

Constitution

Date:

NEW SOUTH WALES POLO ASSOCIATION (KYEEMAGH) LIMITED

Lander & Rogers

Level 12 Bourke Place
600 Bourke Street Melbourne VIC 3000
GPO Box 1842 Melbourne VIC 3001
Australia

T +61 3 9269 9000

F +61 3 9269 9001

www.landerson.com.au

Ref: IKF:MNI:2021151

TABLE OF CONTENTS

PART 1: OBJECTS POWERS AND INTERPRETATION	1
1. NAME OF COMPANY	1
2. DEFINITIONS AND INTERPRETATION.....	1
2.1 Definitions.....	1
2.2 Interpretation	2
2.3 Severance	3
2.4 The Act.....	3
3. OBJECTS OF THE COMPANY	3
4. POWERS OF THE COMPANY	4
PART 2: MEMBERS.....	4
5. MEMBERS.....	4
5.1 Categories of Members	4
5.2 Life Members.....	5
6. AFFILIATION	5
6.1 Clubs	5
6.2 Application for affiliation.....	6
6.3 Discretion to accept or reject application	6
6.4 Re-affiliation	6
6.5 Deemed Membership	6
7. REGISTER OF MEMBERS.....	6
7.1 Company to keep Register	6
7.2 Inspection of Register.....	7
7.3 Use of Register.....	7
8. EFFECT OF MEMBERSHIP	7
9. DISCONTINUANCE OF MEMBERSHIP	7
9.1 Notice of Resignation	7
9.2 Discontinuance for breach.....	8
9.3 Discontinuance for failure to re-affiliate	8
9.4 Member to re-apply	8
9.5 Forfeiture of rights	8
9.6 Delegate position lapses	9
9.7 Membership may be reinstated	9
9.8 Refund of membership fees	9
10. DISCIPLINE	9
11. SUBSCRIPTIONS AND FEES	9
12. TRANSITIONAL ARRANGEMENTS.....	9
PART 3: GENERAL MEETINGS	10
13. ANNUAL GENERAL MEETING	10
14. SPECIAL GENERAL MEETINGS	10
14.1 Special General Meetings may be held.....	10
14.2 Requisition of Special General Meetings.....	10

15.	NOTICE OF GENERAL MEETING	10
16.	BUSINESS	11
17.	NOTICES OF MOTION	11
18.	PROCEEDINGS AT GENERAL MEETINGS	11
	18.1 Quorum	11
	18.2 Chairperson to preside	11
	18.3 Adjournment of meeting	11
	18.4 Voting procedure	12
	18.5 Recording of determinations	12
	18.6 Where poll demanded	12
19.	VOTING AT GENERAL MEETINGS	12
	19.1 Members Entitled to Vote	12
	19.2 Postal Voting	12
20.	PROXY VOTING	13
PART 4: THE BOARD		13
21.	POWERS OF THE BOARD	13
22.	COMPOSITION OF THE BOARD	13
	22.1 Composition of the Board	13
	22.2 No Delegates	14
	22.3 President and chair	14
	22.4 Eligibility of Directors	14
	22.5 Portfolios	14
23.	PRESIDENT AND ELECTED DIRECTORS	14
	23.1 Nominations	14
	23.2 Form of Nominations	14
	23.3 Elections	15
	23.4 Term of appointment for elected Directors	15
24.	APPOINTED DIRECTORS	15
	24.1 Appointment of Directors	15
	24.2 Qualifications for appointed Directors	15
	24.3 Term of appointment for appointed Directors	16
25.	VACANCIES ON THE BOARD	16
	25.1 Casual vacancies	16
	25.2 Grounds for termination of Director	16
	25.3 Board may act	17
26.	MEETINGS OF THE BOARD	17
	26.1 Board to meet	17
	26.2 Decisions of Board	17
	26.3 Resolutions not in meeting	17
	26.4 Quorum	18
	26.5 Notice of Board meetings	18
	26.6 Chairperson	18
27.	CONFLICTS	18
	27.1 Directors' interests	18
	27.2 Conflict of interest	18
	27.3 Disclosure of interests	19

