

# INTERNATIONAL RUGBY BOARD

## BYE-LAWS

### CONTENTS

- 1. Definitions**
- 2. Management and Control**
- 3. Objectives and Functions of the Board**
- 4. Participation in the Game**
- 5. Laws of the Game**
- 6. The Board**
- 7. Binding Agreement**
- 8. General Assembly**
  - 8.1 Notice of General Assembly
  - 8.2 Chairman
  - 8.3 Permitted Attendees
  - 8.4 Proxies
  - 8.5 Quorum
  - 8.6 Voting
- 9. The Council**
  - 9.1 Representatives on Council
  - 9.2 Composition
  - 9.3 Quorum
  - 9.4 Powers of the Council
  - 9.5 Annual and Interim Meetings
  - 9.6 Special Meetings
  - 9.7 Officers
  - 9.8 Chief Executive Officer
  - 9.9 Alterations to Bye-Laws, Regulations Relating to the Game, General Regulations and Laws of the Game
  - 9.10 Proposed alterations to Bye-Laws, Regulations Relating to the Game, General Regulations and Laws of the Game



- 9.11 Notice of Other Business
- 9.12 Finance
- 9.13 Standing Committees
- 9.14 Executive Committee
- 9.15 Elections and Terms of Office of the Executive Committee
- 9.16 Roles, Powers and Responsibilities of the Executive Committee
  
- 10. Membership**
  
- 11. Interpretation**

## BYE-LAW 1. DEFINITIONS

1.1 For the purposes of these Bye-Laws the following terms have the meanings below assigned to them:

**Association** means an Association of national Rugby Unions recognised by the Council and elected to be a member of the Board by a majority of at least three quarters of the Council.

**Board** means the International Rugby Board.

**Bye-Laws** means the Bye-Laws for the time being adopted by the Board and in force.

**Council** means the Board's Council which comprises representatives of Unions and Associations appointed as provided in the Bye-Laws and who comprise the committee that has the ultimate and supreme legislative authority in respect of the affairs of the Board. The powers of the Council are set out in Bye-Law 9.4.

**Common Association Constitution** means the Constitution approved by Council pursuant to which Associations are required to administer and govern their affairs, management and governance.

**Company** means IRFB Services (Ireland) Limited, a private company limited by shares incorporated in Ireland through which the Executive Committee shall carry out its functions.

**Executive Committee** means the committee appointed by the Council in accordance with Bye-Laws 9.7 and 9.15 with responsibility for framing and overseeing implementation of the Board's strategic plan and application of policy decisions. The roles, powers and responsibilities of the Executive Committee are set out in Bye-Law 9.16. The Executive Committee shall carry out its functions through the Company of which the members of the Executive Committee shall be directors.

**Foundation Union** means the Rugby Football Union, the Scottish Rugby Union, the Irish Rugby Football Union, the Welsh Rugby Union, the Australian Rugby Football Union, the New Zealand Rugby Football Union, the South African Rugby Football Union and the Fédération Française de Rugby.

**Game** means rugby football played in accordance with the Laws of the Game.



**International Match** means a Match played between National Representative Teams selected by Unions.

**International Rugby Board** means the association of Unions or Associations, in membership of the Board in accordance with the Bye-Laws.

**Match** means a contest in which two teams compete against the other in playing the Game.

**Material Benefit** means money, consideration, gifts or other benefits whatsoever promised or given to a Person or at his direction, but does not include reimbursement of expenses incurred for reasonable travel, accommodation, subsistence or other expenses incurred in relation to the Game.

**National Representative Team** means a team selected by a Union to represent that Union.

**National Squad** means the group of players (of any number) selected by a Union from time to time from which players may be nominated to represent that Union's two Senior National Representative Teams.

**Person** means a player, trainer, referee, touch judge, coach, selector, medical officer, physiotherapist or any other individual who is or has been at any time involved in the Game, or in the organisation, administration or promotion of the Game.

