



# CONSTITUTION

as at 8 October 2025

## CONSTITUTION PART 1 – PRELIMINARY

### 1. Name

The name of the incorporated association (**Association**) is stated in the Schedule.

### 2. Objects and purposes

The objects and purposes of the Association are specified in the Schedule.

### 3. Minimum number of members

The Association must have at least the number of members specified in the Schedule.

### 4. Definitions

In this Constitution, unless the contrary intention appears –

**‘Act’** means the *Associations Act* and regulations made under that Act;

**“Active Entity”** means an entity that holds an 'active' membership in accordance with Part 3 of the Schedule;

**‘Board’** means the board of management of the Association. For the purposes of the Act, the term 'Board' is interchangeable with the term 'committee'.

**‘Financial institution’** means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

**‘General meeting’** means a general meeting of members convened in accordance with clause 43;

**‘Member’** means a member of the Association under Part 3 of the Schedule.

**‘Register of members’** means the register of the Association's members established and maintained under section 34 of the Act;

**‘Special resolution’** means a resolution notice of which is given under clause 46 and passed in accordance with section 37 of the Act.

## **PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION**

### **5. Powers of Association**

- 1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may;
  - a) acquire, hold and dispose of real or personal property;
  - b) open and operate accounts with financial institutions;
  - c) invest its money in any security in which trust monies may lawfully be invested;
  - d) raise and borrow money on the terms and in the manner it considers appropriate;
  - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f) carry on business or businesses at such places as the Association shall decide, appoint agents to transact businesses on its behalf and employ persons to manage or control such businesses as the Association shall decide; and
  - g) enter into any other contract it considers necessary or desirable.
- 3) The Association must not distribute any income, profits, or assets directly or indirectly to its members, except as provided in subclause (4).
- 4) Subclause (3) does not stop the Association from doing the following things, provided they are done in good faith;
  - a) Paying a member for goods and services they have provided or expenses they have incurred at fair and reasonable rates or rates more favorable to the Association, or
  - b) Making a payment or disposition to a member incidental to activities carried on by the Association in accordance or consistently with the Associations objects.

## **6. Effect of Constitution**

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

## **7. Inconsistency between Constitution and Act**

If there is any inconsistency between this Constitution and the Act, the Act prevails.

## **8. Altering the Constitution**

- 1) The Association may alter this Constitution by special resolution but not otherwise.
- 2) If the Constitution is altered, the public officer must file any changes and ensure compliance with section 23 of the Act.

## **PART 3 – MEMBERS**

### ***Division 1 – Membership***

#### **9. Life membership**

- 1) Any person who has been nominated and in the opinion of the Association has rendered distinguished service to the game of Rugby Union may be elected at an annual general meeting as a life member of the Association.
- 2) Election shall be by ballot, requiring approval of at least two-thirds of voting members present.

#### **10. Application for membership**

- 1) To apply to become an Member of the Association an entity must:
  - a) submit a written application for membership to the Board;
    - i) in a form, including any other associated documents, approved by the Board;
    - ii) signed by the applicant;
    - iii) selecting one of the membership categories, outlined in Part 3 of the Schedule.

#### **11. Approval of membership**

- 1) The Board must consider any application made under clause 10 at the next available Board meeting and must accept or reject the application at that meeting or the next, and the applicant will be advised of the outcome on the next working day following the meeting.
- 2) If an application is rejected; the applicant may appeal against the decision by giving notice to the Board within 14 days after being advised of the rejection.
- 3) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- 4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final, and the applicant will be advised of the outcome on the next working day following the meeting.

#### **12. Joining fee**

The Board may resolve at any time to impose a joining fee.

#### **13. Annual membership fee**

- 1) The membership fee for each Active Entity shall be:-
  - a) the amount decided by the Board from time to time;
  - b) and is payable when, and in the way, the Board decides.
- 2) Where a membership fee is not paid by a member within 3 months after the due date, the member ceases to be a member unless the Board determines otherwise.

## ***Division 2 – Rights of members***

### **14. General**

- 1) Persons attending meetings of the Association on behalf of the Members attend in their capacity as delegates of the Members and not in their own personal right.
- 2) Members have the right to appoint one person as their delegate from time to time as required and may change the identity of the person or delegate at any time in writing.

### **15. Voting**

- 1) Persons delegated to attend meetings of the Association on behalf of the Members are entitled to one vote per Member.