27.4	General Disclosure	19
27.5	Recording Disclosures	19
PART 5: RECOGNITION OF SPORT STRUCTURE		19
28.	STATUS AND COMPLIANCE OF COMPANY	19
28.1	Recognition of Company	19
28.2	Compliance of Company	19
28.3	Operation of Constitution	20
29.	REGISTER	20
29.1	Register	20
30.	STATUS AND COMPLIANCE OF CLUBS	20
30.1	Compliance	20
30.2	Club Constitutions	21
30.3	Register	21
PART 6: MISCELLANEOUS		21
31.	STRATEGIC FORUM OF COMPANY	21
31.1	Strategic forums	21
31.2	Attendees at strategic forums	21
32.	EXECUTIVE ASSISTANT	22
32.1	Appointment of Executive Assistant	22
32.2	Specific Duties	22
32.3	Board power to manage	22
33.	DELEGATIONS	22
33.1	Board may delegate functions	22
33.2	Delegation by instrument	22
33.3	Delegated function exercised in accordance with terms	23
33.4	Procedure of delegated entity	23
33.5	Delegation may be conditional	23
33.6	Revocation of delegation	23
34.	REGULATIONS	23
34.1	Board to formulate regulations	23
34.2	Regulations binding	23
34.3	Regulations deemed applicable	23
34.4	Bulletins binding on Members	23
35.	NOTICE	24
36.	SEAL	24
36.1	Seal	24
36.2	Absence of common seal	24
37.	GRIEVANCE PROCEDURE	24
38.	INDEMNITY	25
39.	RECORDS AND ACCOUNTS	25
39.1	Records	25
39.2	Records kept in accordance with Act	25
39.3	Company to Retain Records	25
39.4	Board to submit accounts	25
39.5	Accounts conclusive	25

39.6	Accounts to be sent to Members	26
39.7	Negotiable instruments.....	26
40.	AUDITOR	26
41.	INCOME.....	26
42.	WINDING UP	27
43.	ALTERATION OF CONSTITUTION.....	27

Constitution of New South Wales Polo Association (Kyeemagh) Limited

PART 1: OBJECTS POWERS AND INTERPRETATION

1. NAME OF COMPANY

The name of the Company is New South Wales Polo Association (Kyeemagh) Limited (**Company**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Corporations Act 2001* (Cth).

Affiliate Member means an individual who is an umpire, referee, coach or other official who is associated with the Company but who is not an Individual Member.

Appointed Director means a Director appointed by the Board.

Board means the body consisting of the Directors.

Club means a Polo club which is a Member, or is otherwise affiliated with the Company.

Company means New South Wales Polo Association (Kyeemagh) Limited.

Constitution means this Constitution of the Company.

Delegate means the person(s) appointed from time to time to act for and on behalf of a Club and to represent the Club at General Meetings.

Director means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Assistant.

Executive Assistant means the Executive Assistant of the Company for the time being appointed under this Constitution.

Financial year means the year commencing on 1 July and ending on 30 June each year.

FIP means the Federation of International Polo.

General Meeting means the annual or any special general meeting of the Company.

Hawkesbury Basin Zone means the geographical area within the Hawkesbury Basin or other geographical area determined by the Board.

Individual Member means a registered, financial member of a Club or a natural person who is otherwise recognised by the Company as an Individual Member.

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

Life Member means an individual appointed as a Life Member or Honorary Life Member of the Company under rule 5.2.

Member means a member for the time being of the Company.

National Body means the Australian national body for Polo

Northern Zone means the geographical area to the north of the Hawkesbury Basin or other geographical area determined by the Board.

Objects means the objects of the Company in rule 2.

Polo means the sport of polo.

President means the President of the Company elected annually under rule 22.3.

Register means a register of Members kept and maintained in accordance with rule 7.

Regulations mean any Regulations made by the Board under rule 34.

Seal means the common seal of the Company (if any).

Special Resolution means a special resolution defined in the Act.

Southern Zone means the geographical area to the south of the Hawkesbury Basin or other geographical area determined by the Board.

Vice President means the Vice President of the Company elected annually under rule 22.3

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) 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;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

- (g) 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 having jurisdiction); and
- (h) a reference 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.

