



**CONSTITUTION
OF
ASIA PACIFIC LACROSSE UNION LTD.**

(ACN 602 938 152)

CONSTITUTION of ASIA PACIFIC LACROSSE UNION LTD.

1 NAME

The name of the body shall be "Asia Pacific Lacrosse Union Ltd." (the "**Union**").

The official abbreviation of the Union shall be "**APLU**".

The official language of the Union shall be English.

2 INTERPRETATION

In this Constitution, unless there shall be something in the subject matter or context inconsistent with it:

- 2.1 "**Act**" means *the Corporations Act 2001 of Australia* as modified or substituted.
- 2.2 "**annual general meeting**" means the annual general meeting of the Union. Also known as "General Meeting".
- 2.3 "**Board**" means the governing body of the Union.
- 2.4 "**Executive Officer**" means the person from time to time appointed to that role by the Board.
- 2.5 "**Financial Year**" means the period commencing on 1 September and ending on 31 August in each year.
- 2.6 "**Lacrosse**" shall include all versions/forms of the game of lacrosse, approved by the Union.
- 2.7 "**Member(s)**" shall include all categories of memberships of the Union unless specific reference is made to a particular category of Member.
- 2.8 "**Those present and voting**" shall mean any Member represented at a general meeting by a delegate nominated in accordance with **Clause 10.7** or represented by a proxy of that Member by a delegate of another Member appointed in accordance with **Clause 10.8**, and any member of the Board presented at a general meeting.
- 2.9 "**National Governing Body**" means the organization regulating and sanctioning Lacrosse within a country.
- 2.10 "**Officer**" means the President or the Vice President.
- 2.11 "**Region**" shall include all Lacrosse playing or non-playing countries in Asia and the Pacific region. The term "**country**" shall include a nation or a territory or area within a country.
- 2.12 "**Schedule**" means a schedule to this Constitution.
- 2.13 The singular shall include the plural and vice versa.

3 OBJECTIVES

- 3.1 To promote and develop Lacrosse in the Region.
- 3.2 To provide means of communication between all Lacrosse playing and developing countries in the Region.
- 3.3 To encourage international exchange and friendship through Lacrosse between Members and prospective members and provide assistance wherever possible.
- 3.4 To unify both men and women Lacrosse organizations and bodies in the Region in order to better develop the game in the Region.
- 3.5. To organise regular tournaments/competition for the Members and any agreed event(s) pre-agreed for World Lacrosse.

4 MEMBERSHIP

- 4.1 The membership categories of the Union shall be:
 - 4.1.1 **Full Member:** Each Full Member is entitled to appoint one (1) voting delegate to each general meeting of the Union and may make nominations for the appointment of the Officers and members of the Board.
 - 4.1.2 **Associate Member:** Each Associate Member is entitled to appoint one (1) delegate to each general meeting of the Union but such delegate shall have no voting entitlement. Associate Member may make nominations for the appointment of the Officers and members of the Board.
 - 4.1.3 **Affiliate Member:** An Affiliate Member is entitled (but shall not be obliged) to appoint one (1) delegate to each general meeting of the Union but such delegate shall have no voting entitlement.
- 4.2 The National Governing Body in any country of the Region shall be eligible for Full or Associate Membership of the Union. If different National Governing Bodies for women and men Lacrosse players exist in any country, both bodies shall be eligible for membership of the Union but in the case where they are both admitted to Full Membership, only one of those bodies (to be determined among themselves) shall be entitled to vote at a general meeting of the Union.
- 4.3 Any multi-national / sub-Regional or local Lacrosse organization, other than the National Governing Body, in the Region shall be eligible for Affiliate Membership of the Union.
- 4.4 All applications for membership of the Union shall be made in writing and shall be in such form as is prescribed from time to time by the Board.
- 4.5 Membership may only be conferred by a resolution passed by a majority of at least two-thirds of the those present and voting at a general meeting of the Union.

- 4.6 The annual membership subscriptions payable by each category of Members shall be recommended by the Board and agreed by a simple majority at a general meeting of the Union.
- 4.7 Any Member whose subscriptions has not been paid and received by the time set by the Board in any Financial Year shall not be entitled to receive any of the benefits, advantages, privileges or services of membership of the Union unless otherwise approved in writing by the Board. The Board at its discretion may extend the time for payment of subscriptions or fees either generally or in any particular case.
- 4.8 Any Member may resign from membership of the Union by giving 60 days advance notice in writing to the Executive Officer but such Member shall remain liable for all monies due by the Member to the Union at the time of ceasing to be a Member.
- 4.9 The Union may refuse to continue the membership of a Member by a resolution passed by a majority of at least two-thirds of those present and voting at a meeting of the Union. Such motion shall only be considered provided that a minimum of 60 days notice of the motion has been provided to all Members and that the Member has the opportunity to make written and/or personal presentation to all Members present at the meeting to consider the motion.