### **16. Notice of meetings and special resolutions**

- 1) Where the Board and/or the Secretary must give a notice under this Constitution, it may do so by -
  - a) serving it on a member personally;
  - b) sending it by post to a member at the address of the member appearing in the register of members; or
  - c) sending it by email to a member at the email address of the member recorded by the Association.

### **17. Access to information on Association**

The following must be available for inspection by members:

- a) a copy of this Constitution;
- b) minutes of annual general meetings;
- c) annual reports and annual financial reports;
- d) the register of members.

## **18. Raising grievances and complaints**

- 1) A member may raise a grievance or complaint about a Board member, the Board or another member of the Association.
- 2) The grievance or complaint must be dealt with by the procedures set out in Part 8 – Grievance and disputes

## ***Division 3 – Termination, death, suspension and expulsion***

## **19. Termination of membership**

- 1) Membership of the Association may be terminated by:
  - a) a notice of resignation addressed and sent to the Association or given personally to the Secretary, General Manager or another board member;
  - b) non-payment of the annual membership fee within the time allowed under clause 13;
  - c) ceasing to be an Active Entity or
  - d) expulsion in accordance with this Division.

## **20. Dissolution of member**

- 1) If a member is wound up in accordance with the Act or Corporations Act 2001, the Board must cancel the member's membership.

## **21. Suspension or expulsion of members**

- 1) If the Board considers that a member should be suspended or expelled because of its conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- 2) The notice must –
  - a) be in writing and include –
    - i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
    - ii) the particulars of the conduct; and
  - b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph 2 (a)(i).
- 3) At the meeting, the Board must afford the member a reasonable opportunity

to be heard or to make representations in writing.

- 4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- 5) Subject to clause 21, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## **22. Appeals against suspension or expulsion**

- 1) A member which is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- 2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- 3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- 4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.



## **PART 4 – BOARD**

### ***Division 1 – General***

#### **23. Role and powers**

- 1) The affairs and business of the Association shall be managed by the Board constituted under clause 24.
- 2) The board shall control and manage the business and affairs of the association and may exercise all such powers and functions as may be exercised by the Association, except:
  - a) those powers and functions that are required to be delegated by the Constitution; or
  - b) matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- 3) The Board may appoint a person to be the General Manager of the Association, on such terms and conditions as the Board determines. Where no General Manager is appointed the responsibilities of the role revert to the board.
- 4) The Board may establish advisory panels and/or sub-committees where the Board considers appropriate.
- 5) The Board has the power to approve by-laws in relation to the following:
  - a) the structure, composition, duties, responsibilities of General Manager, advisory panel and/or sub-committees, whether or not this includes a delegation under clause 25;
  - b) the steps taken to discipline Members who engage in conduct who:
    - i) breached, failed, refused or neglected to comply with a provision of the Constitution, the By-Laws, the Policies and the Rules or any resolution or determination of the Board; or
    - ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association; or
  - c) brought the Association or Rugby Union into disrepute;
  - d) the establishment and operation of a disciplinary tribunal; and
  - e) any other matter necessary to give full effect to this constitution.

## **24. Composition of Board**

- 1) The Board consists of –
  - a) the President;
  - b) Vice-President No. 1;
  - c) Vice President No. 2;
  - d) the Secretary;
  - e) the Treasurer;
  - f) Independent Member No. 1;
  - g) Independent Member No. 2;
  - h) Independent Member No. 3;
  - i) Independent Member No. 4
- 2) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Association's public officer.
- 3) To ensure succession planning and knowledge retainment, the appointment of Board members is to be for a 2 year term.

## **25. Delegation**

- 1) The Board may delegate to a subcommittee or staff any of its powers and functions other than –
  - a) this power of delegation; or
  - b) a duty imposed on the Board by the Act or any other law.
- 2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 3) The Board may, in writing, revoke wholly or in part the delegation.

## ***Division 2 – Tenure of office***

## **26. Eligibility of Board members**

- 1) A Board member must be a person who is 18 years or over.
- 2) A member of the Board should not be a person representing or acting as a delegate of a member or, where possible, hold a position within the governance structure of a member.

