



To: **Secretaries / Chief Executive Officers of Unions and Regional Associations in Membership of World Rugby**

From: **David Carrigy**  
**Chief International Relations & Participation Officer**

Date: **December 19, 2022**

Re: **World Rugby Special and Interim Meeting of Council November 10, 2022**  
**World Rugby Council Decisions: Notice of Amendments to World Rugby Regulations**  
**Notice of Amendments to World Rugby Bye-Laws**

At its Special and Interim Meeting held on November 10, 2022 Council agreed the following:

**Notice of Amendments to World Rugby Regulations**

(1) Regulation 5: Agents – [attached annex one \(page 2\)](#)

**Implementation date: July 1, 2023, mandatory with effect from January 1, 2024**

(2) Regulation 9: Availability of Players\* – [attached annex two \(page 9\)](#)

**Implementation date: January 1, 2024**

*\*An further amendment to Regulation 9 changing Canada and USA from Northern Hemisphere to Southern Hemisphere Unions for the purpose of Regulation 9 was approved but is subject to further consultation prior to implementation. A further notice will issue once this consultation has completed.*

(3) Regulation 12: Provisions Relating to Player's Dress – [attached annex three \(page 11\)](#)

**Implementation date: July 1, 2024**

(4) Regulation 22: Standard Relating to the Use of Rugby Turf – [attached annex four \(page 16\)](#)

**Implementation date: January 1, 2023**

**Notice of Amendments to World Rugby Bye-Laws**

(1) World Rugby Bye-Laws – [attached annex five \(page 18\)](#)

**Implementation date: Varying (detailed in annex five)**

**Confirmation of Coaching Intervention Sanction Mitigation (CISM) programme**

Council noted and confirmed that the Coaching Intervention Sanction Mitigation programme contained in Regulation 17 would continue on a permanent basis.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'David Carrigy'.

**David Carrigy**  
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## **ANNEX ONE**

### **Regulation 5: Agents**

***Implementation date: July 1, 2023, mandatory with effect from January 1, 2024***

## REGULATION 5 – AGENTS

### Preamble

- A. The rationale for Regulation 5 is to create a regulatory framework to help ensure a minimum level of standard and quality control in the activities of rugby agents with the ultimate aim of driving standards upwards with requirements for education, continuous professional development and integrity.
- B. These Regulations are intended to benefit Registered Accredited Agents, Unions, ~~and~~ Players, and Clubs by seeking to ensure that Agents ~~representing Players~~ are of good standing, and uphold the World Rugby values.

### 5.1. Application of Regulation 5

- 5.1.1. Regulation 5 applies to Unions ~~and Accredited Agents, Clubs, Players, and Accredited Agents. Unions may delegate certain provisions of this Regulation but are ultimately responsible for compliance with Regulation 5.~~
- ~~5.1.2~~ 5.1.2 Any Club or Player who wishes to avail of the services of an Agent, must engage an Accredited Agent.
- 5.1.3. Furthermore, Unions or Clubs when dealing with an Agent in the context of Agency Activity must ensure the Agent is an Accredited Agent.
- 5.1.4 Accredited Agents must abide in all respects with this Regulation and any ~~agents Rules of each Union, where relevant~~ Rules.
- 5.1.3 Principals, whether Clubs or Players or otherwise, may be held liable for the acts or omissions of Accredited Agents instructed by them.

### 5.2 Definitions

- 5.2.1 The definitions set out in this Regulation shall have the following meanings:

**“Accredited Agent”** means an Agent who is either registered with an Approved National Scheme of a Union or ~~who is accredited by~~ with the World Rugby ARCScheme as set out in ~~Section~~ Regulation 5.67.

**“Agent”** means any person who carries out or seeks to carry out Agency Activity.

**“Agency Activity”** means acting in any way and at any time in ~~any Union in~~ the capacity of Agent agent, representative or adviser to a Club or Player, either directly or indirectly, in the negotiation, arrangement or execution of any employment transaction or employment contract negotiation.

**“Agency Contract”** means the written agreement between an Agent and the Principal which sets out the terms and conditions under which the Agent is contracted.

**“Agency Jurisdiction(s)”** means the Union(s) in which an Accredited Agent is registered to ~~provide~~ carry out Agency ~~Services~~ Activity.

**“Agents’ Registration Committee”** ~~(or “ARC”)~~ means the World Rugby Agents Registration Committee and shall consist of 3 independent persons appointed in conjunction with the International Rugby Players.

**“Approved National Scheme”** means an agents scheme operating within a Union which is approved by the ARC.

“**Club**” means a club admitted into membership of or affiliated to any Union in accordance with that Union’s rules.

“**Principal**” means the person or ~~club~~ Club who instructs an Agent.

“**Registering Body**” means either the Registering Union or World Rugby, depending on the scheme with which the Agent is registered.

“**Registering Union**” means ~~the any~~ Union with which registration is sought via the Approved National Scheme and in the jurisdiction of which ~~shall be the primary place where~~ the Agent carries or intends to carry out ~~the~~ Agency Activity.

“**Rules**” means the respective laws, rules and/or regulations ~~that may be~~ in force in each of the Unions.

“**World Rugby Scheme**” means the scheme established by World Rugby to register Agents ~~and which~~ operates where a Union does not have an Approved National Scheme.

5.2.2 Any other capitalised terms used but not defined in this Regulation 5 shall have the meaning assigned to them in the World Rugby Bye-Laws and Regulations Relating to the Game.

### 5.3 Conditions of Registration

5.3.1 All ~~Accredited Agents carrying out Agency Activity~~ must register (and continue to be registered) as an Accredited Agent in one of two ways:

- a) ~~Following~~ To the extent only that an Approved National Scheme does not exist in any jurisdiction in which the Agent is seeking to carry out Agency Activity, by following the application and renewal process set out in Regulation 5.7 and 5.8 respectively; or
- b) ~~Following~~ By following the application and renewal process ~~as set out in the relevant an~~ Approved National Scheme.

5.3.2 Accredited Agents must at all times adhere to the World Rugby Code of Conduct for Agents (the “Code of Conduct”) which can be found at Appendix 1, along with the World Rugby Regulations Relating to the Game. Any breach of the Code of Conduct or the Regulations will result in a disciplinary hearing under ~~Section~~ Regulation 5.11.

5.3.3 Accredited Agents registered with the World Rugby Scheme may describe themselves as “World Rugby Accredited Agents” or as “Accredited by World Rugby” (as the case may be) and quote their registration number (if applicable) but may not refer to their registration in any other way, or seek to promote their business by claiming or implying that they have been vetted ~~or approved or regulated~~ by World Rugby.

5.3.4 Accredited Agents are registered personally either by World Rugby or by the Registering Union and may not transfer or delegate their registration to any other person or any other entity.

### 5.4 Accredited Agents and ~~Player~~ Agency Contracts

5.4.1 Accredited Agents must have ~~a written contract an~~ Agency Contract in place for all ~~Players~~ Principal(s) that they represent in the Principal’s first language and must use either:

- (a) the Registering Union’s model agent contract (where relevant); or
- (b) an alternative contract that complies with this Regulation, all other relevant World Rugby Regulations Relating to the Game, and complies with all requirements of the Code of Conduct ~~for Accredited Agents as set out at Appendix 4~~, and the Registering Union’s Rules: (to the extent applicable).

- 5.4.2 Accredited Agents must advise in writing any Player with whom they are proposing to enter into an ~~agency contract~~Agency Contract to obtain independent legal advice prior to execution of any such contract.
- 5.4.3 Where a Player is under the age of 18, the ~~player contract~~Agency Contract must be countersigned by a parent or guardian.
- 5.4.4 Where requested by the ARC, Accredited Agents must submit to the ARC, within 28 days of a written request, the full ~~contract~~Agency Contract between the Accredited Agent and any ~~Player~~Principal(s), including any annexes, variations and such other documentation pertaining to the same.

## 5.5 Remuneration of Registered Agents

- 5.5.1 The Principal for whom the Agent acts shall be responsible for payment of the fees or other remuneration of the Agent but this shall not prevent a third party paying the Agent on such Principal's behalf. The basis on which any such fees or other remuneration ~~is~~are to be calculated must be reasonable and shall be clearly stated in ~~writing~~the Agency Contract, along with the identity of the paying party.
- 5.5.2 Any remuneration provisions involving commission shall be expressly set out in the ~~Agent's contract~~Agency Contract and must comply fully with all local laws, including those governing commission where relevant.

## 5.6 Registration of Agents

- 5.6.1 In order for a person to become registered as an Accredited Agent that person must:
- (a) ~~Be~~Register, or be an Agent registered, with an Approved National Scheme ~~of the Union; or~~
  - (b) ~~Where an Approved National Scheme does not exist in the primary place where~~any jurisdiction in which the Agent ~~carries out or intends~~is seeking to carry out ~~the~~ Agency Activity—, by following the registration process set out in Regulation 5.7 below in respect of each such jurisdiction.
  - (b) ~~Apply to the World Rugby Agents Registration Committee for accreditation pursuant to Section 5.7 below.~~

## 5.7 Registration Process for World Rugby Scheme

- 5.7.1 In order to register as an Accredited Agent with the World Rugby Scheme, applicants shall be required to:
- (a) pay the relevant registration fee;
  - (b) provide evidence where requested that the applicant has the appropriate professional indemnity insurance in place with a reputable insurer to the level required by applicable law;
  - (c) agree to be bound by and abide in all respects with ~~these all~~ World Rugby Regulations Relating to the Game, the Code of Conduct ~~for Accredited Agents~~, and all relevant local laws;
  - (d) complete the World Rugby Agents Scheme education module and pass a written test (the format and frequency of such test to be determined by World Rugby);
  - (e) inform World Rugby of ~~their Agency Jurisdiction~~the jurisdiction in which they intend to carry out Agency Activity; and
  - (f) if requested, sit an interview with World Rugby;

Once registered, Agents will be provided with a World Rugby registration number which can be used on any of the Agent's official documentation, and which is linked to all Agency Jurisdiction(s).

