



# BYLAWS

Edition 2020

RUGBY EUROPE  
45 rue de Liège - 75008 PARIS - FRANCE  
Tel: +33 1 53 21 15 22  
Email: [secretariat@rugbyeurope.eu](mailto:secretariat@rugbyeurope.eu) - Website: [www.rugbyeurope.eu](http://www.rugbyeurope.eu)

## TABLE OF CONTENTS:

<b>Definitions</b> .....	<b>3</b>
<b>Article 1 Purpose and Composition</b> .....	<b>4</b>
1.1 Name.....	4
1.2 Duration.....	4
1.3 Purpose and missions.....	4
1.4 Composition.....	6
1.5 Headquarters.....	6
1.6 Official and Working languages.....	6
1.7 Financial year and Resources.....	6
<b>Article 2 Relations with World Rugby</b> .....	<b>6</b>
2.1 Representation within World Rugby.....	6
2.2 Agreement between Rugby Europe and World Rugby.....	6
2.3 Personnel.....	7
2.4 Funding and Financial Support.....	7
2.5 Development Grant Applications.....	7
2.6 Report to the World Rugby Development and Competition Funds.....	7
<b>Article 3 Membership, Affiliation, Subscription, Resignation, Disciplinary Procedures and Sanctions</b> .....	<b>7</b>
3.1 Membership.....	7
3.2 Affiliation.....	7
3.3 Subscription.....	7
3.4 Resignation and Exclusion.....	7
3.5 Disciplinary Procedures and Sanctions.....	7
<b>Article 4 The Governing Bodies of Rugby Europe</b> .....	<b>9</b>
<b>Article 5 The General Meeting</b> .....	<b>9</b>
5.1 Holding of the General Meetings and Notification.....	9
5.1 Composition.....	9
5.3 Voting and Number of votes.....	9
5.4 Proxy.....	9
5.5 Quorum.....	10
5.6 Voting by Qualified Majority – Extraordinary General Meeting.....	10
5.7 Voting by Simple Majority – Ordinary General Meeting.....	11
5.8 President.....	11
5.9 Minutes.....	12
<b>Article 6 The Board of Directors</b> .....	<b>12</b>
6.1 Meetings and Notification.....	12
6.2 Composition.....	12
6.3 Eligibility of the Board members Candidates.....	12
6.4 Election of the Board of Directors.....	13
6.5 Term of Office.....	13
6.6 Replacement of a Board member/representative.....	13
6.7 Deliberations.....	13
6.8 Powers.....	13
6.9 Minutes.....	14

<b>Article 7 The Committees</b> .....	<b>14</b>
7.1 Establishment of the Committees.....	14
7.2 Composition.....	15
7.3 Selection of the Committees and Sub Committees Chairpersons and members.....	15
7.4 Chairpersons.....	15
7.5 Resignation.....	15
7.6 Establishment of their regulations.....	15
<b>Article 8 The Disciplinary Committee (REDC)</b> .....	<b>15</b>
8.1 Composition.....	15
8.2 Operating Rules.....	16
<b>Article 9 The Auditors</b> .....	<b>16</b>
9.1 Election of Auditors.....	16
9.2 Written Report of Auditors.....	16
9.3 Powers of Auditors.....	16
<b>Article 10 Code of Ethics</b> .....	<b>16</b>
<b>Article 11 Anti-Doping Policy</b> .....	<b>17</b>
<b>Article 12 Rugby Europe Regulations</b> .....	<b>17</b>
<b>Article 13 Amendment of the Bylaws</b> .....	<b>17</b>
13.1 Proposal.....	17
13.2 Procedure.....	17
13.3 Date of Coming into Force.....	17
<b>Article 14 Dissolution</b> .....	<b>17</b>
14.1 Procedure.....	17
14.2 Liquidation.....	17
<b>Article 15 Interpretation of the Bylaws</b> .....	<b>18</b>
15.1 Litigation.....	18
15.2 Governance.....	18
15.3 Jurisdiction.....	18



# BYLAWS

## Definitions

For the purposes of the present Bylaws and of the related legal instruments, the terms herein used have the following meaning, unless otherwise stipulated in the text:

**Board of Directors** means the Board of Directors of Rugby Europe voted by the General Meeting in accordance with these Bylaws. It is comprised of fourteen (14) members including the President, the General Secretary, the C.E.O. and one I.N.E.D.

**Board member or representative** means an individual member of the Board of Directors as per defined in the Bylaws.

**Bylaws** mean the Bylaws of Rugby Europe in effect from time to time as adopted by the General Meeting of Rugby Europe and approved by World Rugby.

**C.E.O.** means the Chief Executive Officer of Rugby Europe. This is a paid position in the organization.

**The Code of Ethics** means the official document titled Rugby Europe Code of Ethics.

**Delegate** means a person duly appointed by a Member to represent it in the General Meetings. There can be up to two (2) delegates per Member but only one shall be entitled to vote.

**Disciplinary Case** means all the proceedings and actions undertaken by Rugby Europe Disciplinary Bodies to bring a Disciplinary Offence up to a final decision whether in first instance or second instance if any of the parties appealed the decision. For the avoidance of doubts, a Disciplinary Case starts with the issuance of a Disciplinary Notice and ends with the communication by Rugby Europe Disciplinary Bodies of the decision form (whether in first or second instance) to the parties.

**The Disciplinary Committee** is a Committee of Rugby Europe that has been established pursuant to Rugby Europe Bylaws (The Bylaws) and Rugby Europe Internal Regulations (The Internal Regulations). Its missions are to oversee, manage and deliver the execution of the disciplinary processes and procedures for Rugby Europe in accordance with The Disciplinary Regulations and The Disciplinary Committee Terms of Reference.

**The Disciplinary Regulations** means the official document titled *Rugby Europe Disciplinary Regulations*.

**FIRA or FIRA-AER** is the former name of Rugby Europe

**Founding Members** means the ten (10) National Rugby Unions that participated in one of the two constituent meetings of the FIRA in 1934 namely Germany, Belgium, Spain, France, Netherlands, Italy, Portugal, Romania, Sweden, and the Union known as the date of founding as Czechoslovakia.