2.3 Severance

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 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, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The replaceable rules in the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE COMPANY

The Company is established solely for the Objects. The Objects of the Company are to:

- (a) conduct, encourage, promote, advance and administer Polo throughout New South Wales;
- (b) ensure the maintenance and enhancement of the Company, the Members and Polo, its standards, quality and reputation for the benefit of the Members and Polo;
- (c) at all times promote mutual trust and confidence between the Company, the National Body, FIP and the Members in pursuit of these Objects;
- (d) at all times act on behalf of, and in the interest of, the Members and Polo in New South Wales;
- (e) promote the economic and community service success, strength and stability of the Company, the Members and Polo in New South Wales;
- (f) elect to affiliate and liaise with the National Body or FIP to further these Objects and Polo;
- (g) use and protect the Intellectual Property;
- (h) apply the property and capacity of the Company towards the fulfilment and achievement of these Objects;
- (i) strive for Government, commercial and public recognition of the Company as the controlling body for Polo in New South Wales;
- (j) abide by, promulgate, enforce and secure uniformity in the application of, the rules of Polo as may be determined from time to time by the National Body or

FIP and as may be necessary for the management and control of Polo and related activities in New South Wales;

- (k) advance the operations and activities of the Company throughout New South Wales;
- (l) further develop Polo into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (m) review and/or determine any matters relating to Polo which may arise, or be referred to it, by any Member;
- (n) recognise any penalty imposed upon any Member;
- (o) act as arbiter (as required) on all matters pertaining to the conduct of Polo in New South Wales, including disciplinary matters;
- (p) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Polo in New South Wales;
- (q) adopt and implement such policies as may be developed by the National Body, and agreed by the Company, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases, horse welfare and such other matters as may arise as issues to be addressed in Polo;
- (r) represent the interests of its Members and of Polo generally in any appropriate forum in New South Wales;
- (s) enable Members to receive the benefits which these Objects are intended to achieve;
- (t) promote the health and safety of Members and all other participants in Polo in New South Wales;
- (u) seek and obtain improved facilities for the enjoyment of Polo in New South Wales; and
- (v) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE COMPANY

Solely for furthering the Objects, the Company has the legal capacity and powers of a company as set out under section 124 of the Act.

PART 2: MEMBERS

5. MEMBERS

5.1 Categories of Members

The Members of the Company shall consist of:

- (a) Clubs, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;
- (b) Life Members, Honorary Life Members and Kyeemagh debenture holders, 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 shall have no voting rights;
- (c) Individual Members, Affiliate Members and the Directors who shall have the right to be present at General meetings but shall have no rights, to debate or to vote at General Meetings; and
- (d) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Company in General Meeting.

5.2 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Company or Polo, where such service is deemed to have assisted the advancement of Polo in New South Wales, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to rule 5.2(c)) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Company's resolution to confer life membership in writing. Upon written acceptance, 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.

6. AFFILIATION

6.1 Clubs

- (a) To be, or remain, eligible for membership, a Club must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Club is not incorporated, the secretary of any such unincorporated 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 have the same obligations and shall follow such procedures on behalf of the unincorporated Club as incorporated Members, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Club shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in rule 6.1(a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

6.2 Application for affiliation

A Club's application for affiliation must be:

- (a) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Company;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Company and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) accompanied by the appropriate fee (if any).

6.3 Discretion to accept or reject application

- (a) The Company may accept or reject an application whether the applicant has complied with the requirements in clauses 6.1 and 6.2 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. Membership shall be deemed to commence upon acceptance of the application by the Company. The Executive Assistant 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.

6.4 Re-affiliation

- (a) Clubs must re-affiliate annually with the Company in accordance with the procedures set down by the Company in Regulations from time to time.
- (b) Upon re-affiliation a Club must lodge with the Company 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 Company. Each Club must ensure that its constitution is amended to conform to any amendments made to this Constitution.

6.5 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Company, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Clubs shall provide the Company with such details as are reasonably required by the Company under this Constitution within one (1) month of the approval of this Constitution under the Act.

7. REGISTER OF MEMBERS

7.1 Company to keep Register

The Company shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership and date of entry to membership of each Club; and
- (b) the full name, residential address and date of entry to membership of each Director and Life Member; and
- (c) where applicable, the date of termination of membership of any Club.
- (d) Clubs, Directors and Life Members shall provide notice of any change and required details to the Company within one 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 considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Company and that they are bound by this Constitution and the Regulations;
- (b) they shall 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 other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Company;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Polo in New South Wales; and
- (e) they are entitled to all benefits, advantages, privileges and services of Company membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Company may resign or withdraw from membership of the Company by giving one months notice in writing to the Company of such resignation or withdrawal.
- (b) A Club may not resign, disaffiliate or otherwise seek to withdraw from the Company without approval by Special Resolution of the Club. A copy of the relevant minutes of the Club meeting showing that the Special Resolution has been passed by the Club must be provided to the Company.