5.7.3. World Rugby, and Registering Unions, shall maintain a public register of Accredited Agents and in the case of World Rugby, the Agents' Agency Jurisdiction(s). It is the responsibility of Agents to ensure that their details are correct. ~~Agents shall~~ and to inform World Rugby or the Registering Union of any change in their details which would require an amendment to the register.

5.7.4 World Rugby may publish any decision made in accordance with this Regulation including the name and any other relevant information in relation to any disciplinary or appeal decision.

## 5.8 Renewal of Registration

5.8.1 In order to remain ~~a Registered~~ an Accredited Agent the ~~Registered~~ Accredited Agent must:

(a) comply with the relevant renewal procedure of ~~that~~ the Approved National Scheme of the Registering Union where relevant; or

~~(b)~~ (b) in the case of an Agent registered with the World Rugby Scheme, as required from time to time, satisfy the following criteria;

(i) pay the relevant registration fee;

(ii) provide evidence where requested that the applicant has the appropriate professional indemnity insurance in place with a reputable insurer to the level required by applicable law;

(iii) agree to be bound by and abide in all respects with ~~these~~ the World Rugby Regulations Relating to the Game, the Code of Conduct ~~for Accredited Agents~~, and all relevant local laws; and

(iv) fulfil any other conditions reasonably stipulated by World Rugby from time to time.

5.8.2 Any failure by an Accredited Agent to comply with the above mentioned renewal terms may result in that Agent no longer being registered with the Registering Union and/or the World Rugby Scheme.

## 5.9 Cessation of Registration

5.9.1 If for any reason ~~any~~ an Accredited ~~Agents cease~~ Agent ceases to be registered with ~~the~~ all relevant Approved National ~~Scheme~~ Schemes or, to the extent applicable, the World Rugby Scheme they will:

(a) where accredited by World Rugby, immediately cease to be accredited by World Rugby;

(b) cease to hold themselves out as Accredited Agents;

(c) not by any act or omission mislead (or allow to be misled) any third party into thinking that they are an Accredited Agent;

(d) inform ~~all applicable clients~~ their Principals that they are no longer Accredited Agents and that they can therefore no longer act for them as ~~an~~ an Accredited Agent in any matter that pertains to registration as an Agent; and

(e) ~~shall~~ not undertake any Agency Activity of any kind.

## 5.10 Operating Outside of Agency Jurisdiction

Accredited Agents who seek to carry out Agency Activity ~~within or relating to Players moving to and from Clubs in a jurisdiction~~ outside their Agency Jurisdiction must either:

- (a) formally engage an Accredited Agent in that jurisdiction to carry out the relevant ~~jurisdiction to undertake and perform the contract negotiations~~ Agency Activity on their behalf, and as such, Unions, Clubs, and Players must perform contract negotiations with that nominated Accredited Agent only; or
- (b) if they wish to act in the relevant jurisdiction themselves, ~~where there is an Approved National Scheme, undergo the same application and renewal process set out in the Approved National Scheme of that Union, or where no such Approved National Scheme exists, and where the Agent has not already done so, undergo the application and renewal process set out in Regulations 5.7 and 5.8 as applicable.~~
  - (i) undergo the same application and renewal process set out in the Approved National Scheme of the relevant Union, or
  - (ii) where no such Approved National Scheme exists, undergo the application and renewal process set out in Regulations 5.7 and 5.8 as applicable for such jurisdiction.

## 5.11 Discipline

- 5.11.1 Where an Approved National Scheme ~~exists~~ applies, any alleged breaches of this Regulation 5 shall be dealt with in accordance with the relevant ~~Union's provisions relating to a breach~~ Rules. Where no Approved National Scheme ~~exists~~ applies, or where World Rugby deems it appropriate to do so, alleged breaches of this Regulation 5 shall be dealt with by the ARC as set out below.
- 5.11.2 Where disciplinary action ~~arising~~ arises out of a breach of this Regulation 5 that occurs in a Union where no Approved National Scheme is in place, World Rugby and or the ARC may require that Union to provide information regarding the interpretation of relevant national laws. This information shall be in the form of a legal opinion obtained from a competent independent legal advisor and shall be procured at that Union's expense.
- 5.11.3 The ARC Chairman shall convene the ARC to hear any alleged breaches of Regulation 5, and the ARC shall, subject to Regulation 20, be entitled to deal with the matter procedurally as it considers appropriate provided that the parties concerned are aware of the case against them and are afforded a reasonable opportunity to make representations and present their case. For the avoidance of doubt, World Rugby shall have the right to be represented and shall be entitled through its nominated representative to make submissions during any proceedings conducted by the ARC
- 5.11.4 The ~~procedure for such enquiry~~ ARC shall ~~be determined by the ARC but will include, as a minimum, obtaining the representations of the parties to the complaint. At, at~~ the conclusion of any such enquiry, ~~the ARC shall inform the Agent that~~ relevant party if they have been charged with a breach of Regulation 5 (and provide a copy of the charge sheet).
- 5.11.5 Upon finding that a breach of Regulation 5 has been committed, the ARC shall be entitled to impose such sanctions as they think fit. Such sanctions may include, but shall not be limited to:
  - (a) a caution, warning as to future conduct, reprimand and/or a fine;
  - (b) a suspension from Agency Activity for a specified period;
  - (c) cancellation or refusal of the registration of any Agent;
  - (d) an order that an Agent, Union, ~~Association, Rugby Body, or~~ Club pay compensation and/or restitution;
  - (e) any combination of the penalties set out in 5.11.5(a) to (d) above.
- 5.11.6 The ARC shall be entitled to make such order in relation to costs as is deemed appropriate.

#### Section 4.1.2 Regulation 5 Agents, November 2022 Annual Meeting of Council

- 5.11.7— In determining the appropriate sanction under these Regulations, the ARC shall be entitled to take account of mitigating and/or aggravating circumstances.
- 5.11.8 An ~~Agent~~affected party may appeal against the decision of the ARC, ~~against~~ the sanction imposed and/or any costs order. To be valid, any such appeal, together with the written grounds of appeal, must be lodged with the ARC Chairman, or his or her designee, within 14 days of the date of the written decision.
- 5.11.9 On receipt of a notice of appeal and the grounds for appeal within the time limit set out in Regulation 5.11.8, an Appeal Committee shall be appointed by the Judicial Panel Chairman or his or her designee pursuant to Regulation 20. The Appeal Committee shall, ordinarily, be made up of three members of the Appeal Panel, under the Chairmanship of a senior legal practitioner who shall subject to Regulation 20, have the discretion to regulate the procedure prior to and at any Appeal Committee hearing.
- 5.11.10 In exceptional circumstances where the conduct of an Agent is considered by the ARC to be of such a serious/gross nature that their continued involvement in the Game in any capacity pending the final determination of the matter is not deemed appropriate, then the ARC may at their discretion impose a provisional suspension on an Agent subject to a misconduct complaint pending the resolution of the case. The Agent affected may appeal such decision in which case an Appeal Committee or Appeal Officer shall be appointed as set out at ~~Section 5.11.8 and~~Regulation 5.11.9 above.
- 5.11.11 Any Agent who is suspended, whether provisionally under Section 5.11.10, or following a hearing under ~~Section~~Regulation 5.11.5(b) or ~~have~~has their registration cancelled under 5.11.5(c) who ~~appeal~~appeals their suspension or cancellation shall remain suspended pending the outcome of their appeal.



## **ANNEX TWO**

### **Regulation 9: Availability of Players**

***Implementation date: January 1, 2024***

## **Limitation on the number of Squad sessions to which the Right to Release applies**

**9.13** The Right to Release for Squad sessions pursuant to this Regulation 9 will apply to three Squad sessions for up to 30 Senior National Representative Team Players each calendar year each of a maximum of three consecutive days (excluding travel). Such periods shall be in addition to the release provisions for International Matches, International Tours and International Tournaments. Such sessions shall be taken as set out below subject to the three consecutive day periods not preventing a Player(s) from participating in a Match for his Rugby Body or Club:

(a) For all Unions, Monday to Wednesday of the week preceding the assembly period for the November window.

(b) For Northern Hemisphere Unions, Monday to Wednesday of the week preceding the assembly period for the Northern Hemisphere Release Period.

(c) For Southern Hemisphere Unions, Monday to Wednesday of the week preceding the assembly period for the Southern Hemisphere Release Period.

(d) For Rugby Championship Unions, Monday to Wednesday of the week preceding the assembly period for the Rugby Championship Release Period.

~~(de)~~ The third squad session may be taken from a Monday to Wednesday at the discretion of the Unions provided that the Union in which the Player is Registered is notified of the dates for the third Squad session prior to the commencement of the relevant season.