**Regulations** means Regulations Relating to the Game and General Regulations binding on all Unions and Associations and which have already been passed by the Council or which may hereafter be passed by the Council under the powers herein contained.

**Representative** means a member of the Council.

**Tours Agreement** means the agreement approved by the Council which provides for the terms under which a Union visits another Union or Unions.

**Union** means every national Rugby Union for the time being in membership of the Board.

- 1.2 Unless the context otherwise requires in these Bye-Laws the masculine gender shall include the feminine gender and the singular shall include the plural and vice versa.

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**BYE-LAW 2. MANAGEMENT AND CONTROL**

- (a) The Council has the ultimate and supreme legislative authority in respect of the affairs of the Board which it shall exercise in accordance with these Bye-Laws. The Executive Committee is responsible for formulating and overseeing implementation of the Board's strategic plan and application of policy decisions in accordance with the provisions of these Bye-Laws.
- (b) Funds, securities and other property belonging to or at the disposal of the Board may be invested in any property or class of security or securities without any restriction whatsoever and shall be made in the names of nominees or the name of a nominee company as may from time to time be decided by the Council or the Executive Committee (as the case may be). The nominees or nominee company (as the case may be) shall have the custody of all securities and documents of title relating to the investments but such investments nevertheless remain at the disposal of the Board acting by the Council or the Executive Committee (as the case may be).
- (c) Without limiting the generality of the foregoing the Board acting by the Council (or the Executive Committee to the extent permitted by the memorandum and articles of association of the Company) shall have power to hold purchase or take on lease or licence any real or personal property and shall have power to authorise the sale, exchange, lease, mortgage, charge or other disposition of or dealing with any such property.
- (d) The Council or the Executive Committee (to the extent permitted by the memorandum and articles of association of the Company) shall have power on behalf of the Board to raise or borrow any sum or sums of money with or without security for any purpose which it considers necessary to further the objects of the Board and to secure the repayment of the same by mortgaging or charging any of the Board's property.
- (e) The Council may appoint one or more of its members or any nominee company (which may be the Company) to act in legal proceedings in the name of and on behalf of the Board on such terms (whether as to costs or otherwise) as the Council may determine.



### **BYE-LAW 3. OBJECTIVES AND FUNCTIONS OF THE BOARD**

- (a) Promoting, fostering, developing, extending and governing the Game.
- (b) Framing and interpreting the Bye-Laws, the Regulations and the Laws of the Game.
- (c) Deciding and/or settling all matters or disputes relating to or arising out of the playing of or the proposed playing of the Game or a Match or any dispute between two or more Unions relating to the application of the Regulations.
- (d) To regulate and co-ordinate arrangements to ensure that there is a fair and equitable programme of matches, tours and tournaments for Senior National Representative Teams of all Council Member Unions.
- (e) Controlling all other matters of an international character affecting the Game.
- (f) To prevent discrimination of any kind against a country, private person or groups of people on account of ethnic origin, gender, language, religion, politics or any other reason.

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## **BYE-LAW 4. PARTICIPATION IN THE GAME**

- (a) The Game is an open game where Persons may receive Material Benefit notwithstanding that for the majority of Persons the Game will remain a non-vocational leisure activity.
- (b) Pursuant to Bye-Law 3(b) the Council shall as and when it deems necessary frame and adopt Regulations which shall be binding on all Unions and their constituent bodies.
- (c) Subject to any legal requirements in the country of its jurisdiction a Union may pass additional more restrictive regulations provided that they are not in conflict with the Regulations. Such regulations shall have effect only within the jurisdiction of that Union.
- (d) Associations must comply fully with the Common Association Constitution as approved by the Council.