5 BOARD

Composition of the Board

- 5.1 The Board shall consist of:
- the President from time to time;
 - the Vice President from time to time; and
 - not less than three (3) and not more than five (5) additional persons (the “***elected members of the Board***”), elected or appointed as hereafter provided, **PROVIDED** that each person must sign a consent to as a director of the Union before being elected or appointed (as the case may be).

Members of Board: Tenure

- 5.2 At each annual general meeting, at least one of the elected members of the Board shall retire from office.
- 5.3 The members of the Board, including President and Vice President, each of whom must be nominated in writing by a Full or Associate Member, shall be elected by simple majority of those present and voting at an annual general meeting of the Union for a term of three (3) years commencing from the date of the relevant annual general meeting, subject to rotation policy and procedure determined by the Board by **Clause 5.13** in accordance with **Clause 5.2** and **Clause 8.1.2**.
- 5.4 A retiring elected member of the Board (if willing) is eligible for re-election but may not hold office for more than three (3) successive three-yearly terms.

- 5.5 In the case of the President and the Vice President (if willing) they shall be eligible to hold such office for three (3) successive three-yearly terms.
- 5.6 Notwithstanding **Clauses 5.4** and **5.5**, the Full Members in general meeting may agree by a two-third majority vote to an extension of office of any member of the Board (including an Officer) for a further one, two or three years term.

Age of members of Board

- 5.7 There shall be no maximum age limit for members of the Board.

Election of members of Board

- 5.8 At least 120 days prior to each annual general meeting, the Executive Officer shall give notice to all Members of the person(s) to retire at that meeting (including, if applicable, the President or Vice President) and seeking nominations for election to the Board to fill such place(s).
- 5.9 Nominations of candidates for election as Board members shall be in writing signed a representative of a Full or Associate Member as proposer and by the candidate signifying consent to such nomination.
- 5.10 Candidates may be nominated by any Members (Full / Associate) of APLU, providing their country of residency, passport issuance, citizenship or activity is within an APLU Member (Full / Associate).
- 5.11 Nominations shall be delivered to the Executive Officer not less than 45 days prior to the date appointed for the annual general meeting. A copy of all nominations shall be circulated to Members and the Board members at least 30 days prior to the meeting.
- 5.12 If no nominations for the position of Board members are received by the required date, nominations may be received at the relevant annual general meeting of the Union.

Holding of Elections for Board members

- 5.13 Subject to **Clause 5.14**, the election of Board members shall be conducted at the annual general meeting in accordance with procedures determined by the Board, which shall be notified to all Members by the Executive Officer.
- 5.14 If at any annual general meeting the number of nominations received does not exceed the number of positions to be filled, the persons nominated shall be declared elected by simple majority of those present and voting. If the simple majority vote is not achieved by any candidates, a special general meeting will be called in a maximum of three (3) months' time from the annual general meeting to vet candidate(s) and fill the position(s).

Retiring elected member of Board: when deemed re-elected

- 5.15 If at any annual general meeting at which an election of an elected member of the Board ought to take place the place of the vacating elected member of the Board is not filled, such retiring member (if willing to continue to act and permitted to do so in accordance with this Constitution) shall be deemed to have been re-elected at such meeting.

Casual vacancy among elected members of Board: how filled

- 5.16 Any casual vacancy among the elected members of the Board may be filled up by the Board at any time but any person so appointed shall hold office until the next annual general meeting and shall be eligible for re-election to the Board at that meeting.

Death, resignation, etc of member of Board

- 5.17 A member of the Board shall cease to be a member of the Board if the person:
- dies;
 - resigns by notice in writing to the Union;
 - refuses to act;
 - becomes incapable to act;
 - is convicted of any misdemeanor or felony punishable by imprisonment;
 - becomes insolvent; or
 - without permission of the Board, is absent from three consecutive ordinary meetings of the Board.

Executive Officer and other staff not eligible for Board

- 5.18 Neither the Executive Officer nor any other member of staff of the Union shall be eligible to become a member of the Board but the Executive Officer, unless otherwise directed by the Board from time to time, shall attend all meetings of the Board in a consultative capacity.