**Foul Play** means “anything a player does within the playing enclosure that is contrary to Law 9 governing obstruction, unfair play, repeated infringements, dangerous play and misconduct. Foul Play means a breach or breaches of Laws of the Game 9, 3.7 and/or 4.7” (WR Regulation 17.7.3).

**Force Majeure** means any circumstance not reasonably foreseeable from or attributable to acts, events, omissions or accidents which are beyond the reasonable control of the affected party including without limitation, any strike or lock-out or industrial action of whatever nature, accidental fire, storm or tempest, act of God, explosion, sabotage, flood, earthquakes, subsidence, epidemic or other natural physical disaster, structural damage, failure of power supplies, riot, crowd disorder, act of terrorism, war, threat of terrorism, civil commotion or any legislation, regulation, ruling or omissions (including failure to grant any necessary permissions) of any relevant government, court or any competent national or international authority.

**Game** means Rugby Football played in accordance with the World Rugby Laws of the Game.

**General Meeting** means the assembly of all affiliated Members in good standing with Rugby Europe duly and statutorily convened by the competent authority. The General Meeting constitutes the supreme governing institution of Rugby Europe. Depending on the agenda, a General Meeting can be either an Ordinary General Meeting or an Extraordinary General Meeting with different majority required as per the Bylaws.

**General Secretary** means the General Secretary of Rugby Europe appointed as per the below Bylaws.

**I.N.E.D. or Independent non-Executive Director** means a person appointed following the process described in these Bylaws who's role is to provide a creative contribution and improvement to the Board of Directors by providing dispassionate and objective criticism. The I.N.E.D. shall not be involved in the day-to-day management of Rugby Europe but monitor the executive activity and contribute to the development of the strategic plan. The I.N.E.D position is a paid position.

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

**Misconduct** means any conduct, behavior, statements and/or practices on or off the playing enclosure during or in connection with a Match or otherwise, that is in breach of the Code of Ethics and and/or is unsporting and/or cheating and/or insulting and/or unruly and/or ill-disciplined and/or that brings or has the potential to bring the Game and/or any of its constituent bodies, Rugby Europe and/or its appointed personnel or commercial partners and/or Match Officials and/or judicial personnel into disrepute. Misconduct shall only exclude Foul Play.

**Member(s)** means the Unions elected to membership of Rugby Europe in accordance with its Bylaws from time to time in force. Unless otherwise stated Members means associate Members and full Members.

**The Membership Pathway** means the official document titled *Rugby Europe Membership Pathway*.

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

**President** means the President of Rugby Europe elected during the Elective General Meeting of Rugby Europe for a four (4) years term.

**Regional Association** means an association of national rugby unions recognized by the Council of World Rugby.

**Regulations** means the internal regulations of Rugby Europe in effect from time to time as adopted by the Board of Directors and the Members in General Meeting.

**The Terms of Reference of the Disciplinary Committee** means the official document titled *Rugby Europe Disciplinary Committee – Terms of Reference*.

The terms **Union** or **Federation** refer to the possible ways of addressing recognised National Rugby Governing Bodies.

**Rugby Europe** means the Governing body of Rugby in Europe, recognized by the Council of World Rugby. Rugby Europe was incorporated in 1934 by ten (10) Founding Members. It is composed of its affiliated National Rugby Unions which have freely and voluntarily joined it.

**World Rugby** means the World Governing and law-making body for the Game of Rugby Union. Its main functions include the governance of the Laws and Regulations of the Game and their enforcement.

**World Rugby Funds** means any funding, personnel equipment, property, security or facility provided by or on behalf of World Rugby to Rugby Europe.

**World Rugby Laws of the Game** means the Laws of the Game of Rugby Union as approved by the World Rugby Council.

**World Rugby Playing Charter** means the Charter relating to the playing of the Game as approved by World Rugby or the World Rugby Council.

**World Rugby Regulations** mean Regulations relating to the Game and General Regulations binding on all Unions and Associations/Regional Associations and which have already been adopted by World Rugby or the World Rugby Council.

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

## **Article 1**

### **Purpose and Composition**

#### **1.1 Name**

Rugby Europe was founded on 20 April 1934 in Paris, France, as a French Association by the Founding Members of Rugby Europe.

The name of the Association shall be the Association Rugby Europe and shall be referred to as Rugby Europe in these Bylaws.

#### **1.2 Duration**

The duration of the Association of Rugby Europe is unlimited.

#### **1.3 Purpose and missions**

**1.3.1** Rugby Europe shall administer, manage, promote and develop the Game in Europe and in certain countries outside Europe that are connected to this Regional Association by a World Rugby decision, but without intervening in the domestic affairs of its Members save where Rugby Europe is requested to do so either by World Rugby or by the concerned member.

**1.3.2** Rugby Europe recognizes the existence of the sporting, commercial and professional structures put in place by FFR (French Rugby Federation), FIR (Italian Rugby Federation), IRFU (Irish Rugby Football Union), RFU (Rugby Football Union),

SRU (Scottish Rugby Union) and WRU (Welsh Rugby Union), generally known as the “Six Nations”.

Rugby Europe recognizes the right of these Unions, whether individually or collectively, to operate and commercialize competitions, tournaments and other matches between their representatives’ national or Club teams.

Consequently, Rugby Europe shall have no responsibility or jurisdiction over the competitions, tournaments or matches organized by these bodies.

**1.3.3.** Rugby Europe will preserve, maintain respect and develop its relations with these structures in a spirit of cooperation.

**1.3.4** Rugby Europe shall perform its purposes and missions by:

- organising and conducting international rugby competitions and international rugby tournaments at European level;
- holding workshops and introducing coaching courses for players, trainers, referees, commissioners and other officials;
- safeguarding the general interests of its Members.