## **BYE-LAW 5. LAWS OF THE GAME**

- (a) The Laws of the Game, or any alterations thereto or interpretations thereof, shall be promulgated by the Board in the English language and shall be binding and uniformly observed in all matches except that it shall be lawful for the Council to direct or authorise any Union to practise for experimental purposes only a specific variation from the Laws of the Game. Any such Union shall implement such direction or exercise such authority in accordance with any conditions that may be laid down by the Council and shall furnish to the Council such information as it may require regarding the results ascertained from the experiment.
  
- (b) The Council shall also be entitled as it deems fit to direct or authorise all Unions to practice for experimental purposes only a specific variation or series of variations from the Laws of the Game. All Unions shall implement such direction or exercise such authority in accordance with any conditions that may be laid down by the Council and shall furnish to the Council such information as it may require regarding the results ascertained from the experiment.

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**BYE-LAW 6. THE BOARD**

- (a) The Board shall consist of those Unions and Associations who are members of the Board pursuant to these Bye-Laws.
- (b) The Executive Committee shall initially consider applications for membership of the Board made by Unions and Associations. The Executive Committee is entitled to make recommendations to the Council as to whether the Union or Association should be admitted as a member and if so whether on the basis of full or associate membership. For the avoidance of doubt and notwithstanding any recommendation of the Executive Committee, Council has the ultimate authority to admit a Union and/or Association to membership of the Board and to determine whether such Union and/or Association shall be a full or associate member. It shall be a condition of obtaining membership of the Board that Unions or Associations meet the applicable membership criteria approved by Council from time to time.
- (c) Unions or Associations who wish to be considered for membership of the Board must demonstrate compliance with the criteria established by Council from time to time. Such criteria may change from time to time as determined by Council and without notice to non-members.
- (d) Without limiting the effect of Regulation 18.6.1(d) in relation to the full suspension and/or expulsion of a Union or Association in the event of a breach of the Bye-Laws and/or Regulations, Unions or Associations that do not meet membership criteria and/or other conditions governing their membership of the Board may have their membership provisionally suspended by the Executive Committee pending a meeting of the Council. Only the Council shall be entitled to fully suspend and/or expel a Union or Association from membership of the Board.



## **BYE-LAW 7. BINDING AGREEMENT**

Membership of the Board by a Union or Association shall be effective as an agreement binding such Union or Association (which agreement requires such Union or Association to similarly by agreement bind its affiliated membership which such Union or Association undertakes to do) to abide by the Bye-Laws, Regulations and Laws of the Game and to accept and enforce all the decisions of the Board, Council and the Executive Committee (as the case may be) in respect of the playing and/or administration of the Game throughout the country or countries within the jurisdiction of such Union or Association. Any breach of this agreement or any conduct which may be prejudicial to the interests of the Board or of the Game shall render such Union or Association liable to disciplinary action in accordance with Regulation 18 of the Regulations Relating to the Game.



## **BYE-LAW 8. GENERAL ASSEMBLY**

A General Assembly of the Board shall be held biennially at a venue and on a date determined by the Council for the transaction of the following business:

- (a) to consider and approve the minutes of the previous General Assembly;
- (b) to receive and consider a report from the Council;
- (c) to note the composition of committees of the Council;
- (d) to consider any other business referred to the General Assembly by the Council; and
- (e) to make recommendations to the Council as appropriate regarding the foregoing.

### **8.1 Notice of General Assembly**

At least ten weeks' notice of the date of the General Assembly shall be given to Unions and Associations and a copy of the agenda and supporting papers shall accompany the notice of the General Assembly.

### **8.2 Chairman**

The Chairman of the Council, or in his absence the Vice Chairman of the Council, shall act as Chairman of any General Assembly.

### **8.3 Permitted Attendees**

- (a) Attendees of the General Assembly shall be those delegates who are:
  - (i) in the case of each of the Unions or Associations represented on the Council, its representative or representatives of the Council;
  - (ii) in the case of each of the Unions or Associations not represented on the Council one delegate who must be or have been a member of the governing body of that Union or Association.
- (b) Notice of the names and addresses of delegates, signed by the Secretary of the Union or Association concerned, must be received by the Chief Executive Officer of the Board at least three weeks before the date of the General Assembly at which the delegate is to act.



