



APPENDIX A.

Constitution (Current) Extracts

Lacrosse Australia (LA) is the register business name under entity Australian Lacrosse Association (ALA) Limited, ABN 31 124 440 124

EXTRACT 1:

PART IV – BOARD

22 BOARD

22.1 Powers of Board

- (1) The affairs of ALA shall be managed by a Board constituted under clause 22.2.
- (2) Subject to this Constitution and the Act, the Board:
 - (a) shall control and manage the business and affairs of ALA;
 - (b) may exercise all such powers and functions as may be exercised by ALA other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ALA.

22.2 Composition of Board

Subject to the provisions of clause 23

- (1) The Board shall be comprised of no more than seven (7) Directors, five (5) of whom shall be Elected Directors and the remaining two (2) shall be Independent Directors.
- (2) The Chair and Vice-Chair shall be appointed by the Directors.
- (3) A Director shall not be a member of the Board of Management or any Committee or an employee of a Voting Member or a Club of a Voting Member.
- (4) Each member of the Board shall have one vote at a Board meeting. The Chair does not have a casting vote.



- (5) Subject to sub clause 22.2(7) each Elected Director, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the second Annual General Meeting following their election. For the avoidance of doubt, all Elected Directors must retire at the second Annual General Meeting following their election but subject to clause 22.2(7), shall be eligible for re-election.
- (6) The Board shall contain a minimum of two persons of each gender unless there are less than two persons of a particular gender who are prepared to accept nomination for election as a Director.
- (7) Each Elected Director must not serve more than 8 consecutive years as a Director, including where one or more of those years is as an Independent Director.
 - (a) A Elected Director, having served the maximum period of office under this clause 22.2(7) may, after a period of at least two (2) years, be eligible for re-election or re-appointment.
 - (b) For the purposes of determining the length of continuous service of an Elected Director under this clause where service by a person as a Director under this Constitution is for a period less than 2 years:
 - (i) if the service is less than one year, it will be treated as one full year; and
 - (ii) if the service is between one year and two years, it will be treated as two full years.
 - (c) Where a person has served as a Director immediately before the 2020 Annual General Meeting (at which this clause 22.2(7) was adopted), the number of consecutive years of service by that person from the conclusion of the 2015 Annual General Meeting to the conclusion of the 2020 Annual General Meeting will be treated as service towards clause 22.2(7), rounded up to the nearest full year.
- (8) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board standing down each year.



EXTRACT 2:

24 ELECTION OF THE BOARD

24.1 Nominations of Candidates

The Secretary shall call for nominations at least 45 days before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.

- (1) Nominations of candidates for election as Board Members, shall be:
 - (a) made in writing, signed by any Voting Member and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination) and to be accompanied by information as directed in the nomination process.
 - (b) delivered to the Secretary of ALA by the date specified on the notice calling for nominations, which must be no less than 28 days prior to the AGM
- (2) Positions not filled shall be appointed by the Board as per Clause 22.4 until the next Annual General Meeting.
- (3) All nominations received shall be submitted to the ALA Nomination Committee who will determine the appropriateness of all nominations in relation to the current skill set of the Board and according to the terms of reference of that Committee as set by the Board.
- (4) If the number of nominations accepted and endorsed by the Nomination Committee for the purpose of election exceeds the number of vacancies to be filled, an election must take place at the Annual General Meeting. No further nominations may be received at the Annual General Meeting.
- (5) If it is necessary to hold an election, a returning officer and scrutineers must be appointed by the Chair, none of whom are to be candidates for election.
- (6) The election will be conducted according to such voting procedure as the Board deems fit from time to time.

For the full Constitution please go to the LA website <https://www.lacrosse.com.au/lacrosse-australia-documents>