- (c) If a Club ceases to be a Member under this Constitution, the Company 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 or, in the absence of Regulations, as determined by the Board.
- (d) Upon the Company receiving notice of resignation of membership given under clauses 9.1(a) and 9.1(b), 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

- (a) Membership of the Company may be discontinued by the Board upon breach of any rule of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Company, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 9.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under rule 9.2(a) by the Company giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this rule 9.3 as soon as practicable.

9.3 Discontinuance for failure to re-affiliate

Membership of the Company may be discontinued by the Board if a Club has not re-affiliated with the Company within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this rule 9.3 as soon as practicable.

9.4 Member to re-apply

A Member whose membership has been discontinued under clauses 9.2 or 9.3:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) 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 Company and its property and shall not use any property of the Company including the Intellectual Property. Any Company documents, records or other property in the possession, custody or control of that Member shall be returned to the Company immediately. Where a 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 Club.

9.7 Membership may be reinstated

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

9.8 Refund of membership fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

- (a) Where the Board is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the rules and regulations of the National Body or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Company, the National Body and/or Polo; or
 - (iii) brought the Company, the National Body, any other Member or Polo into disrepute;
- (b) the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Company set out in the Regulations.
- (c) The Board may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such a judiciary committee shall operate in accordance with the procedures expressed in the Regulations but subject always to the Act.

11. SUBSCRIPTIONS AND FEES

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

12. TRANSITIONAL ARRANGEMENTS

- (a) The members of the administrative or governing body (by whatever name called) of the Company in office immediately prior to 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 General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

- (b) The person known and appointed to the position of Executive Assistant (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

PART 3: GENERAL MEETINGS

13. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Company shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings may be held

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

14.2 Requisition of Special General Meetings

- (a) The Executive Assistant shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Company and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Executive Assistant 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 Company, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

15. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and Life Member or other Member entitled to receive notice at the address appearing in the Register kept by the Company. The Executive Assistant, Directors and any appointed 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.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote; and
 - (iii) forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in rule 35.

16. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and any auditors, the election of Directors under this Constitution and the appointment of any auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in rule 16(a) shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

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.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 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 sixty per cent (60%) of Clubs represented by their Delegates.

18.2 Chairperson to preside

The President shall, subject to this Constitution, preside as chair at every General Meeting, except if the President is not present or unwilling or unable to preside, then the Vice President shall preside as chair, except if the Vice President is not present or unwilling or unable to preside, then the Delegates present shall appoint another Director to preside as chairperson for that meeting only.

18.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for a General Meeting, a quorum is not present the General Meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

- (b) The chairperson 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.
- (c) 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.
- (d) Except as provided in rule 18.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.4 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:

- (a) the President; or
- (b) a simple majority of Delegates on behalf of their Members.

18.5 Recording of determinations

Unless a poll is demanded under rule 18.4, a declaration by the chairperson 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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

18.6 Where poll demanded

If a poll is duly demanded under rule 18.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

19. VOTING AT GENERAL MEETINGS

19.1 Members Entitled to Vote

Each Club shall be entitled to one (1) vote at General Meetings which, subject to this rule shall be exercised by the Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in rule 5.1. The Directors and Executive Assistant shall have no right to vote at General Meetings.

19.2 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

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.

PART 4: THE BOARD

21. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Company shall be managed, and the powers of the Company shall be exercised, by the Board. In particular, the Board as the governing body for Polo in New South Wales 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 New South Wales and shall govern Polo in New South Wales in accordance with this Constitution and in particular the Objects.

22. COMPOSITION OF THE BOARD

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.

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.

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.

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.

23.4 Term of appointment for elected Directors

- (a) Directors elected under this rule 23 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or 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 second Annual General Meeting following.
- (b) Three (3) elected Directors (one (1) from each zone) shall retire in each odd year and six (6) elected Directors (two (2) from each zone) shall retire in each even year until, after two (2) years the nine (9) original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under rule 23.4(b) to ensure rotational terms shall be determined by lot.

24. APPOINTED DIRECTORS

24.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

24.2 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 Board composition. They do not need to be Individual Members but must be natural persons.

24.3 Term of appointment for appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years, which shall commence from the first Board meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting following.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Board.

25. VACANCIES ON THE BOARD

25.1 Casual vacancies

- (a) To ensure clause 22.1(b) remains complied with, any casual vacancy occurring in the position of elected Director may only be filled by a person who is an Individual Member of a Club located within the same zone. The person appointed to fill the vacancy must be approved by the majority of Clubs located in the relevant zone. Any casual vacancy in a position of elected Director may only be filled for the remainder of the vacating Director's term under this Constitution.
- (b) Any casual vacancy in the position of Appointed Director may be filled from among appropriately qualified persons. Any casual vacancy in a position of Appointed Director may only be filled for the remainder of the vacating Director's term under this Constitution.