- 3) A former General Manager of the Association may not be appointed as a Board member until at least three years have elapsed since the end of their employment with the Association.
- 4) A Board member elected or appointed under clause 27 must also meet the criteria provided in the Schedule.
- 5) Board members must be elected to the Board at an Annual General Meeting or appointed under clause 27(2).

## **27. Appointment and removal of Board members**

- 1) Board members are elected by Members by a majority vote following nomination by the Nominations Committee.
- 2) The Board may at any time appoint a person by ordinary resolution of the Board following nomination by the Nominations Committee to be a Board member to fill a casual vacancy. Any Board member appointed under this clause may hold office only until the next general meeting and is then eligible for election at that meeting, subject to clause 27(1).

## **28. Term of Board members**

- 1) An elected Board member:
  - a) will hold office for the period of two (2) years, unless the elected Board member vacates the office under clause 31 or is removed under clause 32;
  - b) is eligible for election or re-election, unless subclause (1) (d) applies;
  - c) may serve consecutive terms on the Board unless otherwise provided in the Schedule; and
  - d) must not serve more than 4 consecutive terms.
- 2) Five (5) elected Board members shall retire in each even year and four (4) elected Board members shall retire in each odd year.
- 3) The sequence of retirements to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- 4) A person who has served as an elected Board member for a period of four (4) consecutive terms (total of eight (8) years) shall be ineligible for election as an elected Board member until the next annual general meeting following the date of conclusion of their last term.

## **29. Board Nominations Committee**

- 1) A nominations committee, consisting of:
  - a) the President (Chair);
  - b) the General Manager of the NTRU.
  - c) one NTRU Board member elected by the Board.

d) an NTRU life member selected by the NTRU Board.

**(Nominations Committee)** must be established to source, consider and nominate persons for the Board member positions under clause 24.

- 2) A person must not be nominated as a Board member under clause 27(1) unless the nomination has been made by the Nominations Committee.
- 3) With the exception of the Chair, a member of the Nominations Committee may not serve as a member of the Committee for more than four years without being re-elected by the Board and the maximum term that any person (other than the Chair) may serve as a member of the Nominations Committee is eight years.
- 4) No person (other than the Chair) may serve as a member of the Nominations Committee if they hold or have at any time in the previous three years held, a formal position with a Member.
- 5) The Nominations Committee must act in accordance with the Nominations Committee Charter, including, without limitation assessing candidates based on their skills and experience and the Board's requirements.

### **30. Election by ballot**

- 1) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- 2) The persons chosen by ballot must be declared by the President to be duly elected as members of the Board.

### **31. Vacating office**

The office of a Board member becomes vacant if –

- 1) the person –
  - a) is disqualified from being a Board member under section 30 or 40 of the Act;
  - b) resigns by giving written notice to the Board;
  - c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health; or
- 2) the person is absent from more than –
  - a) 3 consecutive meetings of the Board; or
  - b) 3 meetings of the Board in the same financial year without tendering an apology to the President, of which meetings the person received notice and the Board has resolved to declare the office vacant; or
- 3) in any of the circumstances provided for by the Schedule.

### **32. Removal of Board member**

- 1) The Association, through a special general meeting of members, may remove any Board member before the person's term of office ends.
- 2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy as per clause 27.

### ***Division 3 – Duties of Board members***

### **33. Collective responsibility of Board**

- 1) As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and regulations made under the Act.
- 2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

### **34. President and Vice-Presidents**

- 1) Subject to subclauses (2) and (3), the President must preside at all general meetings and Board meetings.
- 2) If the President is absent from a meeting, one of the Vice-Presidents must preside at the meeting.
- 3) If the President and both Vice-Presidents are all absent, the presiding member for that meeting must be –
  - a) a member elected by the other members present if it is a general meeting; or
  - b) a Board member elected by the other Board members present if it is a Board meeting.

### **35. Secretary**

The Secretary must –

- 1) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- 2) maintain the register of members in accordance with section 34 of the Act;

- 3) perform any other duties imposed by this Constitution on the Secretary.

### **36. Treasurer**

The Treasurer must –

- 1) ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- 2) coordinate the preparation of the Association's annual statement of accounts.
- 3) submit reports to the Board on a regular basis (balance sheet or financial statements).
- 4) ensure the safe custody of all securities, books and documents of a financial nature and accounting records of the Association.
- 5) perform any other duties imposed by this Constitution on the Treasurer.