## **ANNEX THREE**

### **Regulation 12: Provisions Relating to Player's Dress**

***Implementation date: January 1, 2024***

## REGULATION 12. PROVISIONS RELATING TO PLAYERS' DRESS

For all matches, Unions, Associations, Rugby Bodies, Clubs, Players and Persons must ensure that the provisions relating to Players' dress, set out in this Regulation, and the specifications set out in the associated performance specifications, are complied with in full. The Council may, from time to time, supplement, amend and/or modify, in whole or in part, the provisions relating to Players' dress set out in this Regulation and/or the associated performance specifications.

### 1. Additional items of clothing

#### (a) Shin Guards

A player may wear shin guards worn under the socks with padding incorporated in non-rigid fabric with no part of the padding thicker than 5mm when compressed.

#### (b) Fingerless Mitts

Coverage of the fingers and thumbs be permitted to the outer joint but no further. The mitt zone of coverage should not continue beyond the wrist.

The body of the mitt should be of a stretch type material with the grip material being made of a soft rubber/synthetic compound not exceeding a depth of 1mm.

No part of a mitt should contain buttons or potentially dangerous items.

#### (c) ~~Shoulder Pads~~ Body Padding

A player may wear ~~shoulder-body~~ padding which complies with the requirements as set out in the World Rugby Body Padding Performance Specification, a copy of which can be found [here](#).

#### (d) Headgear

A player may wear headgear which complies with the requirements as set out in the World Rugby Headgear Performance Specification, a copy of which can be found [here](#).

#### (e) Player Monitoring Devices

A player may wear a player monitoring device which complies with the requirements as set out in the World Rugby Player Monitoring Device Performance Specification, a copy of which can be found [here](#).

#### (f) Goggles

A player may wear goggles which comply with the requirements set out in the World Rugby Goggles Performance Specification, a copy of which can be found [here](#).

### 2. ~~Special additional items for women~~

## Breast Padding\*

~~Besides the previous items, women may wear breast pads which comply with the requirements as set out in the World Rugby Body Padding Performance Specification, a copy of which can be found~~

## **23. Studs**

A player may wear studs which comply with the requirements as set out in the World Rugby Stud & Outsole Performance Specification, a copy of which can be found [here](#).

## **34. Banned items of clothing**

Other than the items of clothing set out at 1(a)-(f), ~~2~~ and ~~32~~ above, a player must not wear any item of which any part that is not considered padding, as per the definition in the Padded Clothing Performance Specification, is thicker than 25mm when uncompressed, ~~or is denser than 60 kilograms per cubic metre unless specified within this Regulation 12/Law 4. Where this overall thickness consists of padded material covered by fabric, 5mm is the maximum measured thickness for the combination of the uncompressed padding and the fabric. The fabric can contribute up to a maximum measured thickness of 1mm on each side of the padding.~~

~~The~~ All Performance Specifications referenced in this Regulation ~~is standard~~ concerns manufacturers and testers of Rugby players' clothing and should be read in conjunction with the current version of the World Rugby's LAW 4 concerning players' dress and Regulation 12. ~~Particular attention is drawn to Regulation 12, Clause 4 above.~~

Below are the three World Rugby Approved Clothing labels. All are valid (in both monochrome and colour variations) and on display on the [Player Welfare website](#).







## **ANNEX FOUR**

**Regulation 22: Standard Relating to the Use of Rugby Turf**

**Implementation date: January 1, 2023**

## **Regulation 22 - Approved Amendment**

**To be inserted as 22.5 and subsequent sections renumbered.**

Where deemed appropriate, in the interests of game development and growth, World Rugby may, at its discretion, grant dispensations from the requirements of the Rugby Turf Performance Specification in line with the policy approved by the Executive Board of World Rugby from time to time.



## **ANNEX FIVE**

### **World Rugby Bye-Laws**

#### **Implementation dates:**

- **Change of name of Executive Committee to Executive Board**  
Implementation Date: *Immediate Effect*
- **Standing Committee Amendments & consequential amendments**  
Implementation Date: *Immediate Effect*
- **Executive Board Terms of Office Amendments**  
Implementation Date: *Immediate effect. Transitional provisions mean that the changes to the Executive Board will take effect for the elections at the November 2024 Interim Meeting of Council.*
- **Changes in Date and Timing of Officer and Executive Board Elections**  
Implementation Date: *Immediate effect, next elections to be held at the November 2024 Interim Meeting of Council.*
- **Composition of Executive Board**  
Implementation Date: *Immediate effect. Transitional provisions mean that the changes to the Executive Board will take effect for the elections at the November 2024 Interim Meeting of Council.*
- **Election of Vice-Chair**  
Implementation Date: *Immediate effect. Transitional provisions meaning that the changes to the Executive Board AND the election of the Vice Chair will take effect from the elections at the November 2024 Interim Meeting of Council.*

## BYE-LAW 1. DEFINITIONS

### 1.1 In these Bye-Laws:

**Associate Member Union** means a national or territorial rugby union designated by Council as an associate member of World Rugby in accordance with these Bye-Laws.

**Audit and Risk Committee** means the audit and risk committee established under Bye-Law 11.1

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

**Chair** means the chair of Council from time to time, appointed in accordance with Bye-Law 9.8.1.

**Chief Executive Officer** means the chief executive officer or secretary general of World Rugby and World Rugby Limited from time to time, appointed in accordance with Bye-Law 9.8.34.

**Chief Medical Officer** means the chief medical officer of World Rugby appointed by the Chief Executive Officer from time to time.

**Council** means World Rugby's Council established in accordance with these Bye-Laws.

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

**Eligible** means "Eligible" as defined in the World Rugby Vetting Rules in force from time to time.

~~**Executive Committee**~~ **Executive Board** means the ~~executive committee~~ **Executive Board of World Rugby** established in accordance with these Bye-Laws.

**Foundation Union** means any of 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.

**Full Member Union** means a rugby union designated by Council as a full member of World Rugby in accordance with these Bye-Laws.

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

**High Performance Union** means a Member Union which plays in either the Six Nations Championship or SANZAAR Rugby Championship or has been categorised as a High Performance Union in accordance with the

criteria approved by Council and has the right to appoint Representatives to Council in accordance with Bye-Law 9.

**Independent Vote Chair** means an independent chair of the voting process appointed pursuant to Bye-Laws 9.8.1(d), 9.8.1(e) or 9.9(d).

**International Match** means a Match played between National Representative Teams.

**Independence Criteria** means that the person has not held any position or been employed in any Member Union, Club and/or Rugby Body for at least three years prior to the time of appointment and desists from any such involvement throughout the duration of their tenure on the ~~Executive Committee~~Executive Board and/or Standing Committee.

**Independent Member** means a member of the ~~Executive Committee~~Executive Board and/or a Standing Committee who meets the Independence Criteria.

**Laws of the Game** means the Laws of the Game – Fifteen-a-Side, the Laws of the Game – Seven-a-Side Variations and any other variations of the ‘Laws of the Game’ which, in each case, are passed by Council from time to time in accordance with these Bye-Laws.

**Laws of the Game – Fifteen-a-Side** means the ‘Laws of the Game’ applicable to the fifteen-a-side form of the Game.

**Laws of the Game – Seven-a-Side Variations** means the ‘Seven-a-Side Variations’ of the ‘Laws of the Game’.

**Major Events** means the Rugby World Cup Finals, the Rugby World Cup Sevens Finals, the Women’s Rugby World Cup Finals, the U20/Junior World Championship, the U20/Junior World Trophy, the Sevens World Series or any other major event approved by Council as being applicable to this definition.

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

~~**Men’s High Performance Rugby Committee** means the high performance rugby committee relating to the men’s game established under Bye Law 11.1.~~

**Member Association** means an association of rugby unions designated by Council as a member of World Rugby in accordance with these Bye-Laws.

**Member Union** means a Full Member Union, an Associate Member Union or a Recognised Regional Development Union.

~~**Men’s High Performance Rugby Committee** means the high performance rugby committee relating to the men’s game established under Bye-Law 11.1.~~

**Non High Performance Union** means a Member Union which is not a High Performance Union and has the right to appoint Representatives to Council in accordance with Bye-Law 9.

**Non-member Association** means an association of rugby unions which is not a Member Association.

**Non-member Union** means a rugby union that is not a Member Union.

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

**Nominations Committee** means the nominations committee established under Bye-Law 11.1.

**Officer** means any of the Chair, the Vice-Chair and the Chief Executive Officer from time to time and Officers shall mean such persons collectively.

**Other Committee** means a committee set out in or established under Bye-Law 13.

**Recognised Regional Development Union** means a category of regional membership with observer status which is available to Unions who are unable to follow the Associate Membership Pathway (because they are in a country or territory which is neither a Member State of the United Nations or in a country with a National Olympic Committee recognised by the International Olympic Committee).

**Regional Committee** means the regional committee established under Bye-Law 11.1.

**Regulations** means the Regulations Relating to the Game in force from time to time.

**Regulations Committee** means the regulations committee established under Bye-Law 11.1.

**Representative** means a person appointed as a member of the Council.

**Rugby Committee – Community Game** means the rugby committee – community game established under Bye-Law 11.1.

~~**Rugby Committee – High Performance Game** means the rugby committee – high performance game established under Bye-Law 11.1.~~ **Rugby World Cup Finals** means the men's rugby world cup finals tournament held every four (4) years.

**Sevens High Performance Rugby Committee** means the high performance rugby committee relating to the sevens game established under Bye-Law 11.1.

**Standing Committee** means a committee established under Bye-Law 11.

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

~~**Women's High Performance Rugby Committee** means the high performance rugby committee relating to the women's game established under Bye-Law 11.1.~~

**Vetting Rules** means the World Rugby Vetting Rules in force from time to time.

**Vice-Chair** means the vice-chair of Council from time to time, appointed in accordance with Bye-Law 9.8.<sup>132</sup>.

