the recommended body as the Member State to represent the relevant State.

15. FEES AND SUBSCRIPTIONS

15.1 Membership Fee

- (a) The Board must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.

- (b) Each Member must pay to the Company the amounts determined under this clause 15 in accordance with clause 15.1(a)(iv).

15.2 Non-Payment of Fees

The right of a Member to attend and vote (if applicable) at a General Meeting may be suspended while the payment of any subscription or other amount payable by the Member is in arrears. Additionally, the Member shall have no automatic right to resign from the Company, and shall be dealt with at the Board's discretion, which includes the right to expel, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

16. GENERAL MEETINGS

16.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Board.

16.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting, which must comply with the requirements under the Corporations Act.

16.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to receive notice to the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with clause 29 and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and

- (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

16.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

16.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Board they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Board at the request of Members; or
- (c) a court.

16.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

16.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

16.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 17.8 or the Corporations Act.

16.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

16.10 Proxy Voting

Proxy voting shall be permitted at General Meetings in accordance with the Corporations Act and the By-laws.

16.11 Postal or Electronic voting

Postal or electronic voting shall be permitted at General Meetings in accordance with the Corporations Act and the By-laws.

17. PROCEEDINGS AT GENERAL MEETING

17.1 Number for a quorum

The number of Member States who, through their appointed Delegate, must be present and eligible to vote for a quorum to exist at a General Meeting is three (3).

17.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

17.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

17.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

17.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

17.6 Conduct of General Meetings

- (a) The Chair:

- (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this clause 17.6 is final.

17.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

17.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

17.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

17.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

17.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless:
 - (i) a poll is properly demanded and the demand is not withdrawn; or
 - (ii) the Chair determines that a poll should be conducted.

- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

17.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

17.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

17.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

18. VOTES OF MEMBERS

18.1 Votes of Members

- (a) Subject to clause 18.1(c), at a General Meeting, on a show of hands and on a poll, each of the Voting Members shall be entitled to one vote (to be exercised through their Delegate).
- (b) A Voting Member shall be entitled to an additional vote at a General Meeting (i.e. two votes in total) where it has more than 40% of the total Full Playing Membership registered in its particular State. The Full Playing Membership will be determined by the Board prior to the General Meeting and shall be calculated based on the total Full Playing Membership in the then current membership year for each relevant Voting Member.
- (c) No Member other than Member States shall be entitled to vote at General Meetings.

19. BOARD

19.1 Composition of the Board

- (a) The Board shall comprise:
 - (i) five Elected Directors, who must all be at least 18 years of age and who shall be elected in accordance with clause 19.5.; and
 - (ii) up to four (4) Appointed Directors who need not be a Member and who may be appointed by the Board under clause 19.13.
- (b) A Director cannot, for so long as they remain a Director, be appointed a Delegate.
- (c) If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.
- (d) The Directors and Nominations Committee must use reasonable endeavours to ensure gender balance of Directors and that the gender composition of Directors is in accordance with any equity policy adopted by the Directors.

19.2 Current Board

Notwithstanding any other clause in this Constitution:

- (a) the terms of the Directors in office at the date of the adoption of the version of this Constitution containing this clause 19.2 shall continue as provided for on the relevant date of election or appointment. Those Directors may be re-elected or re-appointed as an Elected Director or Appointed Director for a further term, as the case may be, subject always to this Constitution, other than that the previous position of state appointed director ceases to exist upon expiry of each existing state appointed director's term in office;
- (b) at the first AGM following adoption of this Constitution, three Elected Director positions will be elected;
- (c) the number of Directors will exceed that described in clause 19.1(a) until all existing state appointed directors retire from office and the state appointed director position thereafter ceases to exist; and
- (d) clauses 19.3(a)(i) and 19.3(a)(ii) do not apply to the Directors in office through prior appointment as a state appointed director until they retire from their state appointed director term in accordance with (a) above.

19.3 Eligibility

- (a) A person that:
 - (i) is an employee of the Company, a Member State or an Affiliated Club;
 - (ii) holds an Official Position with a Member State or an Affiliated Club;
 - (iii) was a Director and clause 19.8 applies; or
 - (iv) was CEO at any time within the period beginning three years prior to the date of their proposed appointment or election as a Director,

(each a **disqualifying position**) may not hold office as a Director.

- (b) A Director that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.
- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of clause 19.8.

19.4 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members (as applicable) but only if this decision is unanimous.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Directors, including an independent chair that is not a Director, a Member representative and a Director or Director representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (c) The Nominations Committee must utilise a skills and diversity matrix as part of its assessment of nominees for Director vacancies.
- (d) When assessing nominees for Director vacancies, the Nominations Committee must comply with clause 19.1(d).

19.5 Elected Directors - Nominations and Elections

- (a) The CEO/Executive Officer shall call for nominations for Elected Directors at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in a manner determined by the Board.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Elected Directors shall be:
 - (i) made in writing on the form prescribed by the Board from time to time (if any), signed by two Members at least 18 years of age as nominees and accompanied by the written consent of the nominee. The candidate must be at least 18 years of age; and
 - (ii) delivered to the CEO/Executive Officer or such other person nominated by the Board by the date specified on the call for nominations.
- (d) Nominations for vacant position will be provided to the Nominations Committee, in accordance with the conditions of the Nominations Committee By-Law as in existence from time to time.

- (e) If the number of nominations received for Elected Directors is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (f) If there are insufficient nominations received to fill all Elected Director vacancies, the remaining Elected Director positions will be deemed casual vacancies under clause 19.6.
- (g) If the number of nominations received for Elected Directors exceeds the number of vacancies to be filled, voting papers shall be prepared by the Board containing the names of the candidates for each vacancy on the Board.
- (h) Voting shall be conducted at (or prior to) the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time, including by electronic or postal voting under clause 16.11.

19.6 Casual Vacancy in the office of an Elected Director

In the event of a casual vacancy in the office of an Elected Director, the Board may appoint an appropriate Member (who is at least 18 years of age) to the vacant office and the person so appointed may continue in office up to the end of the term of the Director they are replacing.

19.7 Term of office of Directors generally

- (a) Subject to this Constitution, each Elected Director shall be elected for a term of two years, which shall commence from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the second Annual General Meeting following their election.
- (b) To the extent possible, and to ensure rotational terms in relation to Elected Directors, two Elected Directors shall retire after the first year after election and three Elected Directors shall retire after the second year after election, until all four Elected Directors have retired, after which election for Elected Director position shall proceed in accordance with this Constitution (and so far as possible, on a rotational basis with two retiring one year, and three retiring the next). The Elected Directors to retire and the year in which they retire to ensure initial rotational terms will be determined by the Board. If the Board cannot agree, retirements will be determined by lot:

19.8 Maximum term of office for Directors

- (a) A Director may not serve more than five (5) consecutive terms as a Director.
- (b) A Director who has served a maximum term in accordance with clause 19.8(a) shall not be eligible to be a Director for three years following the completion of the maximum term.

19.9 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Board and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:

(i) travelling to or from meetings of the Board, a Committee or the

Company; or

- (ii) otherwise engaged in the affairs of the Company.

19.10 Removal of Director

- (a) Subject to the provisions of the Corporations Act, the Company may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 19.10(a) cannot be re-appointed as a Director within three (3) years of removal.

19.11 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) is removed in accordance with clause 19.10;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the Company;
- (d) is not present at three consecutive Board meetings without leave of absence from the Board;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (f) is suspended or expelled from membership of the Company without further recourse under the Constitution in the opinion of the Board in its discretion, subject always to application of the principles of natural justice:
- (g) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Company and/or polo; or
- (h) has brought the Company or polo into disrepute.

19.12 Alternate Director

A Director cannot appoint an alternate.

19.13 Appointed Directors

- (a) The Board may appoint up to four (4) people to be Directors who may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to polo. Such persons will be known as Appointed Directors.
- (b) Subject to clause 19.8, an Appointed Director holds office for a term determined by the Board not to exceed two (2) years and the appointment will be on such other terms as the Board determines.
- (c) A person may only serve two (2) terms as an Appointed Director but, subject to the other requirement of this Constitution, are otherwise eligible to be

elected to an Elected Director position.

- (d) The Board may at any time appoint a person to fill a casual vacancy (as defined in clause 19.11) in the rank of the Appointed Directors on whatever terms the Board decides.

20. POWERS AND DUTIES OF BOARD

20.1 Board to manage the Company

The Board is to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

20.2 Specific powers of Board

Without limiting clause 20.1, the Board may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

20.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit.

20.4 Appointment of attorney

The Board may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

20.5 Provisions in power of attorney

A power of attorney granted under clause 20.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

20.6 Delegation of powers

- (a) Without limiting clause 23.4 the Board may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Board of its powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.

- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Board.

20.7 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

21. PROCEEDINGS OF BOARD

21.1 Board meetings

- (a) Subject to clause 21.1(b), the Board may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Board must meet at least 4 times in each calendar year.

21.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

21.3 Chair's casting vote

The Chair of the meeting will not have a casting vote.

21.4 Quorum

Five Directors present in person constitutes a quorum.

21.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

21.6 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Board meeting.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board must be given not less than 14 days before the meeting and may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that

effect to the Company in person or by post or by telephone, facsimile or other electronic means.

- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate any thing done (including the passing of a resolution) at a meeting of the Board.

21.7 Election of Chairperson

- (a) The Board may elect a Director to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson under clause 21.7(a) will remain Chairperson for the duration of their term of office as Director and shall chair any meeting of the Board unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.
- (c) Despite clause 21.7(b), if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,

the Directors present may elect one of their number to be Chair of the meeting.

21.8 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 15.8(a) and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

21.9 Validity of acts of Board

Everything done at a Board' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

21.10 Directors' Interests

- (a) A Director shall declare to the Board any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable

after that Director becomes aware of their interest in the matter.

- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The CEO shall maintain a register of declared interests.

21.11 Minutes

The Board must cause minutes of meetings to be made and kept according to the Corporations Act.

22. TELECOMMUNICATION MEETINGS OF THE COMPANY

22.1 Telecommunication Meeting

- (a) A Board Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Directors participating is not less than a quorum required for a Board Meeting; and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 22.

22.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient

evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

23. CHIEF EXECUTIVE OFFICER AND EXECUTIVE OFFICER

23.1 Appointment of CEO

The Board may appoint a CEO.

23.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.

23.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

23.4 Delegation by Board to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, by-laws, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Board consider appropriate to delegate to the CEO.

23.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Company, all meeting of the Board and any Committees and may speak on any matter, but does not have a vote.

23.6 CEO ineligible for Board

The CEO shall be ineligible for the position of Director for a period of at least 3 years from the date the CEO ceases to hold that position.

23.7 Appointment of Executive Officer

The Board may appoint an Executive Officer.

23.8 Powers, duties and authorities of Executive Officer

- (a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Board.

23.9 Suspension and removal of Executive Officer

Subject to the terms and conditions of the appointment, the Board may suspend or remove the Executive Officer from that office.

23.10 Delegation by Board to the Executive Officer

The Board may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the Company and provide secretarial support to the Board. The Executive Officer will report to the Board.

23.11 Executive Officer to attend meetings

The Executive Officer is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Company, all meeting of the Board and any Committees and may speak on any matter, but does not have a vote.

24. COMPANY SECRETARY

24.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Board.

24.2 Suspension and removal of Company Secretary

The Board may suspend or remove a Company Secretary from that office.

24.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.

25. COMMITTEES

25.1 Board may delegate functions

The Board may delegate any of its powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

25.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

25.3 Committee meetings

Unless otherwise determined by the Board, committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

25.4 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend, repeal or veto any decision made by such body or person under this clause only where such decision is clearly contrary to this Constitution, the By-Laws, the Corporations Act, the Objects of the Company or the committee's delegation.

25.5 Finance Audit Risk (FAR) Committee

- (a) A FAR Committee must be established by the Directors.
- (b) The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of reference and must include at least one external and independent Certified Practising Accountant or Chartered Accountant and an independent Chair that is not a Director must be appointed by the Board.

26. BY-LAWS

26.1 Board to Formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("by-laws") for the proper advancement, management and administration of the Company, the advancement of the objects of the Company and Polo as it thinks necessary or desirable. Such by-laws must be consistent with this Constitution.

26.2 By-Laws Binding

All by-laws made under this clause shall be binding on the Company and Members.

26.3 Notices Binding on Members

Amendments, alterations, interpretations or other changes to by-laws shall be advised to Members by means of notices approved by the Board and prepared and issued by the CEO. Notices are binding upon all Members.

27. INSPECTION OF RECORDS

27.1 Right of the Members to Inspect Records

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

28. ACCOUNTS

28.1 Accounting Records

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

28.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

28.3 Negotiable Instruments

- (a) All cheques, electronic payments, 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, as the case may be, by any two Directors or the CEO and a Director. This provision is subject to the Board determining by resolution that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- (b) The Board shall determine by resolution the basis upon which other transfers of money, including electronic transfer, can be made and accepted and shall specify the authority necessary for various classes of such transfers and limits to such authority. The Board has authority to authorize any such transfer for any amount for the purpose of fulfilling its own responsibilities under this Constitution.

28.4 Source of Funds

The funds of the Company shall be derived from entrant's fees, annual subscriptions, competition events, donations, fund raisers and such other sources as the Board determines.

29. SERVICE OF DOCUMENTS

29.1 Document includes notice

In this clause 29, document includes a notice.

29.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

29.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to a facsimile number or electronic address nominated by the Company.

29.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

29.5 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

30. INDEMNITY

30.1 Indemnity of officers

- (a) This clause 30 applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Board in each case determine.

Each person referred to in this paragraph (a) is referred to as an Indemnified Officer for the purposes of the rest of clause 30.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or of a related body corporate of the Company,

unless:

- (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

30.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

30.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by clause 30.1 on the terms the Board thinks fit (as long as they are consistent with clause 30).

31. WINDING UP

31.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$10.00.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

31.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.