Meetings of Board: Quorum

- 5.19 The Board shall meet for the dispatch of business as often as occasion may require at such time and place as it may appoint and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit. Unless otherwise determined the quorum for a meeting of the Board shall be three or a majority of members of the Board then in office (whichever is the lesser).

Chairman of Board meetings

- 5.20 The President or, in his or her absence, the Vice President or some other member of the Board to be chosen by the members of the Board present shall be the chairman of each meeting of the Board. The chairman shall have a deliberative vote at meetings of the Board but no casting vote.

Resolution in writing signed by members valid

- 5.21 A resolution in writing signed by all the members of the Board for the time being shall be as valid and effective as if it had been passed at a meeting of the Board duly called and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

Meetings by telephone, etc

- 5.22 The members of the Board may meet either in person or by telephone or by other means of communication by which all participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held in the place agreed upon by the members of the Board attending the meeting, provided that at least one of the members of the Board present at that meeting was at that place for the duration of the meeting.

Validity of acts of the Board

- 5.23 All acts of the Board shall be valid and effective notwithstanding that it may be subsequently ascertained that there was some procedural or other irregularity or oversight in the election or appointment of any member of the Board. It shall report to members as needed.

6 POWERS AND DUTIES OF THE BOARD

General

- 6.1 The governance of the Union and the custody and control of its funds and property shall be vested in the Board.
- 6.2 The Board shall organise all activities of the Union subject to the directions of the Union in general meeting from time to time.

Power to make regulations

- 6.3 The Board may, subject to this Constitution, make regulations for conducting its own proceedings and for the general management of the Union.

Power to borrow and Guarantee

- 6.4 The Board may exercise all the powers of the Union to raise and borrow money, may guarantee the debts or obligations of any person and may enter into any other financing arrangement, in each case in the manner and on the terms it thinks fit.

Banking Account

- 6.5 The Board shall keep such bank accounts as it may from time to time decide and shall lay down regulations regarding their operation.

General Powers of Board

6.6 The Board may, in addition to the particular powers conferred upon it under this Constitution, exercise all such powers of the Union and do all such matters acts and things as are not by the Act or by regulations for the time being of the Union required to be exercised by the Union in general meeting subject nevertheless to such regulations and the provisions of the Act. It shall report to members as needed.

7 COMMITTEES

7.1 The Board shall establish a number of committees to help administer Lacrosse in the region. These could include, but not be limited by:

7.1.1 a Competition Committee, which shall handle matters concerning the playing rules for, and the nature and timing of, tournaments and competitions to be conducted by the Union; and

7.1.2 an Officiating Committee, which shall handle matters concerning umpiring/refereeing of tournaments and competitions to be conducted by the Union; and

7.1.3 a Development Committee, which shall handle matters concerning the regional development and promotion of Lacrosse participation and advancement.

7.2 The chairpersons of those committees shall be appointed by the Board and other members of those committees shall be drawn by the Board from among the Members, as appropriate.

7.3 The Competition Committee, after consulting the Officiating Committee, shall approve any proposed alteration of the playing rules for a particular tournament/competition, provided that it shall follow any rules or guidelines approved or adopted from time to time by the Union in general meeting.

7.4 The Board may also constitute one or more additional working or advisory committees from time to time, provided each such committee shall reports and make recommendations to the Board and/or to the Union in general meeting, as appropriate.

8 OFFICERS

8.1 The officers of the Union shall be:

- the President; and
- the Vice President

8.1.1 The President and Vice President shall be nominated and elected in accordance with **Clause 5.3, Clause 5.9 and Clause 5.10.**

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- 8.1.2 The triennial elections of the President and the Vice President shall not occur in the same calendar year.
- 8.2 If a vacancy arises at any time in the position of President or Vice President, a replacement shall be elected at the next annual general meeting of the Union (or, at the option of the Board, by postal / electronic ballot of the Full Members). A person so elected to fill a casual vacancy in the office of President or Vice President (as the case may be) shall hold office for the balance of the term of office of the person who ceased to hold such office.
- 8.3 Nominations for the positions of President and Vice President are required to be advised in writing to the Executive Officer at least 45 days prior to the annual general meeting at which the election is to be held. A copy of all nominations shall be circulated to Members and the Board members at least 30 days prior to the meeting.
- 8.4 If no nominations for the position of President and/or Vice President are received by the required date, nominations may be received at the relevant annual general meeting of the Union.
- 8.5 Where more than one (1) nomination is received for election to the position of President or Vice President, votes shall be cast at the general meeting by secret ballot (or, if applicable, by the postal / electronic ballot) and shall be decided by a simple majority of the votes cast.
- 8.6 The President is entitled to a deliberative vote, but is not entitled to a casting vote, at general meetings of the Union.
- 8.7 The Vice President and each elected member of the Board is entitled to a deliberative vote at general meetings of the Union.