Furthermore, Rugby Europe shall:

- monitor and assist the implementation of and compliance with the World Rugby Bylaws, World Rugby Regulations and the Laws of the Game, notifying World Rugby of any breaches thereof;
- administer the technical assistance necessary for the development of the Game by way of competitions, training courses and any other forms of training;
- protect the integrity of players and officials with regard to doping, betting and any other form of corruption and consequently Rugby Europe recognizes that the national legislation of any Member will at all-time take precedence over Rugby Europe by Laws and Regulations;
- always act upon a request from World Rugby and ensure the application of any dispute procedure previously approved by World Rugby with regard to deciding on and/or resolving in the first instance matters or disputes between Members relating to the playing of the Game under the jurisdiction of Rugby Europe. Save where otherwise provided for in any competition regulations French Law shall govern any dispute resolution;
- co-ordinate all activities subject to World Rugby agreements and resources (save for tournaments directly organized by World Rugby) and in accordance with World Rugby Regulation 16 and the clause herein so as to ensure that there is a program of matches, tours and tournaments for Senior National Representative Teams (of all forms of the Game) and of all Members;
- refrain from any action which is likely to intimidate, offend, insult or humiliate any person on the grounds of race, gender, religion, or political ideology.

**1.3.5** Rugby Europe and its Members agree to recognize, abide by and defend the Olympic Charter, its spirit and the values of the Olympic Movement and to promote and preserve the best possible relations with the International Olympic Committee and all the other stakeholders in the Olympic Movement.



**1.3.6** Subject to these Bylaws and in accordance with the strategic development plan developed by Rugby Europe in collaboration with its Members and Rugby Europe institutions and approved by the General Meeting, Rugby Europe shall be responsible for promoting and developing the Game within its jurisdiction and in particular:

- effectively and actively representing Rugby Europe with regard to World Rugby
- endeavoring to implement and promote competitions adapted to its needs and those of its Members;
- managing Rugby Europe in a positive and efficient manner;
- ensuring that there are workshops, seminars and training meetings for development officers, coaches, educators and referees;
- ensuring that training and competitions are provided for young players in accordance with World Rugby training policy;
- ensuring that technical and administrative assistance is provided to Members and their staff, coaches and players for the development of the Game for men and women;
- putting in place and applying the disciplinary rules during tournaments or international competitions in conformity with the World Rugby Regulations;
- representing the interests of the Game at the European Community level.

**1.3.7** The Game is open to men and women of all ages where persons may receive material benefit notwithstanding that for the majority of participants the Game will remain a non-vocational leisure activity.

## **1.4 Composition**

Rugby Europe Members are listed at the Rugby Europe's headquarters, and on Rugby Europe's website.

## **1.5 Headquarters**

The Headquarters of Rugby Europe are in Paris, France. **Rugby Europe's** activities are governed by French Law and in particular, the Law of the 1<sup>st</sup> July 1901 as applied to associations.

## **1.6 Official and Working languages**

### **1.6.1 Official languages**

The official languages of Rugby Europe are English and French.

### **1.6.2 Working languages**

The working languages of Rugby Europe are English and French. The various institutions of Rugby Europe may choose either one as their working language.

## **1.7 Financial Year and Resources**

Rugby Europe's financial year follows the sport calendar year and runs from July 1<sup>st</sup> to



next June 30<sup>th</sup>.

Rugby Europe's resources comes from:

- Members' subscriptions;
- World Rugby Funds together with sponsorship income or grants originating from sponsors and third parties;
- Other income from any other source authorized by the Law and Rugby Europe's Regulations.

## **Article 2**

### **Relations with World Rugby**

#### **2.1 Representation within World Rugby**

Rugby Europe shall be represented on the World Rugby Council for the duration of the mandate as laid down in the Bylaws of World Rugby by two (2) representatives, the first being the President and the second being another Rugby Europe Board Member of the opposite gender. If there is no other gender representative in the Board of Directors, the President shall propose to the Board of Directors, another gender representative who is an official of a Member and validated with simple majority.

#### **2.2 Agreement between Rugby Europe and World Rugby**

**2.2.1** World Rugby delegates the exclusive responsibility to Rugby Europe for the administration, management, promotion and development of the Game in Europe in accordance with Article 1.3 above.

**2.2.2** All Members commit themselves to respect the Laws of the Game, the terms of any and all agreements made between Rugby Europe and World Rugby and without prejudice to Article 1.3.2 the Bylaws and Regulations of Rugby Europe and World Rugby. This commitment is a condition to the membership of Rugby Europe.

**2.2.3** The Chairman of World Rugby or his representative may participate as of right in Rugby Europe meetings but shall have no voting power.

**2.2.4** World Rugby shall, in consultation with Rugby Europe, employ or allocate an appropriate number of personnel to work with Rugby Europe. The functions of World Rugby personnel shall include but not be limited to:

- the development of the Game with its Members;
- assistance with the training of staff and volunteers of its Members;
- the development of the management and organization of Competitions;
- the continuous review of Members' activities;
- the disbursement and monitoring of World Rugby funds;
- the monitoring of strategic investments;
- liaison between Rugby Europe and World Rugby.

#### **2.3 Personnel**

The personnel of World Rugby shall be supervised by World Rugby and shall work with Rugby Europe so as to deliver the objectives of the agreed strategic development plan.

The personnel of Rugby Europe shall be subject to the control and decisions of the President and the Board of Directors of Rugby Europe and shall work in collaboration with World Rugby to achieve the objectives of the strategic development plan.

## **2.4 Funding and Financial Support**

**2.4.1** Rugby Europe may apply to World Rugby, World Rugby Development and Competitions Funds for funding in order to fulfil its missions (see Article 1.3). World Rugby and the World Rugby Development and Competitions Funds reserve the right to review and amend its obligations in this regard without notice.

**2.4.2** Any financial support may be provided in the form of:

- an administrative or other grant;
- funding towards competitions grant;
- funding for development projects and specific events grant.

**2.4.3** The financial support shall be confirmed annually by World Rugby following full consultation with Rugby Europe and having regard to the strategic development plan and will to support programs and competitions on a regular basis where possible.