- (c) No delegate shall represent more than one Union or Association.
- (d) No Union or Association shall be entitled to send a delegate to a General Assembly unless such a Union or Association shall have made to the Board all payments due under Bye-Law 9.12(a).
- (e) No Union or Association shall be entitled to send a delegate to a General Assembly if such a Union or Association is in breach (or alleged to be in breach) of Bye-Law 7 or is subject to sanction under Bye-Law 9.4(r).

#### **8.4 Proxies**

A Union or Association may appoint a proxy to attend the General Assembly in place of a duly appointed delegate who is unable to attend providing such proxy is:

- (a) a member of the Union or Association duly appointed as proxy by that Union or Association to attend the meeting; and
- (b) supplied with a nomination paper signed by the Secretary of the Union or Association concerned, authorising him to attend the General Assembly on the Union's or Association's behalf, and to record its vote on specified agenda items or on topics requiring a vote.

#### **8.5 Quorum**

The quorum of a General Assembly shall be such number of delegates who represent more than fifty per cent of the Unions and Associations.

#### **8.6 Voting**

- (a) Each Union or Association is entitled to one vote.
- (b) Decisions and recommendations shall be decided by a simple majority.
- (c) Voting shall be by ballot unless decided otherwise by a majority of the delegates present.

## **BYE-LAW 9. THE COUNCIL**

### **9.1 Representatives on Council**

The Council shall consist of:

- (a) Two Representatives from each of the Foundation Unions, each of which Representatives shall have one vote;
- (b) One Representative from each of the Union Argentina de Rugby, the Canadian Rugby Union, the Federazione Italiana Rugby, the Japan Rugby Football Union, each of which Representatives shall have one vote; and
- (c) One Representative from each of the following Associations: Asian Rugby Football Union (ARFU), Confédération Africaine de Rugby (CAR), Fédération Inter-Européenne de Rugby Association (FIRA AER), Federation of Oceanic Rugby Unions (FORU), Confederacion Sud Americana de Rugby (CONSUR) and the North America West Indies Rugby Association (NAWIRA), each of which Representatives shall have one vote; and
- (d) The Officers referred to in Bye-Law 9.7

The Representatives set out in (a) to (c) above shall be elected by their Unions or Associations (as the case may be).

The Officers shall be elected in accordance with the provisions of Bye-Law 9.7.

### **9.2 Composition**

- (a) Each Foundation Union shall be entitled to send two Representatives, who must be or have been a member of the governing body of that Union, to all meetings of the Council.
- (b) Unions and Associations, other than Foundation Unions, represented on the Council shall be entitled to send one Representative, who must be or have been a member of the governing body of that Union or Association, to all meetings of the Council.
- (c) The Officers shall be entitled to attend and speak at all meetings of the Council.

### **9.3 Quorum**

The quorum for any meeting of the Council shall be thirteen.

#### **9.4 Powers of the Council**

As the ultimate and supreme legislative authority of the IRB, Council has the power to make decisions on the following:

- (a) The approval of the vision, mission, goals and role of the IRB;
- (b) The consideration and approval of the minutes of previous Council Meetings;
- (c) To receive a report from the Executive Committee and to give consideration to the actions taken by the Executive Committee since the last Council Meeting;
- (d) To ratify, or otherwise, as it considers appropriate, the decisions taken by the Executive Committee under Bye-Law 9.16(1);
- (e) To receive and approve the audited financial statements of the Board for the preceding financial year;
- (f) As and when appropriate at the Annual and Interim Meetings, to elect Officers of the Board and members of the Executive Committee and, in appropriate circumstances, to remove members of the Executive Committee;
- (g) At the Annual Meeting and, if so required, at the Interim Meeting, to appoint a firm of Chartered Accountants to conduct the audit for the ensuing year;
- (h) To consider and approve, as appropriate, any amendment or alteration to:
  - (i) the Bye-Laws;
  - (ii) the Regulations;
  - (iii) the Laws of the Game which have been duly proposed and of which due notice shall have been given as provided in Bye-Laws 9.9 and 9.10;
- (i) To receive reports from and to appoint representatives to its Standing Committees established pursuant to Bye-Law 9.13;
- (j) To consider any proposals or business of which due notice shall have been given as provided for in Bye-Law 9.11 and any recommendations emanating from a General Assembly;
- (k) To determine the date, venue and agenda for the General Assembly;