### **37. Public officer**

- 1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- 2) The public officer must keep a current copy of the Constitution of the Association.

## **PART 5 – MEETINGS OF BOARD**

### **38. Frequency and calling of meetings**

- 1) The Board must meet together for the conduct of business not less than 6 times in each financial year unless otherwise provided in the Schedule.
- 2) The President, or at least half the Board members, may at any time convene a special meeting of the Board.
- 3) A special meeting may be convened to deal with an appeal under clause 11.

### **39. Voting and decision making**

- 1) Each member of the Board present at a meeting of the Board has a deliberative vote.
- 2) A question arising at a Board meeting must be decided by a majority of votes.
- 3) If there is no majority, the President or person presiding at the meeting has a casting vote in addition to a deliberative vote.

### **40. Quorum**

For a Board meeting, five (5) of the Board voting members constitutes a quorum unless otherwise provided in the Schedule.

### **41. Procedure and order of business**

- 1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 2) The order of business may be determined by the Board members present at the meeting.
- 3) Only the business for which the meeting is convened may be considered at a special meeting.

### **42. Disclosure of interest**

- 1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature

and extent of the interest to the Board in accordance with section 31 of the Act.

- 2) The Secretary must record the disclosure in the minutes of the meeting.
- 3) The President or person presiding at the meeting must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.



## **PART 6 – GENERAL MEETINGS**

### **43. Convening general meetings**

- 1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- 2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- 3) The Board –
  - a) may at any time convene a special general meeting;
  - b) must, within 30 days after the Secretary receives written notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
  - c) must, within 30 days after it receives a request under clause 44(1), convene a special general meeting for the purpose specified in that request.

### **44. Special general meetings**

- 1) More than 51% of the members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting unless otherwise provided in the Schedule.
- 2) The request must –
  - a) state the purpose of the special general meeting; and
  - b) be signed by the members making the request.
- 3) If the Board fails to convene a special general meeting within the time allowed –
  - a) for clause 43(3)(b) – the appeal against the decision of the Board is upheld; and
  - b) for clause 43(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.
- 4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding

the special general meeting.

- 5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- 6) The notice must specify –
  - a) when and where the meeting is to be held; and
  - b) the particulars of and the order in which business is to be transacted.

#### **45. Annual general meeting**

- 1) The Secretary must give to all members not less than 14 days notice of an annual general meeting unless otherwise provided in the Schedule.
- 2) The notice must specify –
  - a) when and where the meeting is to be held; and
  - b) the particulars of and the order in which business is to be transacted.
- 3) The order of business for each annual general meeting is as follows:
  - a) first – the consideration of the accounts and reports of the Board;
  - b) second – the election of new Board members;
  - c) third – any other business requiring consideration by the Association at the meeting.

#### **46. Special resolutions**

- 1) A special resolution may be moved at any general meeting of the Association.
- 2) The Secretary must give all members not less than **21 days notice** of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- 3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

#### **47. Notice of meetings**

- 1) The Secretary must give a notice under this Part by –
  - a) sent by electronic mail to the Member's electronic mail address; or
  - b) prominently posted on the Association's website and/or social media platforms.

#### **48. Quorum at meetings**

- 1) At an Annual or special general meeting, the number or the proportion of members present specified in the Schedule constitutes a quorum.
- 2) Attendance at an Annual or Special general meeting can be by teleconference provided members have provided 24 hours notice in writing to the Secretary.

#### **49. Lack of quorum**

- 1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
  - a) for an annual general meeting or special general meeting convened under clause 43(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - b) for a meeting convened under clause 43(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
  - c) for a meeting convened under clause 43(3)(c) – the meeting lapses.
- 2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- 3) The President or person presiding at the meeting may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- 4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time

when the general meeting was adjourned.

- 5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **50. Voting**

- 1) Subject to clause 14, each member's delegate present in person, online or by proxy at a general meeting is entitled to a deliberative vote.
- 2) At a general Board meeting, each Board member present in person, online is entitled to a deliberative vote.
- 3) At a general meeting –
  - a) an ordinary resolution put to the vote is decided by a majority of votes made in person, online or by proxy; and
  - b) a special resolution put to the vote is passed if three-quarters of the members who are present in person, online or by proxy vote in favour of the resolution.
- 4) A poll may be demanded by the President or person presiding at the meeting or by 3 or more members present in person, online or by proxy.
- 5) If demanded, a poll must be taken immediately and in the manner the President or person presiding at the meeting directs.