## **2.5 Development Grant Applications**

World Rugby shall seek advice and information from Rugby Europe in considering Development Grant applications from Members with the exception of those Members named in Article 1.3.2 of these Bylaws.

## **2.6 Report to the World Rugby Development and Competition Funds**

Rugby Europe shall monitor the needs, performance, qualities and status of its Members so that it can provide World Rugby with an informed opinion and an assessment for the purposes of the advice to be given to the World Rugby Development and Competition Funds.

## **Article 3 Membership, Affiliation, Subscription, Resignation, Disciplinary Procedures and Sanctions**

### **3.1 Membership**

**3.1.1** Members are to progress within Rugby Europe as per the following process referred to as the Membership Pathway constituted by two phases:

1. Associate Membership of Rugby Europe and after two (2) years
2. Full Member of Rugby Europe

Conditions and requirements to evolve from Associate Member to Full Member are defined in *Rugby Europe Membership Pathway*.

**3.1.2** Associate and Full Members have the right to:

- Participate in the assemblies and meetings provide by the Bylaws of the Association and cast their vote;
- Nominate Candidate and be nominated as candidate to participate to Board of Directors and/or Committees;
- Participate in and host Rugby Europe Competitions;
- Receive support for Training & Education;

- Participate in and host workshops organized by Rugby Europe;
- Receive support for Development.

### **3.1.3** Associate and full Members must abide by:

- Rugby Europe Bylaws;
- Rugby Europe Code of Ethics;
- Rugby Europe Internal Regulations;
- Rugby Europe Membership Pathway;
- The official documentation of the competitions it has registered for. This includes among others Tournament Manual, Participation Agreement, Hosting Agreement;
- Decisions taken by Rugby Europe Governing Bodies (the General Meeting and the Board of Directors) pursuant of the Bylaws and Internal Regulations.

## **3.2** Affiliation

**3.2.1** Any European National Rugby Union of a United Nations member state or recognized by its National Olympic Committee itself recognized by the International Olympic Committee wishing to be affiliated to Rugby Europe, shall lodge a request in accordance with the provisions of the Rugby Europe Regulations. This request shall firstly be submitted for advice and review to the Board of Directors and later put to the vote in the general meeting.

**3.2.2** A non-European Union may be affiliated to Rugby Europe provided that it is approved by World Rugby.

**3.2.3** The Rugby Football Union (England), The Scottish Rugby Union (Scotland), and The Welsh Rugby Union (Wales) will not have to comply with Art. 3.2.1 of the By-Laws. Rugby Europe recognises the historical rights of these Unions in establishing and developing the game of Rugby. This right is exclusive of these 3 Unions and cannot be extended to any other Rugby Union.

**3.2.4** If due to local laws and regulations, the applicant is governed by a body not-exclusively concerned by the sport of Rugby, then a very clear separation in terms of finance and governance will at least be required.

**3.2.5** The affiliation of a new Members, whether as an associate Member or as a full Member requires a two-thirds majority of the votes of the Members present or represented by proxy at the general meeting.

**3.2.6** For new Members, the status of Associate Member will start on the day its first subscription is received by Rugby Europe. For an Associate Member progressing to the status of Full Member, its new status will be considered as effective on the day it is voted in by the Members.

**3.2.7** Rugby Europe Associate Members willing to apply to Full Membership status must submit a pre-application file twelve (12) months prior the general meeting. It shall include a formal pre-application letter and any other existing document that the applicant will deem relevant.

The formal application file must be submitted to Rugby Europe General Secretary at the latest six (6) months prior the annual general meeting.

## **3.3** Subscription

**3.3.1** All members must pay their annual subscription with no delay.

**3.3.2** Failure to comply with the deadlines imposed by Rugby Europe will result in the Member not being allowed to attend and vote to the general meeting and will expose him to disciplinary procedures as stated in *Rugby Europe Membership Pathway*.

**3.3.3** The amount and method of calculation of the annual subscription shall be defined by The Regulations. New Affiliate Members will be invoiced a pro rata amount for the first year.

### **3.4** Resignation

**3.4.1** Any Member wishing to resign shall give three (3) months' written notice by recorded delivery letter to the Rugby Europe headquarters. At the end of the three-months' notice period the Rugby Europe membership of the Member shall be cancelled. However, the resignation shall only be accepted once the resigning Member has paid all sums owed to Rugby Europe and any other member.

**3.4.2** In the event of a resignation, no annual subscription shall be refunded by Rugby Europe to the resigning Member.

### **3.5** Disciplinary Procedures and Sanctions

**3.5.1** Failure to comply with Rugby Europe Bylaws, Regulations or any other official document may expose Members to administrative and/or sportive sanctions. Disciplinary processes and sanctions are described in *Rugby Europe Membership Pathway* and *Rugby Europe Disciplinary Regulations* and may range from official warnings to exclusion of the association.

**3.5.2** An exclusion requires a resolution of the Board of Directors and a two-third majority of the votes of the Members present or represented by proxy in a general meeting.

## **Article 4** **The Governing Bodies of Rugby Europe**

The Governing Bodies of Rugby Europe are as follows:

- The General Meeting (see Article 5);
- The Board of Directors (see Article 6);
- The Committees (see Article 7).

## **Article 5** **The General Meeting**

### **5.1** Holding of General Meetings and Notification

**5.1.1** The General Meeting is the supreme authority of Rugby Europe and shall be held every year in accordance with the provisions as set out in the Bylaws and the Regulations. The General Meeting can be either an Ordinary General Meeting or an Extraordinary General Meeting.

**5.1.2** The General Meeting shall meet when a request to the registered office of Rugby Europe is made by the President or upon the written request of Members representing at least one third of the total of the Members votes and stating the items to be placed on the agenda.

**5.1.3** The General Meeting shall not exercise its powers in any way or for any purpose inconsistent with the purposes and missions of Rugby Europe as contained in the Bylaws (Article 1.3).

**5.1.4** The General Secretary of Rugby Europe shall give notice of the General Meeting to all Members at least four (4) weeks before the date of the Meeting.