25.2 Grounds for termination of Director

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his/her office in writing to the Company;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) holds or applies for any office of employment with the Company;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his/her interest;
- (h) in the opinion of the Board (but subject always to this Constitution):

- (i) has materially breached any Regulation, code or policy adopted by the Company in relation to the operation of the Board;
- (ii) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Company;
- (iii) has brought the Company into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the Act.

25.3 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 Director to a number sufficient to constitute such a quorum.

26. MEETINGS OF THE BOARD

26.1 Board to meet

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

26.2 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 Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question.

26.3 Resolutions not in meeting

- (a) A resolution in writing, signed or assented to by electronic communication by all the Directors shall be as valid and effectual as if it had 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 (1) or more of the Directors.
- (b) 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:
 - (i) 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;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from

time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;

- (iii) if a failure in communications prevents rule 26.3(b)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until rule 26.3(b)(i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (iv) 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 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 chairperson of the meeting is located.

26.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is six (6). The President shall not be counted for the purpose of establishing a quorum.

26.5 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.

26.6 Chairperson

The President shall chair meetings of Directors. If the President is not present or unable to chair a meeting, the Vice President shall chair the meeting. If the Vice President is not present or unable to chair a meeting, the Directors must elect a Director present at the meeting to chair a meeting, or part of it, if the President is not available for holding the meeting or declines to act for the meeting or the part of the meeting.

27. CONFLICTS

27.1 Directors' interests

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

27.2 Conflict of interest

A Director shall declare his interest in any matter, including, but not limited to any

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and 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 the Director votes the 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 refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

27.3 Disclosure of interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the 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.

27.4 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 rule 27.3 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company, and the Company shall keep a register of such declared interests.

27.5 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 27.2, 27.3 and/or 27.4 must be recorded in the minutes of the relevant meeting the Company's register of declared interests.

PART 5: RECOGNITION OF SPORT STRUCTURE

28. STATUS AND COMPLIANCE OF COMPANY

28.1 Recognition of Company

The Company is recognised by the National Body as the controlling authority for Polo in New South Wales and subject to compliance with this Constitution shall continue to be so recognised and shall administer Polo in New South Wales in accordance with the Objects.

28.2 Compliance of Company

The Members acknowledge and agree the Company shall:

- (a) be or remain incorporated in New South Wales;

- (b) apply its property and capacity solely in pursuit of the Objects and Polo;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of Polo, its standards, quality and reputation for the benefit of the Members and Polo;
- (e) at all times act in the interests of the Members and Polo;
- (f) not resign, disaffiliate or otherwise seek to withdraw from the National Body without approval by Special Resolution; and
- (g) abide by the Australian rules of Polo.

28.3 Operation of Constitution

The Company and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Polo are to be conducted, promoted, encouraged, advanced and administered throughout New South Wales and;
- (b) to ensure the maintenance and enhancement of Polo, its standards, quality and reputation for the benefit of the Members and Polo;
- (c) not to 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 enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of Polo and the Members;
- (f) that should a Member have administrative, operational or financial difficulties the Company may act to assist the Member in whatever manner the Company considers appropriate.

29. REGISTER

29.1 Register

The Company shall maintain a Register of all Clubs, and if appropriate all Individual Members, in accordance with the Act.

30. STATUS AND COMPLIANCE OF CLUBS

30.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;

- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Company of the details of that person accordingly;
- (c) recognise the Company as the authority for Polo in New South Wales and the National Body as the national authority for Polo;
- (d) adopt and implement such communications and Intellectual Property policies as may be developed by the Company from time to time; and
- (e) have regard to the Objects in any matter of the Club pertaining to Polo.

30.2 Club Constitutions

- (a) Clubs will take all reasonable steps necessary to ensure their constituent documents, as best as practicable, conform to this Constitution.
- (b) Clubs shall provide to the Company a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Company has power to veto any provision in a Club constitution which, in the Company's opinion, is contrary to the Objects.
- (c) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Company as the authority for Polo in New South Wales and the National Body as the national authority for Polo in Australia.