~~**Women's High Performance Rugby Committee** means the high performance rugby committee relating to the women's game established under Bye-Law 11.1.~~

**World Rugby** means the association of Member Unions and/or Member Associations, in membership of World Rugby in accordance with the Bye-Laws, formerly known as International Rugby Board.

**World Rugby Group** means the group undertakings of World Rugby Limited (group undertakings having the meaning ascribed to it in the section 1161 of the United Kingdom Companies Act 2006).

**World Rugby Limited** means World Rugby Limited, a private company limited by shares incorporated in Ireland with registered number 245000.

**BYE-LAW 2. MANAGEMENT AND CONTROL****(a) Council**

The Council has the ultimate and supreme legislative authority in respect of the affairs of World Rugby which it shall exercise in accordance with these Bye-Laws. Bye-Law 9.6 set out the powers of the Council.

**(b) ~~Executive Committee~~Executive Board**

The ~~Executive Committee~~Executive Board—is responsible for formulating and overseeing implementation of World Rugby's strategic plan and application of policy decisions in accordance with the provisions of these Bye-Laws. Bye-Law 10.4 sets out the powers of the ~~Executive Committee~~Executive Board.

**(c) Legal Proceedings**

The Council may appoint one or more of its members or any nominee company (which may be any company in the World Rugby Group) to act in legal proceedings in the name of and on behalf of World Rugby on such terms (whether as to costs or otherwise) as the Council may determine.

### **BYE-LAW 3.                    OBJECTIVES AND FUNCTIONS OF WORLD RUGBY**

- (a) Promoting, fostering, developing, extending and governing the Game.
- (b) Establishing, interpreting and enforcing 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 Member Unions and/or Member Associations 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 Member Unions.
- (e) Controlling all other matters of an international character affecting the Game.
- (f) To prevent discrimination of any kind against a country, or against a private person or groups of people including on account of age, gender, marital status, maternity status, disability, race (including colour, nationality, ethnic or national origin), religion or belief, sex or sexual orientation or any other reason.

## BYE-LAW 4. PARTICIPATION IN THE GAME

- (a) Membership of World Rugby by a Member Union or Member Association shall be effective as an agreement binding such Member Union or Member Association (which agreement requires such Member Union or Member Association to similarly by agreement bind its affiliated membership which such Member Union or Member 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 World Rugby, Council and the ~~Executive Committee~~Executive Board (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 Member Union or Member Association. Any breach of this agreement or any conduct which may be prejudicial to the interests of World Rugby or of the Game shall render such Member Union or Member Association liable to disciplinary action in accordance with Regulation 18 and Bye-Law 6(f).
- (b) Pursuant to Bye-Law 3(b) and in accordance with the powers set out in Bye-Law 9.6, the Council shall as and when it deems necessary establish, adopt and amend Regulations which shall be binding on all Member Unions, Member Associations and their constituent bodies.
- (c) Subject to any legal requirements in its home jurisdiction, a Member Union may pass regulations that are more restrictive than the Regulations provided that they do not conflict with the Regulations. Such regulations shall have effect only within the jurisdiction of that Member Union.
- (d) Member Associations must comply fully with the Common Association Constitution.

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

- (a) The Laws of the Game, or any alterations thereto or interpretations thereof, shall be promulgated by World Rugby in the English language and shall be binding and uniformly observed in all Matches.
- (b) The Council shall be entitled as it deems fit to direct or authorise any Member Union or all Member Unions to practise for experimental purposes only a specific variation or series of variations from the Laws of the Game. Any such Member Union or all Member 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.
- (c) Proposals to alter the Laws of the Game shall be considered at least once per year and, ordinarily, twice per year. Ordinarily all proposed alterations to Laws of the Game will be subject to trial in both closed (tournament-specific) and open (global) trials prior to the relevant Law being amended save for where Law alterations are required for Player welfare purposes in which case an expedited Law alteration process may be employed as appropriate.

**BYE-LAW 6. MEMBERSHIP OF WORLD RUGBY**

- (a) World Rugby shall consist of Member Unions and Member Associations.
- (b) The ~~Executive Committee~~Executive Board shall initially consider applications for membership of World Rugby made by Non-Member Unions and Non-Member Associations. The ~~Executive Committee~~Executive Board is entitled to make recommendations to the Council as to whether the Non-Member Union or Non-Member 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~~Executive Board, Council has the ultimate authority to decide whether to admit a Non-Member Union and/or Non-Member Association to membership of World Rugby and to determine whether such Non-Member Union and/or Non-Member Association shall be a full or associate member, in each case only following a recommendation by the ~~Executive Committee~~Executive Board.
- (c) Non-Member Unions or Non-Member Associations who wish to be considered for membership of World Rugby must demonstrate compliance with the World Rugby Membership Pathway and Membership Criteria established by Council from time to time and set out in detail at [www.world.rugby](http://www.world.rugby) Such criteria may change from time to time as determined by Council and without notice to non-members.
- (d) Membership of World Rugby is open to national rugby unions based in a country or territory where such unions are solely responsible for governing rugby union's sporting, technical and general organisation and implementation of all rugby related matters.
- (e) Member 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.
- (f) Without limiting the effect of Regulation 18.6.1(d) in relation to the full suspension and/or expulsion of a Member Union or Member Association in the event of a breach of the Bye-Laws and/or Regulations, Member Unions or Member Associations that do not meet membership criteria and/or other conditions governing their membership of World Rugby may have their membership provisionally suspended or be reverted to associate membership status by the ~~Executive Committee~~Executive Board pending a meeting of the Council for any reason that the ~~Executive Committee~~Executive Board determines is appropriate. Only the Council shall be entitled to fully suspend and/or expel a Member Union or Member Association from membership of World Rugby.
- (g) A Member Union or Member Association may be expelled or suspended from World Rugby membership or reverted to associate

membership status (temporarily or on a permanent basis) by Council for any reason that Council determines to be appropriate provided that it is supported by a majority of at least three quarters of the votes allocated to the Representatives present and entitled to vote at the Council meeting.

- (h) A Member Union may be suspended or expelled from World Rugby membership pursuant to these Bye-Laws and/or the 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; or
  - (ii) in the opinion of Council or the ~~Executive Committee~~Executive Board it is no longer in a position to perform its constitutional and regulatory tasks in an appropriate manner.

**BYE-LAW 7. FINANCE****(a) Management and Control**

The Council and the ~~Executive Committee~~Executive Board (as the case may be) shall have control of the funds and property of World Rugby, 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 World Rugby by a Member Union and Member Association.

**(b) Funds and Securities**

Funds, securities and other property belonging to or at the disposal of World Rugby 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~~Executive Board (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 World Rugby acting by the Council or the ~~Executive Committee~~Executive Board (as the case may be).

**(c) Property**

Without limiting the generality of the foregoing World Rugby acting by the Council (or the ~~Executive Committee~~Executive Board to the extent permitted by the memorandum and articles of association of World Rugby Limited) 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) Borrowings**

The Council or the ~~Executive Committee~~Executive Board (to the extent permitted by the memorandum and articles of association of World Rugby Limited) shall have power on behalf of World Rugby 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 World Rugby and to secure the repayment of the same by mortgaging or charging any of World Rugby's property.

**(e) Subscriptions**

- (i) World Rugby's income shall accrue from the subscriptions paid by Member Unions and Member Associations, from World Rugby's investments and securities, and from any other income source.
- (ii) Member Unions and Member Associations shall contribute on 1 January of each year a membership subscription which amount will be determined by Council at its Interim Meeting.

**(f) Audited Accounts**

Audited accounts of World Rugby and of its associated entities where required shall be made up to the 31st December in each year and shall be signed by the Chair and the Chief Executive Officer.

**(g) Accounting Records**

Accounting records shall be opened and kept by a qualified person in such detail as to enable World Rugby's income, expenditures and balance sheet to be properly prepared, analysed and audited.

**(h) Bank Account**

A bank account shall be opened in the name of World Rugby and the bank shall be authorised to honour all cheques, transfers or other orders of payment drawn on such account if signed according to the foregoing:

- (i) by any two of the Chief Executive Officer, the Head of Finance, the Chair or Vice-Chair and for amounts not higher than £2,000; or
- (ii) by two of the above persons excluding the Head of Finance for amounts in excess of £25,000.

The Chief Executive Officer and Head of Finance shall be authorised to open additional bank accounts for members of the World Rugby Group as considered necessary provided such action is in accordance with the authority delegated by the ~~Executive Committee~~Executive Board.

**(i) Expenses**

- (i) Expenses include travel fares as well as reasonable expenses for accommodation, subsistence and communication while attending meetings.
- (ii) Travel expenditures when on Council business will be on the basis of "Business or Executive Class" in the case of air travel exceeding eight hours travel time and on the basis of "economy" fare for other travel. The Chief Executive Officer has discretion to deviate from the eight-hour policy on a case by case basis. Other expenses may be claimed in accordance with the expenses policy of World Rugby.

## BYE-LAW 8. GENERAL ASSEMBLY

### 8.1 Role of General Assembly

A General Assembly of World Rugby shall be held every two years on a date as determined by 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.

The ~~Executive Committee~~Executive Board may determine whether the General Assembly shall be held (wholly or partly) at a physical place or by means of an electronic platform(s).

### 8.2 Notice of General Assembly

The Officers or their nominee shall give at least eight weeks' notice of the date of the General Assembly to Member Unions and Member Associations and a copy of the agenda and supporting papers shall accompany the notice of the General Assembly.