**5.1.5** Unions requesting affiliation shall also receive notification and convocation to the General Meeting in the case of their affiliation being put to the vote at the General Meeting.

**5.1.6** Members wishing to raise any item and/or a list of questions or proposals shall send notice to the General Secretary at the Rugby Europe Headquarters that such Member wishes those elements to be included in the General Meeting agenda at least two weeks before the General Meeting is held. Each Member is required to nominate in writing a Delegate (with a maximum of two (2)) to the General Meeting on an annual basis. The Delegate shall be an individual who takes an active part in the activities of his/her Union.

**5.1.7** A General Meeting (either ordinary or extraordinary) shall be hosted by Rugby Europe or by a Member.

## **5.2 Composition**

**5.2.1** General Meeting is composed of all affiliated Members which have fulfilled their financial commitments. Each affiliated Member may be represented by a maximum of two delegates, duly accredited for that purpose.

**5.2.2** In order to validly participate in the voting at a General Meeting, the Delegate of each Member must have a valid power of attorney or other authority issued by the Member.

**5.2.3** Delegates shall establish their right to vote by presenting the minutes of any official body (or a properly certified copy) of the Member that clearly confers the right of the Delegate to vote for the Member at Rugby Europe General Meetings.

**5.2.4** On forwarding the above documents, Members shall inform the Rugby Europe Secretariat of any changes during the term of office and of the appointment of any new Representatives during the year.

## **5.3 Voting and Number of Votes**

**5.3.1** Each Member has one vote.

**5.3.2** One (1) extra vote is then allocated to each Union who's XV Men National Team is playing at the highest level of Rugby Europe XV a side Men's Competition at the time of the General Meeting.

**5.3.3** Two (2) extra votes are allocated to each Member mentioned at Article 1.3.2 forming the "6 Nations"

**5.3.4** Voting is by a show of hands unless a secret ballot is requested by simple majority as defined below. All votes concerning the election of individuals shall be by secret ballot.

**5.3.5** Voting requiring a simple majority may be organized in the form of an electronic

vote, subject to the approval of the Board of Directors, and in line with the Regulations and only if the vote cannot wait for the next General Meeting. However, votes for individuals cannot be done by electronic vote (Art 5.3.4) and require a physical General Meeting (see Articles 5.6 and 5.7).

**5.3.6** In case of Force Majeure, exceptional meetings and voting arrangements may be authorized for the General Meeting provided that the chosen solution does not change the quorum and the majority required for the vote nor the proxies regulations. Meeting and voting arrangements can include but are not limited to the authorization of remote general meetings and remote voting. If the recommended meeting and voting arrangements are approved, it will exceptionally supersede any other arrangement foreseen by the Bylaws and or the Internal Regulations.

It shall be at the initiative of Rugby Europe General Secretary to activate this article. The recommended meeting and voting arrangements shall be first submitted to the approval of the Board of Directors and then to the approval of all Members of Rugby Europe by simple email consultation. To be validated, this consultation requires a quorum of 90% of the votes of all Members and a qualified majority. For clarity sake, decisions taken within the framework of this article can only concern meeting and voting practical arrangements; however meetings and voting sessions held as a consequence of the activation of this article shall be considered as valid and legally binding as any decision taken under a normal set up of the General Meeting.

## **5.4 Proxy**

Members absent at the General Meeting may be represented by proxy by a Delegate of another Member present at the meeting who has already been mandated by their Union, on condition that the said Delegate may not hold more than 3 proxies including his/her Union. Union proxy forms shall be presented at the latest on the day of the General Meeting and if possible, given to the Secretariat before the General Meeting.

## **5.5 Quorum**

**5.5.1** The quorum for a General Meeting in Ordinary session shall be one-half of the total votes of all Members present or represented by proxy.

**5.5.2** The quorum for a General Meeting in Extraordinary session shall be two thirds of the total votes of all Members present or represented by proxy.

**5.5.3** If the quorum is not reached, the General Meeting shall be reconvened to consider the same agenda. It shall then deliberate without conditions of quorum, by simple majority of the Members present or represented by proxy.

## **5.6 Voting by Qualified Majority – Extraordinary General Meeting**

**5.6.1** The following issues requires a qualified majority of two thirds of the votes of the Members present or represented by proxy in Extraordinary General Meeting:

- to elect new Member;
- to exclude a Member;
- to amend the Bylaws;
- to amend the Regulations;
- to dissolve Rugby Europe;
- to distribute the assets of Rugby Europe to its Members;

## **5.7 Voting by Simple Majority – Ordinary General Meeting**



The following issues requires a simple majority of the votes of the Members present or represented by proxy in Ordinary General Meeting. In the event of a tie, the President or session chairperson shall have the casting vote:

**5.7.1** To appoint one independent auditor of Rugby Europe for a period of six years;

**5.7.2** To approve the annual audited financial statements and give or not discharge to the Board of Directors regarding its financial management of Rugby Europe.

**5.7.3** To approve the annual moral report of the year

**5.7.4** To determine any changes to existing policies in respect of the playing, governance and regulations of the Game in Europe (other than the Domestic Affairs of the Members and their members and having regard to the matters referred to in the second paragraph of article 1.3.2 above);

**5.7.5** To approve periodically the strategic plan (or any amendments) submitted by the Board of Directors;

**5.7.6** To elect the President, if there are more than one candidate and no candidate reaches a simple majority after the first ballot, a second ballot shall be organized with the two candidates who have obtained the most votes after the first ballot. If after the second ballot no candidate have reached the simple majority, the candidate having obtained the most votes during the second ballot shall be elected President.

**5.7.7** To elect and appoint the members of the Board of Directors;

**5.7.8** To appoint members of Rugby Europe's independent Disciplinary Committee (REDC) and Rugby Europe's Appeal Committee (REAC) who shall not also be part in any Governing Body or Committee of Rugby Europe nor on the executive or management board of any Member.