- (l) To determine the Host Union(s) for all Rugby World Cup Tournaments (fifteen-a-side, Sevens and Women's);
- (m) To determine the Host Union(s) for all IRB World Championships;
- (n) To approve the International Matches and Tours Schedule;
- (o) To take such other decisions and/or steps necessary and/or incidental to the exercise of the above powers;
- (p) To appoint judicial and appeal personnel in accordance with Regulation 18;
- (q) At any meeting of the Council it shall have power to elect to membership of the Board any national Rugby Football Union or Association. Such Union or Association shall be proposed and seconded by Representatives of at least two Foundation Unions and its election must be supported by a majority of at least three-quarters of the Representatives present;
- (r) Without prejudice to the generality of these Bye-Laws, the Council may expel or suspend from membership of the Board or impose such other punishment or penalty, including a fine, as it considers fit on a Union or Association for any infringement of the Bye-Laws or the Regulations or for any conduct which in the opinion of the Council is prejudicial to the interests of the Board or of the Game or which may bring the Board or the Game or any Persons, Administrators or Officials into disrepute.

## **9.5 Annual and Interim Meetings**

The Council shall meet biannually ("Annual Meeting" and "Interim Meeting") normally in Dublin in March/April/May and October/November respectively to be determined by the Council. Provided, however, that they may be held at such other occasions, time or times and place or places as a majority of the Council may agree, or failing agreement, in Dublin on a date to be fixed by the Officers as defined in Bye-Law 9.7. The Annual and Interim Meetings shall have the same powers. The Annual and Interim Meetings shall be held for the transaction as appropriate of the business required in accordance with the Powers of Council set out in Bye-Law 9.4.

## **9.6 Special Meetings**

If so directed by the Council (or if so requested by no fewer than eight Unions or Associations represented on the Council), the Chief Executive Officer of the Board shall convene a special meeting of the Council ('Special Meeting') for any purpose. Additionally, the Chief Executive Officer of the Board shall convene a Special Meeting if so directed by the Executive Committee for the purpose of considering proposed alterations to the Bye-Laws, Regulations Relating to the Game, General Regulations or the Laws of the Game subject to Bye-Law 9.10(h) below. The purpose for which the Special Meeting is being convened shall be notified by the Chief Executive Officer to every Union and Association at least six weeks prior to the date fixed for the Special Meeting unless the Council, in case of extreme urgency, agree by a three-quarter majority that a shorter period of notice may be given.

## **9.7 Officers**

The Officers of the Council ("Officers") shall be a chairman ("the Chairman") and a vice chairman ("Vice Chairman").

- (a) The Officers shall be elected by the Council initially from the Representatives usually but not necessarily at the Interim Meeting at the time of or immediately following the quadrennial Rugby World Cup 15-a-side Tournament and for a period of four years commencing on January 1 of the immediate following calendar year. They shall thereafter be eligible for re-election at the end of their term of office.

Following election, the Officers must relinquish any office or paid position within their Union and may not be the President, Vice-President, Chairman, Vice-Chairman, Treasurer or an IRB Representative of his Union or Association or any comparable position.

The Officers shall be afforded a period of six months to relinquish any such office within their Union or Association which in turn shall be entitled to elect a replacement representative on the Council.