9 EXECUTIVE OFFICER

- 9.1 The Board shall appoint an Executive Officer of the Union, and determine the conditions of employment of the Executive Officer.
- 9.2 The Executive Officer shall, if practicable, attend all Board meetings and all general meetings of the Union, but shall not vote thereat.
- 9.3 The Executive Officer shall be responsible (subject always to the control of the Board) for the establishment, overall management and administration of the Union and for such activities of the Union as determined from time to time by the Board.
- 9.4 The Executive Officer shall give notice of all meetings of the Union and of the Board to the Members and the members of the Board entitled thereto, keep or cause to be kept the minutes and records of such meetings in a book or books to be kept for the purpose and keep or cause to be kept in safe custody the books, documents, records and securities of the Union.

10 GENERAL MEETINGS

10.1 Annual General Meetings

10.1.1. An annual general meeting shall be convened each year.

10.1.2. The venue (city) and tentative date of the next annual general meeting shall be determined at each annual general meeting.

10.1.3. All Members and the Board members shall be advised of the exact venue and date of the annual general meeting at least 60 days prior to the meeting.

10.1.4. Any Member desiring to bring any business before an annual general meeting shall notify the Executive Officer in writing at least 45 days prior to the meeting.

10.1.5. The agenda for each annual general meeting shall be notified in writing to Members and the Board members at least 30 days prior to the meeting.

10.1.6. The business of each annual general meeting shall be as follows:

- To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
- To receive and consider the financial report and the report of the Board on the affairs and activities of the Union for the previous Financial Year
- To conduct (if necessary) an election for Officers and member(s) of the Board retiring at the meeting
- To approve, on the recommendation of the Board, the annual subscriptions for the following Financial Year
- To receive and approve a budget for the Union for the ensuing Financial Year as recommended by the Board
- To receive reports from Member countries
- To the extent that it may be relevant:
 - to consider any matter raised by any Member in accordance with **Clause 10.1.4**
 - to vote to confer Membership on the recommendation of the Board
 - to vote on any changes to the Constitution or Bylaws of the Union recommended by the Board

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- to approve any policies or plans proposed by the Board
- to approve any other recommendations of the Board
- to appoint auditors (if required by the Law)

10.2 Special General Meetings

10.2.1. A special general meeting shall be convened within 60 days of receipt of a written request(s) to the Executive Officer by at least three (3) Members. At least 30 days notice of such meeting must be provided to the Members and the Board members.

10.2.2. The requisition of the special general meeting shall provide the specific nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting.

10.2.3. A special general meeting may be held through phone and/or video conference or other means of communication if the business to be transacted has been determined by the Board as resolvable using this method.

10.3. Written notice of all general meetings shall be given by the Executive Officer to all Members and the Board members.

10.4. The President or, in his absence, the Vice President shall preside as the chairman of all general meetings.

10.5. The Executive Officer or, in his/her absence, a Full Member appointed by the chairperson shall be responsible for recording minutes of the general meeting and the distribution of such minutes to all Members and the Board members within 60 days of the meeting.

10.6. A quorum for all general meetings shall comprise at least half (50%) of the total number of Full Members, who shall be present either in person or by proxy, plus the President or Vice President.

10.7. Each Member shall notify the Executive Officer in writing of the name and contact details of its delegate(s) for each general meeting no later than 14 days before the date of that meeting.

10.8. A Member may nominate in writing to the Executive Officer another Full Member, whose delegate shall be entitled to cast the proxy vote of that Member.

10.9. A Board member may not act as the delegate of any Member but may act as the proxy of a Member.

10.10. Any vote at a general meeting shall be decided by a simple majority of more than fifty per cent (50%) of those present and voting, unless otherwise indicated in this Constitution.