**5.7.9** To approve the formation, terms of reference or dissolution of Committees as recommended by the Board of Directors;

**5.7.10** To approve the borrowing of any money in excess of five (5) million Euros as recommended by the Board of Directors;

## **5.8 President**

Candidates for the Presidency of Rugby Europe shall submit their application at least two (2) months before the next Elective General Meeting. There can only be one candidate per Member.

The application shall be sent to the General Secretary and shall be composed of the following elements:

- A letter of official support from the Member they represent, precising their link with the Member;
- A Resume of the candidate;
- A cover letter explaining the motivations of the candidate, the anticipated availability and the expertise of the candidate.

**5.8.1** The President shall be elected by the Members in General Meeting (see



article 5.7) and shall serve for a term of four (4) years renewable but limited to a maximum of three (3) mandates consecutive or not.

**5.8.2** General Meeting shall be chaired by the President. In his absence, a session Chairperson shall be nominated by a two-third majority vote of the General Meeting.

**5.8.3** The General Meeting shall nominate a Chairperson of a meeting other than the President if the agenda concerns the President or his election or any other proposition for deliberation that directly or indirectly concerns the President in any other way.

**5.8.4** The secretariat for the General Meetings shall be provided by the Secretary General of Rugby Europe.

**5.8.5** When a vote is required, the General Meeting shall nominate, if necessary, two (2) scrutineers selected from two (2) different Members.

**5.8.6** Should the position of President become vacant for whatever reason, the functions of the President shall be exercised on a temporary basis by one of the Vice Presidents as chosen by the Board of Directors until the next General Meeting when a new President must be elected for the remaining term in office (until the next Elective General Meeting) and following the procedure describe at article 5.7.6

## **5.10 Minutes**

The minutes of the deliberations and decisions of the General Meeting in all sessions shall be recorded in a register by the General Secretary and signed by the President and the General Secretary.

## **Article 6 The Board of Directors**

### **6.1 Meetings and Notification**

**6.1.1** The Board of Directors shall meet in accordance with the Bylaws and the Regulations.

**6.1.2** The Board of Directors shall meet at least four (4) times per year; one (1) of the meetings shall take place at the same time as the Annual General Meeting.

**6.1.3** The General Secretary shall notify the members of the Board of Directors at least one month before the meeting is held. Notice of meetings shall be submitted to World Rugby as soon as possible. The World Rugby representative shall be entitled to participate at any Board of Directors meeting, without voting power.

### **6.2 Composition**

**6.2.1** The Board of Directors comprise of 14 Board members with one vote each:

- The President;
- The General Secretary;
- The C.E.O.;

- One (1) Independent Non-Executive Director;
- Ten (10) Board members/representatives elected from among the Members. No Member shall have more than one representative at the Board of Directors.
- The World Rugby representative is participating “ex officio” in the Board of Directors and is not as such considered as a Board member with no voting power (see Article 6.1.3 above).

**6.2.2** The Board of Directors shall elect a maximum 4 (four) Vice Presidents on a proposal of the President, for a term of four (4) years renewable but for a maximum of three (3) terms consecutive or not.

**6.2.3** No proxy can be given by a Board member to another Board member

**6.2.4** Board members shall not be remunerated for their position with the exception of the Independent Non-Executive Director and the C.E.O.

Within the framework of their mission, volunteer Board members (see article 6.2.4) are only entitled to be refunded for their travel and accommodation expenses

### **6.3 Eligibility of the Board members Candidates**

6.3.1 Ten (10) Board members elected from among the Members:

Candidates for the representative’s positions in the Board, shall submit their application at least two (2) months before the next Elective General Meeting. There can only be one candidate per Member.

The application shall be sent to the General Secretary and shall be composed of the following elements:

- A letter of official support from the Member they represent, precising their link with the Member. A candidate is not required to sit at the Board of Directors of the Member;
- A Resume of the candidate;
- A cover letter explaining the motivations of the candidate, the anticipated availability and the expertise of the candidate.

The candidate must have at least 3 of the 5 following expertise:

- Rugby Competitions;
- Rugby Development;
- Rugby Governance;
- Marketing & Sales;
- Medical.

The candidate must be fluent in either English or French.

Application shall be validated by a panel composed of:

- The Human Resources Manager of Rugby Europe;
- An independent qualified personality nominated by the Board of Directors (World Rugby International Relations Director or Independent Non-Executive Director)

Should an application be rejected by the panel, the Members who have presented a rejected Candidate shall be notified by the panel at least six (6) weeks prior to the General Meeting. Once notified, the Members have one (1) week to present another Candidate for the representative position in the Board. Should the replacement Candidate be rejected the Member cannot present a third Candidate for the

representative's position.

The application files of the retained candidates shall be sent to all Members at least one (1) month prior to the Elective General Meeting.

#### 6.3.2 Independent non-Executive Director (I.N.E.D.):

I.N.E.D. candidates shall be selected by an independent Human Resources Company at least three (3) months prior to the next Elective General Meeting.

The I.N.E.D. shall have marketing and sales expertise.

### **6.4 Election of the Board of Directors**

6.4.1 The President and the C.E.O. are ex officio Board members with one (1) voting power each.

The I.N.E.D. shall be coopted at the Board of Directors for a four (4) years term by the last Board of Directors meeting preceding the Elective General Meeting. The I.N.E.D. have one (1) voting power.

The General Secretary shall be proposed by the newly elected President to the newly elected Board of Directors for cooptation. The General Secretary have one (1) voting power.

Ten (10) members of the Board of Directors are elected by secret ballot by the Members present or represented by proxy during the Elective General Meeting.

The ten (10) candidates for the Board of Directors positions obtaining the most votes shall be elected as the 10 other representatives sitting at the Board of Directors. Each member has one (1) voting power.

In case of tie for the 10<sup>th</sup> position of the representative positions, a second ballot shall be organized between the tied candidates. The candidate obtaining the most votes during the second ballot shall be elected as the 10<sup>th</sup> representative at the Board of Directors.

One female candidate shall be elected as a representative. If no female candidate is among the 10 candidates having obtained the most votes, the female candidate having obtained the most votes shall be declared as the 10<sup>th</sup> representative, replacing the candidate ranked 10<sup>th</sup> in number of votes.