- (b) The Officers shall be members of all Committees, Sub-Committees and Advisory Committees (including any associated working parties/subgroups) of the Board.
- (c) The Chairman shall only have a casting vote at any Council Meeting. The Vice-Chairman shall not have a vote at any Council Meeting.



- (d) If such elected Chairman shall cease in office then the Vice-Chairman elected pursuant to Bye-Law 9.7(a), shall assume the position of Chairman pro-tem and the Council shall elect a new Chairman and Vice-Chairman at its next meeting.
- (e) If such elected Vice-Chairman shall cease in office then the Chairman shall appoint another member of the Executive Committee to become Vice-Chairman until the next Council meeting.

### **9.8 Chief Executive Officer**

The Chief Executive Officer of the Board ('the Chief Executive Officer') shall be appointed by the Executive Committee on such terms and conditions as the Executive Committee shall from time to time determine.

### **9.9 Alterations to Bye-Laws, Regulations Relating to the Game, General Regulations and Laws of the Game**

- (a) No alterations to the Bye-laws, Regulations Relating to the Game or the Laws of the Game shall be made unless agreed by a three quarter majority of the Representatives present at the Annual or Interim Meetings or at a Special Meeting;
- (b) No alterations to the General Regulations shall be made unless agreed by a simple majority of the Representatives present at the Annual or Interim Meetings or at a Special Meeting.

### **9.10 Proposed Alterations to Bye-Laws, Regulations Relating to the Game, General Regulations and Laws of the Game**

#### **(a) Annual Meeting**

Subject to Bye-Law 9.10(h) below, proposed alterations to the Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game, to be considered at the Annual Meeting shall be sent by the Union, Association, Chairman of the Council, and the Executive Committee, Chairman of any Committee of the Council proposing such alteration or the Chief Executive Officer to the Chief Executive Officer not later than 15th December in any year and shall be forwarded by the Chief Executive Officer to each Union and Association by 1st January in that year.

#### **(b) Interim Meeting**

Subject to Bye-Law 9.10(h) below, proposed alterations to the Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game, to be considered at the Interim Meeting shall be sent by the Union, Association, Chairman of the Council, Chairman of any Committee of the Council and the Executive Committee

proposing such alteration or the Chief Executive Officer to the Chief Executive Officer not later than 1st June in that year and shall be forwarded by the Chief Executive Officer to each Union and Association by 15th June in that year.

- (c) Generally any alterations proposed in accordance with (a) and (b) above shall state in respect of each separate proposal:
  - (i) the precise wording of the proposed alteration,
  - (ii) the reasons for the proposed alteration, and
  - (iii) any consequential amendments.
- (d) Subject to Bye-Law 9.10(h) below, any proposed amendments to such proposals must reach the Chief Executive Officer no later than 15th February in respect of the Annual Meeting and 31st August in respect of the Interim Meeting, in the relevant year and these will then be forwarded by him to each Union and Association by 1st March and 14th September respectively in the relevant year.
- (e) Subject to Bye-Law 9.10(h) below, where any proposals for alterations are to be dealt with at a Special Meeting the latest dates for receiving proposals and proposed amendments to them shall be determined by the Council and notified by the Chief Executive Officer to every Union and Association.
- (f) No alterations to the Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game shall be made without due notice as provided for in the Bye-Laws, unless it is an alteration consequential on or arising from some other proposed alteration of which due notice has been given, and unless three-quarters of the Representatives present consent to the matter being considered without due notice.
- (g) The Council, in considering any duly submitted proposal to alter the Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game and proposed amendments thereto may modify, alter and amend such proposals provided there is a three quarters majority of the representatives present at the Annual or Interim Meetings or at a Special Meeting has been obtained, and such modified, altered or amended proposals shall thereafter be incorporated as part of the Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game.
- (h) Alterations to the Laws of the Game and consideration of proposals in respect thereof shall, save where such change and/or proposal is based on safety considerations and/or other unforeseeable and/or

emergency circumstances, only be made and/or processed in accordance with the decision of Council made at the April 2004 Annual Meeting, namely that a four year cycle for the processing of proposed alterations to the Laws of the Game would be implemented.

### **9.11 Notice of Other Business**

Notice of any other business to be dealt with at the Annual or Interim Meetings (save for proposals pursuant to Bye-Law 9.10), shall be sent to the Chief Executive Officer not later than 31st January in respect of the Annual Meeting and 31st August in respect of the Interim Meeting in the relevant year and the Chief Executive Officer shall forward such notice to every Union and Association by 14th February and 14th September respectively in the relevant year.

### **9.12 Finance**

- (a) The Council and the Executive Committee (as the case may be) shall have control of the funds and property of the Board, and in addition to the powers contained in Bye-Law 2 and without limiting the generality of the foregoing the Council shall have the power to fix from time to time the amount of the subscription to be paid to the Board by a Union and Association;
- (b) Audited accounts of the Board and of its associated entities where required shall be made up to the 31st December in each year and shall be signed by the Chairman and the CEO;
- (c) All expenses incurred in connection with attendance at meetings of the General Assembly, Council, Executive Committee or any Standing Committee, Advisory Committee of the Council, including working parties or sub groups, shall be defrayed in such manner as the Council shall from time to time determine;
- (d) The Board's income shall accrue from the subscriptions paid by Unions and Associations pursuant to Bye-Law 9.12(a), from the Board's investments and securities, and from any other income source.

### **9.13 Standing Committees**

- (a) The Council will establish three Standing Committees namely: The Rugby Committee, The Regulations Committee and The Audit and Risk Committee. The Chairman of each committee shall be a member of Council.



- (b) At least two-thirds of the membership of any Standing Committee shall be members of the Council, appointed by the Council. Any non Council members appointed to the Standing Committees, Advisory Groups or Working Parties will be persons recommended by the Executive Committee.

**9.14 Executive Committee**

- (a) The Executive Committee shall comprise of the Officers, the Chief Executive Officer and seven other members elected by the Council, from amongst Council Members. No Union or Association (including the Union of the Chairman and Vice-Chairman) shall have more than one representative on the Executive Committee. No employee or contractor of a Union can be elected to the Executive Committee.
- (b) The Executive Committee will carry out its functions as an incorporated entity through the Company. The members of the Executive Committee from time to time shall be directors of the Company.
- (c) The Executive Committee may, from time to time, establish working parties and Advisory Groups as it considers necessary.

**9.15 Elections and Terms of Office of the Executive Committee**

- (a) The Executive Committee will be elected by the Council. The Officers shall be elected in accordance with Bye-Law 9.7. The other Members of the Executive Committee shall be elected by the Council in accordance with the procedure set out in this Bye-Law 9.15.
- (b) The voting procedure for the Members of the Executive Committee other than the Officers and the Chief Executive Officer shall be as follows: Members will be proposed and seconded by members of Council. In the event that more than one Candidate is proposed for an available position on the Executive Committee, the Council shall vote by ballot. The Candidate(s) with the lowest number of votes shall drop out. The Candidate(s) with the highest number of votes shall be appointed. In the event of the Candidates with the lowest number of votes being tied, this procedure will be repeated by the Council, again voting by ballot until all positions on the Executive Committee have been filled. In the event of a repeated tied vote, the Chairman shall have the casting vote.
- (c) In accordance with Bye-Law 9.7, the Officers shall serve on the Executive Committee for a period of four years. The other Members of the Executive Committee shall be eligible to serve as a Member of the Executive Committee for a period of four years. The other

Members of the Executive Committee shall be elected usually but not necessarily at the Interim Meeting at the time of or immediately following the quadrennial Rugby World Cup 15-a-side Tournament and for a period of four years commencing on January 1 of the immediately following calendar year. The other Members of the Executive Committee shall only be entitled to remain Members of the Executive Committee if they remain Members of the Council as appointed by their respective Member Union or Association. Subject to the foregoing, the other Members may be re-elected by Council for a further period of membership of the Executive Committee.