11 FINANCIAL

- 11.1 All Members shall be responsible for their own expenses, including insurance, when attending any meetings of the Union or when participating in any competitions or events organised by the Union.
- 11.2 All Members shall pay such annual subscription as is approved by the Union in general meeting on the recommendation of the Board. Such annual subscriptions shall be payable by the date set by the Board from time to time.
- 11.3 The Board shall have the power to discount or waive any subscription/fees from a Member.
- 11.4 The Executive Officer and the Board shall be responsible for keeping accounting records sufficient to show and explain the Union's transactions and to disclose at any time the financial position of the Union. The Executive Officer and the Board shall prepare and present for consideration an income and expenditure statement and a balance sheet for each Financial Year at each annual general meeting. Financial reports shall be provided to Members within 60 days after the end of each Financial Year.

12 PLAYING RULES

- 12.1 The playing rules shall be as laid down by World Lacrosse.
- 12.2 Alteration to the playing rules for a particular tournament/competition organised by the Union shall be allowed provided that such alteration is approved by the Competition Committee in accordance with the process prescribed in the Competition By-laws.

13 BYLAWS

- 13.1 The Union in general meeting may make, repeal and amend Bylaws for the furtherance of the objects of the Union and for the conduct of its business provided such Bylaws are not inconsistent with this Constitution.
- 13.2 Unless proposed by the Board, any proposed amendments to the Bylaws must be advised in writing to the Executive Officer at least 60 days prior to any general meeting of the Union. Those proposed amendments shall be circulated to Members and the Board members at least 30 days before the date of the general meeting. Amendments require a majority vote of at least two-thirds of those present and voting (in person or by proxy) at the general meeting.
- 13.3 Notwithstanding **Clause 13.2**, proposed amendments to the Bylaws may be determined by postal / electronic ballot provided that at least 30 days notice of the ballot has been given to the Members and the Board members. Amendments shall require a majority vote of at least two thirds of those voting in the ballot.

14 AMENDMENT TO CONSTITUTION

- 14.1 Unless proposed by the Board, any proposed amendments to the Constitution must be advised in writing to the Executive Officer at least 60 days prior to any general meeting of the Union. Those proposed amendments shall be circulated to Members and the Board members at least 30 days before the date of the general meeting. Amendments require a majority vote of at least two-thirds of those present and voting (in person or by proxy) at the general meeting.
- 14.2 Notwithstanding **Clause 14.1**, proposed amendments to the Constitution may be determined by postal / electronic ballot provided that at least 30 days notice of the ballot has been given to the Members and the Board members. Amendments shall require a majority vote of at least-two thirds of those voting in the ballot.

15 DISPUTE RESOLUTION

If any dispute arises relating to the interpretation or application of this Constitution, the relevant Member(s) and the Board shall try to settle it by negotiation in a friendly manner. If the parties are unable to resolve the dispute within a reasonable period of time, any party may refer the dispute to the Court of Arbitration for Sport in Sydney, Australia for determination. The decision of that body shall be final and binding on the parties.

16 DISSOLUTION

- 16.1 The Union shall not be dissolved except by a two-thirds majority resolution of all Members voting in person or by proxy at a special general meeting of the Union. At least 60 days notice of such meeting shall be given to all Members and the Board members.
- 16.2 If upon the dissolution of the Union there remains, after discharge of its debts and liabilities, any assets, property or rights the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution having objects similar to the Union. Such institution shall be determined by the Board or, if it is possible before the time of the dissolution, by the Members at the general meeting at which the dissolution of the Union was agreed upon.
- 16.3 If upon the dissolution of the Union there remains any debt and/or liability the Full Members agree to equally share such debt and/or liability but such obligation shall not exceed AUS\$10 per Member.

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SCHEDULE 1 – Form of Proxy

ASIA PACIFIC LACROSSE UNION LTD (ACN 602 938 152)

PROXY FORM

.....
[INSERT NAME OF FULL MEMBER]

being a Full Member of Asia Pacific Lacrosse Union Ltd (ACN 602 938 152) and entitled to one vote, hereby appoints the duly authorised delegate of

.....
[INSERT NAME OF FULL MEMBER]

a Full Member (or, failing him/her, the chairman of the Meeting) as its proxy to vote for it and on its behalf at the annual/special general meeting of the Union to be held on / / 20... (and at any adjournment of that meeting).

The proxy is directed to vote in accordance with the directions set out on the reverse of this form (or, if no direction has been given, and to the extent permitted by law, as the proxy sees fit).

Dated this day of 20....

Signature:
[Authorised representative of Full Member]

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ITEMS OF BUSINESS

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Item 1. Approval of Minutes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2. Re-election and election of Board members | | | |
| (a) [Name of candidate] | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) [Name of candidate] | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3. Approval of annual subscriptions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4. [Insert, as appropriate] | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |