**Guidelines on the NSW Polo Association Constitution for AGM 2015**

**Time Line**

|  |  |  |
| --- | --- | --- |
| **Timing** | **Action** | **Person/s** |
| As soon as practical | NSWPA announce date of AGM: Monday 19th October, 10am start, venue TBA. | NSWPA |
| 42 days (7 weeks) prior to AGM: 31 August 2015 | NSWPA call for nominations for position of President & elected Directors.  Note: 2015 being an odd year, 1 director per zone to retire and may renominate. The following have indicated they are willing to retire:  Rob Davies – Northern Zone  Andrew Williams – Hawkesbury Basin Zone  Eugene Marais – Southern Zone | NSWPA |
| At least 35 days (5 weeks) prior to AGM: 14 Sep 2015 | Members entitled to vote may submit notices of motion for inclusion as special business at the AGM. | Club delegates |
| At least 21 days (3 weeks) prior to AGM: 28 Sep 2015 | NSWPA gives Notice of AGM to members inc Agenda, any notice of motion by members entitled to vote, form of authority for Proxy | NSWPA |
| 42-14 days prior to AGM | Nominators & nominees complete Nomination Forms and send to NSWPA office | Nominees |
| 14 days (2 wks) prior to AGM: 5 Oct 2015 | Deadline for President & Director nominations to be received at the NSWPA office. |  |
| Prior to AGM | Any Proxy Form sent to NSWPA office prior to AGM. Only 1 proxy per delegate. | Clubs if necessary |
| Prior to the AGM | Each club to inform NSWPA office in writing of their Delegate. **A Director cannot also be a Delegate** (see 22.2) | All Clubs |
| At the AGM | President to check quorum is present: 60% of Clubs represented by their Delegates | President |
| At the AGM | A President to be voted on by all Club delegates from the nominations received for that office. | Club delegates |
| At the AGM | Each Zone to check that Nominations are approved by the majority of Clubs in the nominee’s zone | Club delegates |
| At the AGM | A vote, if necessary for 3 directors in each zone, the nominations for each zone being voted on by the delegates from clubs within that zone. | Club delegates |
| At the Board Meeting following the AGM | The elected Directors may appoint up to 2 appointed Directors (see para 24).  The Board elect Vice President and Treasurer (see 22.3) | Elected Directors |

**Zones**

Hawkesbury (9): Arunga, Killarney, Kurri Burri, Muddy Flatts, Riverlands, Sydney, Town & Country, Willo, Windsor

Northern (6): The Northern Polo Club (Gunnedah, North Star, Quirindi, Tamarang, Wellington), Ellerston, Mudgee, Scone, Timor, Wirragulla.

Southern (5): Folly Lodge, Garangula, Goulburn, Gundalong, Millamolong.

**Detail from the Constitution:**

**Note: Notices of motion must come from members entitled to vote:**

17. NOTICES OF MOTION

Members 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 Executive Assistant not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

**Note that member entitled to vote shall exercise more than 1 proxy at a time.**

**Action: Any Proxy Forms to be completed & sent to NSWPA office prior to AGM.**

20. PROXY VOTING

(a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Executive Assistant at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote and no Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

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

**22.1 Composition of the Board**

**(a)** The Board shall comprise:

(i) one (1) elected President, who must all be an Individual Member and who shall be elected under rules 22 and 23;

(ii) nine (9) elected Directors, who must all be Individual Members and who shall be elected under rule 23; and

(iii) up to two (2) appointed Directors, who need not be Individual Members and who may be appointed by the Directors elected under rule 23.

**(b)** Of the nine (9) elected Directors:

(i) three (3) must be Individual Members from a Club located within the Northern Zone;

(ii) three (3) must be Individual Members from a Club located within the Hawkesbury Basin Zone; and

(iii) three (3) must be Individual Members from a Club located within the Southern Zone.

**(c)** There must be at least one (1) elected President and nine (9) elected Directors of the Company at any time.

**22.2 No Delegates**

***A Director cannot also be a Delegate.***

**Action**: Each Club please inform NSWPA Secretary in writing of your Club Delegate.

**Amended rules re. President & chair**

22.3 President and chair

(a) The President will be elected by the Delegates at the Annual General Meeting each year.

(b) The Vice President and Treasurer will be elected by the Board.

(c) The President shall be entitled to:

(i) chair all meetings of the Board; and

(ii) attend and chair all meetings of the Company.

(d) The President shall have no general voting rights except for a casting vote in the case of a deadlock.

**22.4 Eligibility of Directors**

The Board can recommend the necessary experience and qualifications for eligibility of any Directors from time to time.

22.5 Portfolios

The Board may allocate portfolios and/or titles to Directors.

**Additional information required by nominating President/Directors on Nomination Forms:**

23. PRESIDENT AND ELECTED DIRECTORS

23.1 Nominations

(a) Nominations for President and elected Director positions shall be called for forty two (42) days prior to the Annual General Meeting. When calling for nominations, details of the relevant zone and any necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time.

(b) Nominees for elected President and Director positions must have been Individual Members of a Club for a minimum period of six (6) months prior to the nomination being delivered to the Company.

(c) Nominees for elected Director positions must declare any position they hold in a Club including as an officer (howsoever described including as a Delegate) or as a full time employee.

**The attached Nomination Form must be used & returned to NSWPA Office 14 days before the AGM:**

23.2 Form of Nominations

Nominations must be:

(a) in writing;

(b) on the prescribed form (if any) provided for that purpose;

(c) signed by Individual Members from two (2) Clubs within the nominee’s zone who have been Individual Members of a Club for a minimum period of twelve (12) months prior to the nomination being delivered to the Company,

(d) certified by the nominee (who must be an Individual Member) expressing his/her willingness to accept the position for which he/she is nominated; and

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

**23.3 Elections**

(a) 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, then those nominated shall be declared elected only if approved by the majority of Clubs from the nominee’s zone.

(b) 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 rule 23.3(a), the positions will be deemed casual vacancies under rule 25.1.

(c) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be taken in accordance with the Regulations or in the absence of Regulations, in such usual and proper manner as the President directs.