If there is no female candidate, the obligation to have at least one female representative is void.

**6.4.2** A Member may not have more than one representative on the Board of Directors.

**6.4.3** Once the President of Rugby Europe has been elected a ballot shall then take place to elect the ten (10) other representatives at the Board of Directors.

6.4.4 Once the ten (10) other representatives are elected, they shall then meet together with the President and the C.E.O. to coopt the General Secretary and shall name up to four (4) vice Presidents among the ten (10) other representatives.

### **6.5 Term of Office**

The term of office of the Board members/representatives is four (4) years renewable with a maximum of three (3) terms of four (4) years consecutive or not.

## **6.6 Replacement of a Board member/representative**

When a Member cancels the mandate of his representative, it shall immediately inform the General Secretary of Rugby Europe. The Member has the choice to either name a new representative or forfeit the seat.

If a Member forfeit the seat, the open position shall be filled after a vote during the following General Meeting upon call for candidates following the application process (see Article 6.3.1) and the voting process (see Article 6.4). The newly elected representative will be elected for the remaining term in office (meaning until the next Elective General Meeting).

Members already represented at the Board of Directors cannot present a candidate for the open Board member position.

If a Member keeps the seat and wish to name a new Representative, that person must provide an application file such as described at Article 6.3.1 and be coopted at the next Board of Directors meeting for the remaining term in office (meaning until the elective General Meeting).

## **6.7 Deliberations and quorum**

**6.7.1** The Board of Directors may only validly adopt resolutions by a simple majority when at least a third of the representatives are present. Each representative has one (1) vote. In case of tie the President shall have the casting vote.

**6.7.2** The General Secretary, and the Vice Presidents shall sign and act in compliance with World Rugby Code of Conduct and shall comply with its terms.

**6.7.3** The President may not simultaneously be Chairperson of a Member.

**6.7.4** Should the post of General Secretary, become vacant for whatever reason, this function at shall be exercised on a temporary basis by a representative until the President submit a new General Secretary for cooptation by the Board of Directors (See article 6.4) for the remaining term in office (meaning until the next Elective General Meeting).

## **6.8 Powers**

**6.8.1** The Board of Directors manages and directs the activities of Rugby Europe. It implements the main direction of Rugby Europe sports policy.

**6.8.2** The Board of Directors appoints the chairperson and members of each Committee for a duration of four (4) years renewable but for a maximum of three (3) terms consecutive or not (see article 7.4 below).

**6.8.3** The Board of Directors controls the application of the Regulations and ensures that the parties concerned abide by the Rules of the Game and records progress made in activities and competitions organized by Rugby Europe and its Members.

**6.8.4** The Board of Directors supervises the financial management of Rugby Europe in accordance with the budget adopted. All expenditure shall be authorized by two (2) of the following persons: the President, the General Secretary or the C.E.O.

**6.8.5** The Board of Directors shall decide on penalties and fines imposed to any Member in violation of the Regulations except any anti-doping offences.

**6.8.6** The Board of Directors shall resolve sports, financial and other disputes that may arise between Members, other than those relating to anti-doping, or where contractual provisions are made for the resolution of disputes or such disputes are between Members excluded by Article 1.3 above.

**6.8.7** The Board of Directors shall decide on the allocation of awards as defined in the Regulations.

**6.8.8** The Board of Directors shall propose as Honorary Members by vote in the General Meeting, individuals who have greatly contributed towards the development of the Game and/or to the strengthening of ties between the Members or between Rugby Europe and World Rugby.

**6.8.9** The Board of Directors shall keep up to date records and accounts in accordance with the requirements of good practice and all and any regulations in effect in relation to the Rugby Europe affairs and ensure the same are properly audited in a timely manner to enable annual accounts to be prepared for approval by the Members in General Meeting.

**6.8.10** The Board of Directors shall have the ability to form or to request to a Committee to form a working group that must be limited in time, have terms of reference and have specific goals and measurable outcomes.

## **6.9 Minutes**

The minutes of the deliberations of the Board of Directors shall be recorder into a register kept by the General Secretary and signed by the General Secretary and the President and kept at Rugby Europe Headquarters where they may be consulted. The General Secretary may issue a certified true copy of the original, which shall be authoritative with regard to third parties.

## **Article 7 The Committees**

### **7.1 Establishment of Committees**

In order to ensure the best possible representation and participation of its Members in the development and the activities of Rugby Europe, a certain number of committees have been established. The Board of Directors shall decide on the creation or the dissolution of any Committee. The Committees shall include without limitation:

- Rugby Committee composed of four (4) sub committees:
  - Women Sub Committee
  - Rugby 7's Sub Committee
  - Development Sub Committee
  - Player Welfare Sub Committee.

- Legal and Regulations Committee
- Business Committee
- Audit and Risks Committee.

## **7.2 Composition**

The Committees and Sub Committees are composed of a maximum of five (5) members each (a Chairperson and four (4) other members) with the exception of the Rugby Committee which shall be composed of nine (9) members (the Chairperson of the Rugby Committee, the four (4) Chairpersons of the four (4) Sub Committees and four (4) other members).

Each Committee is chaired by a Chairperson who appoints a Secretary from among the members of the Committee or Sub Committee.

The C.E.O. of Rugby Europe appoints staff members to each respective Committee or Sub Committee to assist with the work of the Committees and Sub Committees.

The INED shall attend the Business Committee meetings.

## **7.3 Selection of the Committees and Sub Committees Chairpersons and members**

7.3.1 After the Election of the Board of Directors a call for candidates is made for the positions of Chairpersons of Committees and Sub Committees.

Candidates for Chairing the Committees must be a Representative.

Candidates for Chairing Sub Committees must not necessarily be a Representative.

Candidates must declare themselves in the following month after the Elective General Meeting.

A nomination Committee composed of the President, the General Secretary and the I.N.E.D. review the candidates' applications and gives its recommendations for Chairpersons to the Board of Directors at the latest two (2) months after the Elective General Meeting. The Board of Directors vote by simple majority to choose the Chairpersons.