- (d) Should a vacancy occur on the Executive Committee, the Chairman shall appoint a member on an interim basis until the position can be formally filled at the next Council meeting. The person filling the vacancy shall be a member of the Executive Committee until the term of the Executive Committee ceases as set out in Bye-Law 9.15(c).

#### **9.16 Roles, Powers and Responsibilities of the Executive Committee**

The Roles, Powers and Responsibilities of the Executive Committee shall be:

- (a) The formulation, in conjunction with management, of the strategic plan to achieve the vision, mission and goals of the IRB;
- (b) The approval of the annual business plan and budgets;
- (c) The monitoring of the implementation of the strategic plan and annual business plan, operational plan and budgets of the IRB and assessment of performance against key performance indicators;
- (d) The co-ordination of the work of Standing committees, Advisory Groups, Working Parties and trading companies, excluding Rugby World Cup Ltd and its associated entities;
- (e) The formulation and implementation of good corporate governance principles and practices;
- (f) To ensure that the IRB operates as an effective business and member services organisation;
- (g) To recruit, remove, monitor and evaluate performance of the CEO;
- (h) To determine delegations of authority and accountabilities of the CEO;
- (i) To approve expenditure, contracts and commitments that fall outside the authority of the CEO;



- (j) To ensure that there is a sound system of internal control and risk management policy and process in place to identify and manage risk;
- (k) To ensure that appropriate codes and policy frameworks exist to promote effective governance of the IRB through clear written and regular review and updating of:
  - (i) The policies of the IRB;
  - (ii) Strategic, business and annual operational plans;
  - (iii) Standing orders and Terms of Reference for Committees and advisory groups;
  - (iv) Procedures and protocols for the operation of IRB Companies excluding Rugby World Cup Limited and its associated entities;
  - (v) Clearly defined and delegated powers/limits of authority for decision making for the Executive, Standing Committees and Staff;
  - (vi) Risk and audit policies;
  - (vii) Standard operating policies and procedures;
- (l) Between Council Meetings, to deal with matters of an urgent nature that would ordinarily be dealt with by Council under Bye-Law 9.4 (but excluding changes to Bye-Laws, Regulations Relating to the Game, General Regulations or Laws of the Game);
- (m) Subject to paragraph (l) above, to discharge such other responsibilities that do not fall within the constitutional, legal or statutory jurisdiction of the Council or other person/entity under the Bye-Laws required to ensure the effective management and operation of the Board;
- (n) To receive and approve the audited financial statements of the Company for the preceding financial year.

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## **BYE-LAW 10. MEMBERSHIP**

- (a) Membership of the IRB is open to National Rugby Unions based in a country where such Unions are solely responsible for governing Rugby's sporting, technical and general organisation and implementation of all rugby related matters.
- (b) Unions must ensure that elections to their governing body(ies) take place pursuant to a free and independent democratic process which conforms with applicable national legislation and the requirements of the Common Association Constitution.
- (c) A Union may be suspended pursuant to the IRB Bye-Laws and/or Regulations if state authorities interfere in its affairs in such a manner that:
  - (i) it may no longer be considered as fully responsible for the organisation of rugby related matters in its territory;
  - (ii) in the opinion of Council or the Executive Committee it is no longer in a position to perform its constitutional and regulatory tasks in an appropriate manner.



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## **BYE-LAW 11. INTERPRETATION**

- (a) In the event of a doubt arising at any time on a matter not provided for in, or as to the meaning or construction of the Bye-Laws, the Council shall be requested to determine the same.
- (b) These Bye-Laws and any Regulations Relating to the Game, General Regulations or Laws of the Game made pursuant thereto shall in all respects be governed by and construed in accordance with English Law, and any dispute arising there under shall be subject to the exclusive jurisdiction of the English Courts.
- (c) English shall be the official language of the Board.