### 8.3 Chair

The Chair, or in their absence the Vice-Chair, shall act as chair of any General Assembly.

### 8.4 Permitted Attendees

- (a) Attendees of the General Assembly shall be those delegates who are:
  - (i) in the case of each of the Member Unions or Member Associations represented on the Council, its Representative or Representatives;
  - (ii) in the case of each of the Member Unions or Member Associations not represented on the Council one delegate who must be or have been a member of or hold an official position within the governing body of that Member Union or Member Association. The Member Union or Member Association may nominate a representative who does not meet these criteria with the prior written approval of the CEO.
- (b) Notice of the names and addresses of delegates, signed by an officer of the Member Union or Member Association concerned, must be received by the Chief Executive Officer of World Rugby at least three

weeks before the date of the General Assembly at which the delegate is to act.

- (c) A delegate shall represent only one Member Union or Member Association.
- (d) No Member Union or Member Association shall be entitled to send a delegate to a General Assembly unless such a Member Union or Member Association shall have made to World Rugby all payments due under Bye-Law 7(e)(ii).
- (e) No Member Union or Member Association shall be entitled to send a delegate to a General Assembly if such a Member Union or Member Association is in breach (or alleged to be in breach) of Bye-Law 4(a) or is subject to sanction under Bye-Law 9.6(q).

## **8.5 Proxies**

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

## **8.6 Quorum**

The quorum for a General Assembly shall be attendance by delegates representing more than fifty per cent of the Member Unions and Member Associations.

## **8.7 Voting**

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

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

### **9.1 Composition of Council**

The Council shall consist of:

- (a) two Representatives from each of the Foundation Unions, Unión Argentina de Rugby and the Federazione Italiana Rugby, who must be or have been a member of or hold an official position within the governing body of that Member Union;
- (b) one Representative from each of the following Member Associations: Asia Rugby, Rugby Africa, Rugby Europe, Oceania Rugby, Sudamericana Rugby (Rugby Americas South) and Rugby Americas North, who must be or have been a member of or hold an official position within the governing body of that Member Association;
- (c) the Chair as a non-voting member of Council save for when given a casting vote in accordance with these Bye-Laws;
- (d) the Chief Executive Officer as a non-voting member of Council;
- (e) one additional Representative from:
  - (i) each of the Member Associations set out in Bye-Law 9.1(b); and
  - (ii) each of the Member Unions entitled to an additional vote in accordance with Bye-Law 9.4(d),

in both cases, provided such additional Representative is female (who is not required to be or have been a member of the governing body of that Member Association or Member Union); and
- (f) any Representative appointed in accordance with Bye-Law 9.2.

The Representatives set out above shall be elected by their Member Unions or Member Associations (as the case may be) and must be Eligible to hold such a position in World Rugby.

### **9.2 Applying to join Council**

- (a) All Member Unions other than those set out in Bye-Law 9.1(a) wishing to appoint a representative to Council may apply to the Nominations Committee at any time.
- (b) Such Member Unions will be subject to review and recommendation by the Nominations Committee and must comply with the criteria required for Eligibility for Consideration of Membership to Council (the "Criteria").
- (c) The Criteria (which must for the avoidance of doubt be complied with by all Member Unions who are already in membership of Council and/or applying to become members of Council) may be reviewed

from time to time but include the requirement for the relevant Member Union to demonstrate compliance with the provisions below:

- (i) for applicant Unions who have never been in membership of Council: it has qualified for the two most recent Rugby World Cup Finals prior to the date of application to the Nominations Committee (note that the criteria which apply to a Member Union maintaining membership of Council in relation to qualification for the Rugby World Cup Finals is a different test as set out in Bye-Law 9.3(c));
  - (ii) for applicant Unions who were once in membership of Council: it has qualified for the Rugby World Cup Finals prior to the date of the application to the Nominations Committee;
  - (iii) it fully complies with World Rugby Membership Criteria as applicable at the time of application;
  - (iv) it is in good standing with World Rugby (and in particular it has filed and continues to file all appropriate paperwork/reports required by World Rugby and has paid all fees which are due for its membership or the renewal thereof);
  - (v) it is a member of a Member Association;
  - (vi) it is in good standing with its National Olympic Committee and/or National Sports Ministry
  - (vii) it is able to demonstrate that good governance practice is in operation including but not limited to the following areas:
    - Constitution, Bye-Laws and Regulations are fully applied;
    - Three years of unqualified audited accounts or, where such accounts are qualified, such qualification(s) is not material to the Member Union's compliance with the Criteria, as determined by the Nominations Committee;
    - Three years of AGM Minutes provided;
    - Transparent links with membership evident;
    - Satisfactory confirmation that the Member Union has jurisdiction and control over players and the professional game in their Member Union territory; and
    - Comply with any national or regional legislation, regulations or codes in the area of good governance for sporting bodies.
- (d) ~~EXCO~~ The Executive Board and Council shall be given notice of the Nominations Committee's recommendations in accordance with Bye-Law 9.12 and Council shall make any final decision(s) in relation to Council membership which shall take effect from the first day of January following Council's decision (unless Council implements its decision to take effect from a different date).

### 9.3 Ceasing to fulfil Council Membership Criteria

- (a) Ordinarily by the end of January following each Rugby World Cup Finals Tournament, each Member Union in membership of Council shall be reviewed by a nominee of the Nominations Committee (which, for the avoidance of doubt, may be a World Rugby staff member) to confirm each Member Union's continued compliance with the applicable Criteria. For the avoidance of doubt such review could take place outside of the ordinary review cycle if it is believed that a Member Union may no longer comply with the Criteria.
- (b) The Nominations Committee shall consider a compliance report with respect to each Member Union ordinarily at its meeting in or about March of the year following each Rugby World Cup Finals Tournament. Ordinarily at that meeting the Nominations Committee shall make recommendation(s) with respect to the membership of Council in consideration of the Criteria set out in Bye-Law 9.2(c). The Executive Board EXCO and Council shall be given notice of the Nominations Committee's recommendations in accordance with Bye-Law 9.12 and Council shall make any final decision(s) in relation to Council membership which shall take effect immediately following Council's decision (unless Council implements its decision to take effect from a different date).
- (c) In the event that a Member Union already a member of Council fails to qualify for the Rugby World Cup Finals, that Member Union shall, subject to a review in accordance with Bye-Law 9.3(a), continue to be entitled to appoint a representative to Council and have the opportunity to qualify for the next edition of the Rugby World Cup Finals. If such Member Union fails to qualify for the next Rugby World Cup Finals (i.e. two Rugby World Cup Finals in succession), that Member Union shall automatically lose its right to appoint a representative to Council and shall leave Council on the last day of December following the (second) Rugby World Cup Finals for which the relevant Member Union has failed to qualify.

### 9.4 Voting Rights on Council

The voting rights on Council are as follows:

- (a) each Member Union entitled to appoint a Representative to Council shall have one vote;
- (b) each Member Union which:
  - (i) has qualified for the two most recent Rugby World Cup Finals prior to the date of the vote; and
  - (ii) plays in either the Six Nations Championship or SANZAAR Rugby Championship or has been categorised as a High Performance Union in accordance with the criteria approved by Council shall have one additional vote;

- (c) each Member Association set out in Bye-Law 9.1(b) shall have two votes;
- (d) Member Unions which have qualified for the two most recent Rugby World Cup Finals prior to the date of the vote and satisfy the criteria below shall have one additional vote:
  - (i) contribute to the Game by having a Member Union audited average annual turnover greater than £20 million or an equivalent amount in the relevant Member Union's territory taking into account an appropriate purchasing-power parity index<sup>1</sup> over the previous four-year period (to reflect its investment in the Game);
  - (ii) bid to host (as voted at Council) or hosts a Major Event in the eight (8) year period prior to the date of the vote or is scheduled to do so in the succeeding four (4) year period after the date of the vote;
  - (iii) have in place a sustainable Women's sevens and/or fifteens programme with national team participation in the Women's Rugby World Cup Finals and/or Rugby World Cup Sevens Finals and/or qualification process for either tournament in the eight (8) year period prior to the date of the vote; and
  - (iv) have in place a sustainable Men's sevens programme, or Women's sevens programme, reflected by (at a minimum) participation in Member Association competitions and/or the Sevens World Series (male and female).
- (e) the Chair shall have a casting vote;
- (f) if a Member Union or Member Association has the right to appoint multiple Representatives pursuant to Bye-Law 9.1 but only one Representative is present at any meeting that Representative will receive the full number of allotted votes to the Member Union or Member Association under this Bye-Law 9.4;
- (g) if a Member Union or Member Association has multiple Representatives present at any meeting, such Representatives shall determine how to cast the total number of votes allotted to that Member Union or Member Association under this Bye-Law 9.4 (including for the avoidance of doubt utilising the votes for and/or against a particular matter, provided that: (a) no more than the total number of votes allotted to such Member Union or Member

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<sup>1</sup> For this purpose, the Nominations Committee shall determine an equivalent amount to £20 million in London, England, in the country of the Member Union using an established purchasing-power parity index such as the Economist's Big Mac Index or other index deemed suitable by the Nominations Committee.

Association are cast; and (b) no single vote can be split into a half vote);

- (h) unless otherwise specified in these Bye-Laws, decisions on any matters before Council shall:
  - (i) if decided at a meeting, be determined by a simple majority of the votes allocated to the Representatives present at the meeting and entitled to vote pursuant to this Bye-Law 9.4; or
  - (ii) if decided by way of written resolution, be determined by a simple majority of the votes allocated to the Representatives entitled to vote pursuant to this Bye-Law 9.4; and
- (i) under no circumstances shall a Representative, Member Union or Member Association be entitled to vote by proxy at a meeting of Council and for the avoidance of doubt a Representative casting multiple votes pursuant to Bye-Law 9.4(f) shall not be a proxy vote.
- (j) The Nominations Committee shall be responsible for monitoring compliance with fulfilling the relevant criteria to vote as set out in this Bye-Law 9.4. If the Nominations Committee believes that a Member Union is no longer complying with the relevant criteria to vote, the Nominations Committee shall prepare a compliance report with its recommendations. ~~EXCO~~ The Executive Board and Council shall be given notice of the Nominations Committee's recommendations in accordance with Bye-Law 9.12 and Council shall make any final decision(s) in relation to voting rights which shall take effect immediately following Council's decision (unless Council implements its decision to take effect from a different date).

## **9.5 Quorum**

The quorum for any meeting of the Council shall be Representatives representing at least fifty per cent (50%) of the Member Unions and Member Associations which have a Representative on Council.

## **9.6 Powers of the Council**

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

- (a) The ratification of the mission, strategy, goals and plan of World Rugby as formulated by the ~~Executive Committee~~ Executive Board and the oversight of the implementation thereof by the ~~Executive Committee~~ Executive Board;
- (b) The consideration and approval of the minutes of previous Council Meetings;
- (c) To elect the Chair and Vice-Chair in accordance with Bye-Laws 9.8;

- (d) To elect five ~~seven~~ Representatives to the ~~Executive Committee~~Executive Board, and to approve ~~two~~ the three Independent Members, the Regional Representative and the two non-voting International Rugby Players Nominees on the Executive CommitteeExecutive Board in accordance with Bye-Law 10.2;
- (e) To receive a report from the ~~Executive Committee~~Executive Board and to give consideration to the actions taken by the ~~Executive Committee~~Executive Board since the last Council meeting;
- (f) To ratify, or otherwise, as it considers appropriate, the emergency decisions taken by the ~~Executive Committee~~Executive Board under Bye-Law 12;
- (g) To receive and approve the audited group financial statements of the World Rugby Group for the preceding financial year;
- (h) In appropriate circumstances, to remove members of the ~~Executive Committee~~Executive Board;
- (i) To consider and approve, as appropriate, any amendment or alteration to:
  - (i) the Bye-Laws;
  - (ii) the Regulations; and
  - (iii) the Laws of the Game;
- (j) To receive reports from the ~~Executive Committee~~Executive Board on the work of the Standing Committees since the last Council meeting;
- (k) To consider any proposals or business of which due notice shall have been given as provided for in Bye-Law 9.12;
- (l) To determine the date and agenda for the General Assembly;
- (m) To determine the host Member Union(s) for all Rugby World Cup Tournaments (Men's, Women's and Sevens);
- (n) To take such other decisions and/or steps necessary and/or incidental to the exercise of the above powers;
- (o) To appoint judicial and appeal personnel in accordance with Regulation ~~48~~20;
- (p) Following a recommendation of the ~~Executive Committee~~Executive Board, to elect to membership of World Rugby any Non-Member Union. The election of a Non-Member Union must be supported by:
  - (i) if the election takes place at a meeting of Council, a majority of at least three-quarters of votes allocated to the Representatives present and entitled to vote; or

- (ii) if the election takes place by way of a written resolution of Council, a majority of at least three-quarters of votes allocated to the Representatives entitled to vote;
- (q) Without prejudice to the generality of these Bye-Laws, the Council may expel or suspend from membership of World Rugby or impose such other punishment or penalty, including a fine, as it considers fit on a Member Union or Member 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 World Rugby or of the Game or which may bring World Rugby, the Game or any person connected with the Game into disrepute; and
- (r) any other power expressly stated as being vested in Council under the Bye-Laws or the Regulations.

## **9.7 Constitutional Process**

### **9.7.1 Annual and Interim Meetings**

- (a) The Council shall meet at least once each year and may meet up to twice each year at an “Annual Meeting” and an “Interim Meeting”.
- (b) Subject to a decision of Council or the ~~Executive Committee~~Executive Board in accordance with Bye-Law 9.7.1(d), the Annual Meeting shall normally be held in May and the Interim Meeting held in November with the exact date determined by the Officers.
- (c) The Annual Meeting and Interim Meeting may be held (wholly or partly) at a physical place (with one such meeting normally to be held in Dublin) or by means of an electronic platform(s).
- (d) The Annual Meeting and Interim Meeting may be held at any other time and any other location or by means of an electronic platform(s) as agreed:
  - (i) by Council at the preceding Annual Meeting or Interim Meeting (as the case may be), at a Special meeting or by way of a written resolution; or
  - (ii) by the ~~Executive Committee~~Executive Board.
- (e) The Annual and Interim Meetings shall have the same powers.
- (f) 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 9.6.
- (g) A minimum of one day should be allowed for the Annual Meeting and Interim Meeting.

### 9.7.2 Special Meetings

- (a) The Chief Executive Officer shall convene a special meeting of the Council (a “Special Meeting”) if directed to do so by:
  - (i) the Council;
  - (ii) no fewer than eight (8) Member Unions or Member Associations represented on the Council); or
  - (iii) the ~~Executive Committee~~Executive Board.
- (b) The purpose for which the Special Meeting is being convened shall be notified by the Chief Executive Officer to every Member Union and Member Association at least six (6) weeks prior to the date fixed for the Special Meeting unless the ~~Executive Committee~~Executive Board, in case of extreme urgency or exceptional circumstances, resolves that a shorter period of notice may be given.
- (c) A Special Meeting may be held (wholly or partly) at a physical place or by means of an electronic platform(s).

### 9.7.3 Written Resolution

- (a) Subject to Bye-Law 9.7.3(c), the ~~Executive Committee~~Executive Board may request Council to make a decision by way of written resolution on a certain matter. Save where a decision on a certain matter specifically provides to the contrary, a decision approved by Council in accordance with Bye-Law 9.4(h)(ii) shall be as valid and effectual as a resolution passed at a meeting of Council provided that such written resolution will only be effective if it can be demonstrated that each Representative who would have been entitled to vote on such matter at a meeting of Council was circulated the written resolution.
- (b) The written resolution may be contained in one document or communication in any electronic form or in several documents or communications in any electronic form (in like form) each signed by one or more Representatives.
- (c) The following decisions of Council may not be made by way of written resolution:
  - (i) the election of the Chair and Vice-Chair in accordance with Bye-Law 9.8 but without prejudice to the Independent Vote Chair requiring votes in respect of any such election to be cast in writing in advance of the relevant Council meeting if such meeting is to be held wholly or partly by means of an electronic platform(s);
  - (ii) the election of the Representatives of the ~~Executive Committee~~Executive Board in accordance with Bye-Law 9.9 but without prejudice to the Independent Vote Chair requiring votes

in respect of any such election to be cast in writing in advance of the relevant Council meeting if such meeting is to be held wholly or partly by means of an electronic platform(s);

- (iii) the determination of the host Member Union(s) for all Rugby World Cup Tournaments (Men's, Women's and Sevens); and
- (iv) the approval, as appropriate, of any amendment or alteration to the Bye-Laws, the Regulations or the Laws of the Game.

## 9.8 Officers<sup>2</sup>

### 9.8.1 Election of Chair ~~and Vice-Chair~~

The Chair ~~and Vice-Chair~~ shall be elected from the Representatives usually but not necessarily at the ~~Annual~~ Interim Meeting in the year immediately following the Rugby World Cup Finals and shall hold office for a period of approximately four (4) years commencing immediately following their election until the ~~earlier of (i) the Vice-Chair being required to relinquish their position in accordance with Bye-Law 10.3.1(c); or (ii) the Interim Meeting in the year~~ Annual Meeting immediately following the Rugby World Cup Finals which falls approximately four (4) years after their election. The terms of service must be approved by the ~~Executive Committee~~ Executive Board. They shall thereafter be eligible for re-election for one further term of four (4) years at the end of their first term of office.

- (a) To be admissible, all candidatures for the role(s) of Chair ~~and/or Vice-Chair~~ must be submitted to the Chief Executive Officer and fulfil the following conditions:
  - (i) be sent in writing duly signed by both the candidate and by an authorised signatory of their nominating Member Union or Member Association no later than thirty (30) days prior to the Council meeting at which the Chair ~~and/or Vice-Chair~~ are is to be elected;
  - (ii) be accompanied by and signed by an authorised signatory of the Member Union or Member Association which is seconding the nomination of the candidate (which must be different to the nominating Member Union or Member Association set out above); and
  - (iii) must be Eligible to hold the position they are being nominated to in World Rugby.
- (b) World Rugby shall (i) call for nominations for Chair ~~and Vice-Chair~~ no later than forty (40) days prior to the Council meeting at which the Chair ~~and/or Vice-Chair~~ are is to be elected and (ii) circulate all nominations received in compliance with this Bye-Law 9.8 to all

<sup>2</sup> The provisions relating to the election process and timeframes for the Chair and Vice Chair will take ~~With effect for the elections to take place from the~~ at the Interim Meeting of Council (November 2024)

Member Unions, Member Associations and Council no less than twenty (20) days prior to such Council meeting.