30.3 Register

Clubs shall maintain, in a form acceptable to the Company, a register of all Members of the Club. Each Club shall provide a copy of the register at a time and in a form acceptable to the Company, and shall provide regular updates of the register to the Company.

PART 6: MISCELLANEOUS

31. STRATEGIC FORUM OF COMPANY

31.1 Strategic forums

The Company may hold strategic forums. The object of a strategic forum is to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the Company's strategic plan and direction;
- (c) discuss statewide issues;
- (d) provide feedback to the Board on the results of its governance decisions in practice at Member level.

31.2 Attendees at strategic forums

The following persons may attend any strategic forum of the Company:

- (a) one (1) representative from each Club;

- (b) the Directors; and
- (c) such other persons the Board considers should be invited.

32. EXECUTIVE ASSISTANT

32.1 Appointment of Executive Assistant

An Executive Assistant may be appointed by the Board for such term and on such conditions as the Board thinks fit. The Executive Assistant may not be a Delegate.

32.2 Specific Duties

The Executive Assistant shall:

- (a) act as and carry out the duties of secretary of the Company;
- (b) administer and manage the Company in accordance with the Act, this Constitution and any directions of the Board;
- (c) as far as practicable attend all Board meetings and all General Meetings;
- (d) prepare the agenda for all Board and General Meetings;
- (e) record and prepare minutes of the proceedings of all Board meetings and General meetings, and shall use his/her best endeavours to distribute those minutes to Clubs promptly from the date of the meeting; and
- (f) regularly report on the activities of, and issues relating to, the Company.

32.3 Board power to manage

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

33. DELEGATIONS

33.1 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 determines from time to time.

33.2 Delegation by instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Executive Assistant by the Act or any other law, or this Constitution or by resolution of the Company in General Meeting.

33.3 Delegated function exercised in accordance with terms

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

33.4 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 rule 26 above. 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.

33.5 Delegation may be conditional

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

33.6 Revocation of delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this rule, and may amend or repeal any decision made by such body or person under this rule.

34. REGULATIONS

34.1 Board to formulate regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Company, the advancement of the purposes of the Company and Polo in New South Wales as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

34.2 Regulations binding

All Regulations are binding on the Company and all Members.

34.3 Regulations deemed applicable

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

34.4 Bulletins binding on Members

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

35. NOTICE

- (a) Notices may be given by the Company to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post, fax or email, to the Member's registered address or fax number or email address, or in the case of a Delegate, to the last notified address, fax number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
- (c) Where a notice is sent by fax, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the fax was sent to/or received at the fax number to which it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.

36. SEAL

36.1 Seal

- (a) The Company may have a seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute books of the Company. The affixing of the seal must be witnessed by two (2) Directors, unless the Board determines otherwise.

36.2 Absence of common seal

- (a) A document is validly executed by the Company if the document is signed by:
 - (i) two Directors; or
 - (ii) a Director and the Executive Assistant ; or
 - (iii) except for deeds, a Director nominated for that purpose by the Directors.
- (b) A Director may not sign a document if the Director is interested in the contract or arrangement to which the document relates.

37. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) the Company.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to for resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this rule 31.

38. INDEMNITY

- (a) Every Director and employee of the Company shall be indemnified out of the property and assets of the Company against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Company shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Company; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Company.

39. RECORDS AND ACCOUNTS

39.1 Records

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

39.2 Records kept in accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Executive Assistant.

39.3 Company to Retain Records

The Company shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

39.4 Board to submit accounts

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

39.5 Accounts conclusive

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

39.6 Accounts to be sent to Members

The Executive Assistant 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 required under the Act (if any).

39.7 Negotiable instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

40. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Company 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/or any applicable code of conduct. The auditor may be removed by the Company in General Meeting.
- (b) The accounts of the Company shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

41. INCOME

- (a) Income and property of the Company shall be derived from such sources as the Board determines from time to time.
- (b) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Member who holds any office of the Company.
- (d) Nothing in clauses 41(b) or 41(c) shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Company whether as an employee, Director or otherwise;
 - (ii) goods supplied to the Company in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;

- (iv) rent for premises demised or let by any Member to the Company;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Company;
- (e) 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.

42. WINDING UP

- (a) Subject to this Constitution the Company may be wound up in accordance with the Act.
- (b) The liability of the Members of the Company is limited.
- (c) Every Member undertakes to contribute to the assets of the Company if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Company, such an amount not exceeding one dollar (\$1.00).
- (d) If upon winding up or dissolution of the Company 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 having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

43. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.