The nomination committee and the newly appointed Chairpersons give their recommendations to the Board of Directors for the respective Committees and Sub Committees members positions before the next Board of Directors meeting following the Elective General Meeting for approval.

7.3.2 Any Member shall be able to propose candidates to the Nomination Committee to sit on the Committees provided that the candidate has specific documented knowledge and experience in the field covered by the Committee relating to such candidacy.

## **7.4 Chairpersons**

A Chairperson of a Committee or Sub Committee can only serve three (3) terms of four (4) years maximum, consecutive or not.

## **7.5 Resignation**

A Committee or Sub Committee member may resign at any time, including the



Disciplinary and the Appeals Committees. A new committee member will be appointed following the procedures of these Bylaws and Regulations.

## 7.6 Establishment of the Committees and Sub Committees regulations

The Board of Directors shall establish the terms of reference, limits of powers, responsibilities, functions, operational functioning of each Committee and sub Committee through the Regulations.

## Article 8 Discipline

All Disciplinary Matters are overseen, managed, and delivered by The Disciplinary Committee at the exception of Membership matters which will be dealt with as per the provisions made into Rugby Europe Membership Pathway.

The Disciplinary Committee is an independent Committee of Rugby Europe that has been established pursuant to *Rugby Europe Bylaws* (The Bylaws) and *Rugby Europe Internal Regulations* (The Internal Regulations). Its missions are to oversee, manage and deliver the execution of the disciplinary processes and procedures for Rugby Europe in accordance with The Disciplinary Regulations and Rugby Europe Disciplinary Committee Terms of Reference.

For the avoidance of doubts, both Misconduct and Foul Play Disciplinary Cases fall under the remit of The Disciplinary Committee whether in first or second instance.

As for Rugby Europe, The working languages of The Disciplinary Committee are French and/or English.

### 8.1 Terms of Reference

Terms of Reference of Rugby Europe Disciplinary Committee are described in the document titled *Rugby Europe Disciplinary Committee – Terms of Reference*. This document is available on Rugby Europe Website.

### 8.2 Operating Rules

The operating rules of Rugby Europe Disciplinary Committee are described in the documents titled *Rugby Europe Disciplinary Committee – Terms of Reference* and *Rugby Europe Disciplinary Regulations*.

These documents are available on Rugby Europe Website

## Article 9 The Auditor

### 9.1 Election of Auditor

The General Meeting shall elect for a renewable period of 6 (six) years a Statutory Auditor, being independent from Rugby Europe Governing Bodies. The auditor must hold the required diplomas to work in France.

### 9.2 Written Report of the Auditor

At the General Meeting, the Auditor presents a written report whose purpose is to ensure that the annual financial statement give a true, fair and faithful image of the



results, the financial situation and the assets of Rugby Europe.

### **9.3 Powers of Auditors**

The Auditor may proceed to any control they deem appropriate and have access to any document he considers relevant to fulfill its duties.

## **Article 10 Code of Ethics**

The Code of Ethics defines the most important core values for behavior and conduct within Rugby Europe and its affiliates. The conduct of Applicable Persons bound by this Code shall reflect their support of the principles of integrity and ethics and their efforts to refrain from anything that could be harmful to these aims and objectives. This document is available on Rugby Europe Website.

## **Article 11 Anti-Doping Policy**

All Members shall adopt and be bound by World Rugby Regulation 21 (and any substitute or amendment thereto approved by World Rugby) as well as national legislation and any Anti-doping rules adopted by Rugby Europe and adopt as its own the Doping Control Procedural Guidelines and prohibited substances list (amended from time to time) enacted by the WADA.

## **Article 12 Regulations**

The Regulations are drawn up by the Board of Directors with the assistance of the Legal and Regulations Committee and adopted by the General Meeting in accordance with the Bylaws given Article 5.6 above. The Regulations shall implement these Bylaws and specify matters requiring more specific rules.

## **Article 13 Amendment of the Bylaws**

### **13.1 Proposal**

These Bylaws may only be amended at an Extraordinary General Meeting upon a proposal made by the Board of Directors or by Members representing at least a quarter (1/4) of the votes.

### **13.2 Procedure**

The agenda together with the proposed amendment of the Bylaws shall be sent to the members of Rugby Europe at the latest one (1) month before the Extraordinary General Meeting is held. The General Meeting may amend the Bylaws only if the proposal is accepted by two thirds of the votes of all the Members present or represented by proxy at the General Meeting as set out in articles 5.5 and 5.6 above.

### **13.3 Date of Coming into Force**

These Bylaws and any amendments enter into force on the date of their approval by

the General Meeting.

## **Article 14 Dissolution**

### **14.1 Procedure**

The dissolution of Rugby Europe may be pronounced only in General Meeting, convened in an extraordinary session especially for the purpose of dissolution and deciding with the stipulated quorum and with the majority required in Extraordinary General Meetings (see Articles 5.5 and 5.6 above).

### **14.2 Liquidation**

The General Meeting shall nominate one (1) or more liquidators entrusted with the liquidation of the assets of Rugby Europe and it shall determine their powers. It shall transfer the net assets to any registered associations having a similar object.

## **Article 15 Interpretation of the Bylaws**

### **15.1 Litigation**

In the event of any issue arising at any time concerning any matter not provided for in these Bylaws, or concerning their interpretation, World Rugby shall be requested to determine such issue in accordance with World Rugby Regulations and governing law.

### **15.2 Governance**

These Bylaws shall, in all aspects, be governed and comply with the governing law of the country where the headquarters of Rugby Europe is located and these Bylaws must also be approved by World Rugby.

### **15.3 Jurisdiction**

In case of disputes between Rugby Europe and World Rugby, English Law shall govern the dispute resolution.

**This version of the Bylaws has been approved by the General Meeting on December 4<sup>th</sup> and 5<sup>th</sup>, 2020.**

**The President**

\_\_\_\_\_  
**Octavian MORARIU**



**The General Secretary**

\_\_\_\_\_  
**Gilbert CELLI**