- (c) The voting procedure for the Chair ~~and Vice Chair~~ shall be as follows:
  - (i) in the event that more than one candidate is proposed for an available the position, the Council shall vote by secret ballot.
  - (ii) to be elected a candidate must achieve a simple majority of the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4 above.
  - (iii) if following a secret ballot none of the candidates have achieved a simple majority the candidate with the lowest number of votes will be eliminated and a new secret ballot will be taken. This process will be repeated until a candidate achieves a simple majority.
  - (iv) in the event of a tied vote between the lowest polling candidates, a further round of voting (by secret ballot) will take place in relation to those candidates only to determine who is eliminated. In the event of a repeated tied vote, this process shall be repeated until a candidate is eliminated.
  - (v) in the event of a tied vote, the Chair shall have the power to order a recess prior to a further round of voting.
- (d) Where the incumbent Chair ~~and Vice Chair are both~~ is standing for re-election an Independent Vote Chair shall be appointed by the ~~Executive Committee~~ Executive Board to manage this voting process.
- (e) Where ~~either the Chair or the Vice Chair are~~ is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the ~~Executive Committee~~ Executive Board to manage this voting process.
- (f) Where ~~either the Chair or the Vice Chair are~~ is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.8.1(c).

#### ~~9.8.2~~ **Status of Chair and Vice Chair**

- ~~(a) Following election, the Chair must relinquish any office or paid position within their Member Union and may not be a Representative of their Member Union or Member Association or hold any comparable position.~~

- ~~(b) The Chair shall be afforded a period of six (6) months to relinquish any such office within their Member Union or Member Association, which Member Union or Member Association shall in turn be entitled to elect a replacement Representative to the Council.~~
- ~~(c) The Officers shall be members of all Committees, sub-committees and advisory committees (including any associated working parties/sub-groups) of World Rugby, save for the Nominations Committee where appointments are specified and detailed in Bye-Law 11.6.~~
- ~~(d) The Vice-Chair role is not independent so the elected Vice-Chair shall be one of the Representatives of their Member Union or Member Association and will not be in addition to that Member Union or Member Association's Representatives.~~
- ~~(e) If the Chair shall cease in office then the Vice-Chair elected pursuant to Bye-Law 9.8.23, shall assume the position of Chair until the next Council meeting and at such meeting the Council shall elect a new Chair and any new vacancies that arise as a result.~~
- ~~(f) If the elected Vice-Chair shall cease in office then the Chair shall appoint another member of the Executive Committee/Executive Board to become Vice-Chair until the next Council meeting and at such meeting the Council shall elect a new Vice-Chair.~~

## 9.8.32 Vice-Chair

The Vice-Chair shall be elected by Council from one of the Representatives elected to the Executive Board by Council (i.e., one of the High Performance Union Representatives, or Non High Performance Union Representative or Regional Representative) usually but not necessarily at the Interim Meeting in the year following the Rugby World Cup Finals and for a period of four (4) years commencing immediately upon election.

——(a) To be admissible, all candidates must be:

- (i) Eligible to hold the position of Vice Chairthey are being nominated to in World Rugby.
- (ii) Nominated and seconded by two different a-Representatives (i.e., excluding the candidate themselves) at —the Interim Mmeeting in the year following at which they have been elected.

(b) The voting procedure for the Vice-Chair shall be as follows:

- (i) in the event that more than one Representative who has been elected to the Executive Board is proposed for an the position of Vice-Chair, the Council shall vote by secret ballot in accordance with the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4.

- (ii) the candidate(s) with the lowest number of votes shall drop out. The candidate(s) with the highest number of votes shall be appointed.
- (iii) in the event of the number of votes for the highest polling candidates being tied, a further secret ballot shall be held for those candidates only and the candidate receiving the highest number of votes will be appointed.
- (iv) in the event of a repeated tied vote, the process in this Bye-Law shall be repeated until a candidate is appointed. The Chair shall have the power to order a recess prior to a further round of voting.
- (dc) Where the Vice-Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the Executive Board to manage this voting process.
- (ed) Where the Vice-Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.9(c).

### **9.8.3 Status of Chair and Vice-Chair**

- (a) Following election, the Chair must relinquish any office or paid position within their Member Union and may not be a Representative of their Member Union or Member Association or hold any comparable position.
- (b) The Chair shall be afforded a period of six (6) months to relinquish any such office within their Member Union or Member Association, which Member Union or Member Association shall in turn be entitled to elect a replacement Representative to the Council.
- (c) The Officers shall be members of all Committees, sub-committees and advisory committees (including any associated working parties/sub-groups) of World Rugby, save for the Nominations Committee where appointments are specified and detailed in Bye-Law 11.6.
- (d) The Vice-Chair role is not independent so the elected Vice-Chair shall be one of the Representatives of their Member Union or Member Association and will not be in addition to that Member Union or Member Association's Representatives.
- (e) If the Chair shall cease in office then the Vice-Chair elected pursuant to Bye-Law 9.8.23, shall assume the position of Chair until the next

Council meeting and at such meeting the Council shall elect a new Chair and any new vacancies that arise as a result.

- (f) If the elected Vice-Chair shall cease in office then the Chair may shall appoint another member of the Executive Board to become Vice-Chair until the next Council meeting and at such meeting the Council shall elect a new Vice-Chair.

#### 9.8.4 **Chief Executive Officer**

The Chief Executive Officer shall be appointed by the ~~Executive Committee~~Executive Board on such terms and conditions as the ~~Executive Committee~~Executive Board shall from time to time determine and must be Eligible to hold such a position in World Rugby.

#### 9.9 **Nomination and Election of Representatives to the ~~Executive Committee~~Executive Board**

The ~~seven~~five elected Representatives of the ~~Executive Committee~~Executive Board shall be elected usually but not necessarily at the ~~Annual~~Interim Meeting in the year immediately following the Rugby World Cup Finals and for a period of four (4) years commencing ~~on 1st July of the same calendar year~~immediately upon election.

- (a) To be admissible, all candidatures must be submitted to the Chief Executive Officer and fulfil the following conditions:
- (i) be sent in writing duly signed by both the candidate and by an authorised signatory of their nominating Member Union or Member Association no later than thirty (30) days prior to the Council meeting at which the Representative is to be elected;
  - (ii) be accompanied by and signed by an authorised signatory of the Member Union or Member Association which is seconding the nomination of the candidate (which must be different to the nominating Member Union or Member Association set out above); and
  - (iii) must be Eligible to hold the position they are being nominated to in World Rugby.
- (b) World Rugby shall (i) call for nominations for the ~~five elected seven~~ Representatives of the ~~Executive Committee~~Executive Board no later than forty (40) days prior to the Council meeting at which such Representatives are to be elected and (ii) circulate all nominations received in compliance with this Bye-Law 9.9 to all Member Unions, Member Associations and Council no less than twenty (20) days prior to such Council meeting;
- (c) The voting procedure for the Representatives of the ~~Executive Committee~~Executive Board shall be as follows:

- (i) in the event that more than one Representative is proposed for an available position on the ~~Executive Committee~~Executive Board, the Council shall vote by secret ballot in accordance with the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4.
- (ii) the candidate(s) with the lowest number of votes shall drop out. The candidate(s) with the highest number of votes shall be ~~appointe~~appointed.
- (iii) in the event of the number of votes for the highest polling candidates being tied, a further secret ballot shall be held for those candidates only and the candidate receiving the highest number of votes will be appointed.
- (iv) in the event of a repeated tied vote, the process in this Bye-Law shall be repeated until a candidate is appointed. The Chair shall have the power to order a recess prior to a further round of voting.
- (d) Where the Representatives of the ~~Executive Committee~~Executive Board are to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the ~~Executive Committee~~Executive Board to manage this voting process.
- (e) ~~Where all eligible positions on the Executive Board for which the candidate is eligible have been nominated are filled, the voting procedure shall conclude.~~candidate will drop out
- (f) Where the Representatives of the ~~Executive Committee~~Executive Board are to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.9(c).

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

- (a) Subject to Bye-Law 5, proposed alterations to the Bye-Laws, Regulations or Laws of the Game, to be considered at the Annual Meeting or the Interim Meeting shall be sent by the Member Union, the Member Association, the Chair, the ~~Executive Committee~~Executive Board, the chairperson of any Standing Committee proposing such alteration, or the Chief Executive Officer to the Chief Executive Officer not later than 70 days prior to the date of the relevant meeting and shall be forwarded by the Chief Executive Officer to each Member Union and Member Association within 10 days thereafter.

- (b) Any alterations proposed in accordance with (a) 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.
- (c) Subject to Bye-Law 5, any proposed amendments to such proposals must reach the Chief Executive Officer no later than 50 days prior to the date of the relevant meeting and these will then be forwarded by the Chief Executive Officer to each Member Union and Member Association within 10 days thereafter.
- (d) Subject to Bye-Law 5, 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 ~~Executive Committee~~Executive Board and notified by the Chief Executive Officer to every Member Union and Member Association.
- (e) Subject to Bye-Law 12 until the time of the next Council meeting, no alterations to the Bye-Laws, 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 there is a three-quarters majority of votes allocated to the Representatives present and entitled to vote in favour of the matter being considered without due notice.
- (f) The Council, in considering any duly submitted proposal to alter the Bye-Laws, Regulations or Laws of the Game and proposed amendments thereto may modify, alter and amend such proposals provided a three quarters majority of the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4 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 or Laws of the Game.