## **51. Proxies**

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

## **PART 7 – FINANCIAL MANAGEMENT**

### **52. Financial year**

The financial year of the Association is specified in the Schedule.

### **53. Funds and accounts**

- 1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- 3) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- 4) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **54. Accounts and audits**

- 1) The responsibility of the Board under clause 33(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –
  - a) the keeping of accounting records;
  - b) the preparation and presentation of the Association's annual statement of accounts; and
  - c) the auditing of the Association's accounts.

## **PART 8 – GRIEVANCE AND DISPUTES**

### **55. Grievance and disputes procedures**

- 1) This clause applies to disputes between –
  - a) a member and another member; or
  - b) a member and the Board.
- 2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 3) 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 10 days after the meeting, hold another meeting in the presence of a mediator.
- 4) The mediator must be –
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement –
    - i) for a dispute between a member and another member – a person appointed by the Board; or
    - ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator, in conducting the mediation, must –
  - a) give the parties to the mediation process every opportunity to be heard;
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

- 9) The mediator must not determine the dispute.
- 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 9 – MISCELLANEOUS**

### **56. Distribution of surplus assets on winding up**

- 1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- 2) The surplus assets must be given or transferred to another association incorporated under the Act that –
  - a) has similar objects or purposes;
  - b) is not carried on for profit or gain to its individual members; and
  - c) is determined by resolution of the members.

### **57. Appointment of a patron**

The Board may appoint a Patron of the Association. The Patron holds office on the terms and conditions as decided by the Board. The Board may remove the Patron in its absolute discretion.



## **SCHEDULE TO THE CONSTITUTION**

### **PART 1 – MANDATORY DETAILS**

#### **Name (clause 1)**

The name of the incorporated association is Northern Territory Rugby Union Incorporated.

#### **Objects and purposes (clause 2)**

The objects and purposes of the Association are as follows:

- (a) to promote, control and regulate the sport of Rugby Union for all persons residing in the Northern Territory and to foster the highest ideals of sportsmanship, citizenship and loyalty, thereby cultivating strength, character and self-discipline;
- (b) to encourage and foster the growth and development of Rugby Union in the Northern Territory and to assist others in the growth of Rugby Union.

#### **Minimum number of members (clause 3)**

The Association must have at least 6 Active members.

#### **Quorum at general meetings (clause 48)**

At an Annual or Special general meeting one half of the then current Active members present constitutes a quorum.

#### **Financial year (clause 52)**

The financial year of the Association is the period of 12 months ending on 30 June.

## PART 2 – REPLACEABLE DETAILS

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of Board members	Consecutive terms of Board members – may serve up to four (4) consecutive terms	
38(1)	Frequency of Board meetings	at least six (6) times each financial year	
40	Quorum for Board meeting	Five Board members	
44	Number of members who can request a special general meeting	half the quorum of members for a general meeting	
45(1)	Notice of an annual general meeting	at least 14 days	
46(2)	Notice of special resolution	at least 21 days	

## **PART 3 – ADDITIONAL DETAILS**

### **Categories of Membership (clause 10)**

The Association shall have the following categories of membership:

#### **(a) Active**

To be eligible for active membership of the Association, an entity shall be a club and/or other association actively involved in the activities of the Northern Territory Rugby Union.

An active entity that holds this membership shall have the right to vote.

#### **(b) Life**

A life member is recognised for their contribution in accordance with the policy made by the Board.

A life member shall have all the rights of an active member but shall not be entitled to vote (in accordance with clause 52(5)) and shall not pay a membership subscription.

#### **(c) Associate**

The Board may determine to grant associate membership where applicable.

An associate member shall not have the right to vote or to hold any office in the Association.

### **Composition of Board (clause 24)**

There are no members of the Board other than those specified in the Constitution.

### **Eligibility of Board members (clause 27)**

Persons elected or appointed under clause 27 need not be members of the Association but must satisfy the following criteria for membership of the Board:

- possess qualities, abilities or experience which are considered to be of value to the Association
- have an interest in the furtherance of the objects and purposes of the Association
- be a person of good reputation.

### **Vacating office (clause 31)**

There are no other circumstances in which the office of a Board member becomes vacant other than the circumstances specified in the Constitution.