#### **9.11 Voting on alterations to Bye-Laws, Regulations and Laws of the Game**

- (a) Subject to Bye-Law 12 until the time of the next Council meeting, no alterations to (i) the Bye-laws; (ii) the Regulations; or (iii) the Laws of the Game shall be made unless agreed by a three quarter majority of votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4 at any Council meeting;
- (b) For the purposes of Bye-Law 9.11(a), the three-quarter majority shall equate to 75% of the total votes cast inclusive of any abstentions. If a Representative fails to cast a vote(s) this will be considered as an abstention.

- (c) Voting in relation to individual changes to proposed alterations to the Bye-Laws, Regulations and/or Laws of the Game shall be as follows:
  - (i) a simple majority of the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4 shall be required for individual alterations to be made to the proposed alterations;
  - (ii) a final vote on the proposed alteration to the Bye-laws, Regulations and/or Laws of the Game (following consideration of any individual alterations) shall require a three-quarter majority of the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4.
- (d) Alterations to the Bye-Laws, Regulations or Laws of the Game approved by Council shall take effect immediately unless otherwise stated.

#### **9.12 Notice of Other Business**

Notice of any other business which falls within the purview of Council 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 50 days prior to the date of the relevant meeting and the Chief Executive Officer shall forward such notice to every Member Union and Member Association within 10 days thereafter.

#### **9.13 Meetings of Council**

- (a) Council shall procure that arrangements are in place to ensure timely and accurate announcements of and effect given to decisions made by Council.
- (b) Draft minutes of meetings shall be sent first to the Chair and the Chair of any relevant committees for amendment and/or comment. Thereafter, the draft minutes shall be circulated by the Chief Executive Officer to Representatives, Member Unions and Member Associations. The minutes of a Council meeting shall be approved at the Annual Meeting, and thereafter printed for circulation.

## BYE-LAW 10. ~~THE EXECUTIVE COMMITTEE~~EXECUTIVE BOARD

### 10.1 ~~Composition of Executive Committee~~Executive Board<sup>3</sup>

- 10.1.1 (a) The ~~Executive Committee~~Executive Board shall comprise of:
- (i) ~~the Officers~~Chair;
  - (ii) ~~the CEO~~;
  - (iii) ~~the Chair of World Rugby Events DAC~~;
  - (iv) ~~seven other~~four members elected by the Council from the ~~Representatives~~High Performance Union Representatives of which two must be from the North and two from the South;
  - (v) ~~One Regional Representative~~<sup>4</sup>; ~~who shall be the Regional Committee Chair. The positions shall be rotated annually between the Regional Association Presidents who are members of Council~~
  - (vi) ~~one Non-High Performance Union Representative~~;
  - (vii) ~~and two~~three Independent Members proposed by the Nominations Committee and approved by the ~~Council~~Executive Board and Council (at least two of whom shall be female); and-
  - (viii) ~~two non-voting~~ International Rugby Player Nominees of which at least one of whom shall ~~should be~~be female.<sup>5</sup>
- (b) No Member Union or Member Association, other than the Member Union of the Chair, shall have more than one Representative on the ~~Executive Committee~~Executive Board.
- (c) The ~~Executive Committee~~Executive Board shall be chaired by the Chair.
- (d) No employee or contractor of a Member Union can be elected to the ~~Executive Committee~~Executive Board.
- 10.1.2 ~~The Executive Committee~~World Rugby will carry out its functions as an incorporated entity through World Rugby Limited. The members of the ~~Executive Committee~~Executive Board, ~~except the International Rugby Player Nominees~~, from time to time shall be directors of World Rugby Limited and other companies in the World Rugby Group.

<sup>3</sup> The composition of the Executive Board set out in Bye-Law 10 will take full effect from the Interim Meeting of Council in November 2024.

<sup>4</sup> The mechanism for the appointment of the Regional Representative will be confirmed as part of the transitional provisions in advance of the Interim Meeting of Council in November 2024.

<sup>5</sup> The mechanism for the appointment of the two International Rugby Player Nominees and the status of those persons on the Executive Board will be confirmed as part of the transitional provisions in advance of the Interim Meeting of Council in November 2024.

All members of the ~~Executive Committee~~Executive Board, shall act: (i) in accordance with their fiduciary duties; (ii) in the best interests of World Rugby and the global game; and (iii) in accordance with applicable laws. Members of the ~~Executive Committee~~Executive Board shall, for the avoidance of doubt, recuse themselves from any decision in which they have a conflict of interest. All members of the Executive Board who are also directors of World Rugby Limited (~~being all the members of the Executive Board excluding the International Rugby Player Nominees~~) shall act in accordance with their duties as directors of World Rugby Limited.

- 10.1.3 The ~~Executive Committee~~Executive Board may, from time to time, establish Other Committees in accordance with Bye-Law 13.1, working parties, sub-groups and advisory groups as it considers necessary.

## **10.2 Appointment of the ~~Executive Committee~~Executive Board**

- 10.2.1 The Chair ~~and Vice-Chair~~ shall be elected in accordance with Bye-Law 9.8.1.

- 10.2.2 The Vice-Chair shall be elected from the eligible Representative Executive Board Members in accordance with Bye-Law 9.8.2.

- 10.2.23 The Chief Executive Officer shall be appointed in accordance with Bye-Law 9.8.43.

- 10.2.34 ~~Seven~~Five other members of the ~~Executive Committee~~Executive Board shall be elected by the Council from the Representatives in accordance with the procedure set out in Bye-Law 9.9.

- 10.2.5 The Chair of World Rugby Events DAC will be appointed in accordance with the Articles of Association of World Rugby Events DAC.

- 10.2.46 (a) The ~~two~~three Independent Members of the ~~Executive Committee~~Executive Board shall be proposed by a panel nominated by the ~~Executive Committee~~Executive Board, be Eligible to hold such a position in World Rugby and, subject to the approval of Council, be appointed to the ~~Executive Committee~~Executive Board.
- (b) In the event that Council does not approve the proposal(s) of the panel nominated by the ~~Executive Committee~~Executive Board pursuant to Bye-Law 10.2.46(a), such panel shall make further proposal(s) until such time as the Council approves ~~two~~three Independent Members of the ~~Executive Committee~~Executive Board.
- (c) A person appointed as an Independent Member must continue to meet the Independence Criteria throughout the duration of such appointment and shall immediately report to the Chair any actual and/or potential failure to comply therewith. The Chair and/or their nominee may conduct an investigation into compliance with the Independence Criteria which may also result in disciplinary and/or other action (including requiring the Independent Member to resign from the ~~Executive Committee~~Executive Board).

10.2.7 The International Rugby Players Executive Board members will be nominated by the International Rugby Players, subject to the approval of Council.

### 10.3 **Terms of Office of the ~~Executive Committee~~Executive Board**

10.3.1 (a) The Chair ~~and Vice-Chair~~ shall serve on the ~~Executive Committee~~Executive Board for the duration of their term(s) of office in accordance with Bye-Law 9.8.1.

(b) The other members of the ~~Executive Committee~~Executive Board (save the Chief Executive Officer) shall be elected usually but not necessarily at the ~~Annual Interim Meeting in the year~~ immediately following the Rugby World Cup Finals and shall hold office for a period of approximately four (4) years commencing immediately following their election until the earlier of: (i) such member being required to relinquish their position in accordance with Bye-Law 10.3.1(c); or (ii) the ~~Annual Interim Meeting in the year~~ immediately following the Rugby World Cup Finals which falls approximately four (4) years after their election.

(c) The members of the ~~Executive Committee~~Executive Board, ~~including the Vice-Chair~~, elected from the Representatives by the Council shall only be entitled to remain members of the ~~Executive Committee~~Executive Board if they remain Representatives on the Council as appointed by their respective Member Union or Member Association and shall relinquish their position on the ~~Executive Committee~~Executive Board immediately upon ceasing to be a Representative.

(d) Subject to the foregoing as applicable, members of the ~~Executive Committee~~Executive Board may be re-elected and/or re-approved for a further period of membership of the ~~Executive Committee~~Executive Board up to a maximum of ~~twelve-eight~~ years in aggregate save that where the term(s) of office of the Chair under Bye-Law 9.8.2~~3~~ extends beyond the maximum ~~twelve-eight~~ years in aggregate then the Chair shall remain a Member of the ~~Executive Committee~~Executive Board for the duration of their term(s) of office under Bye-Law 9.8.2~~3~~.

(e) The Chief Executive Officer shall remain a member of the ~~Executive Committee~~Executive Board for the duration of their tenure.

10.3.2 Should a vacancy occur on the ~~Executive Committee~~Executive Board, subject to Bye-Law 9.8.3~~2~~(f), the Chair may appoint a replacement on an interim basis until the position can be formally filled at the next Council meeting subject to the following:

(a) where the vacancy relates to one of the ~~seven-five~~ Representatives, the Chair may appoint such interim replacement from the Representatives; ~~and~~

- (b) where the vacancy relates to one of the ~~two~~three Independent Members, the Chair may appoint an interim replacement who has been proposed by the Nominations Committee; ~~and~~
- (c) where the vacancy relates to the Regional Representative who has been appointed on the rotational basis, the relevant new Regional Association President who is a member of Council shall be appointed;
- (d) where the vacancy relates to one of the two ~~non-voting~~ International Rugby Player Nominees, the Chair may appoint a new nomination made by International Rugby Players;

The person filling the vacancy following such Council meeting shall be a member of the ~~Executive Committee~~Executive Board until the term of office of the office holder they replace expires as set out in Bye-Law 10.3.1.

#### 10.4 **Roles, Powers and Responsibilities of the ~~Executive Committee~~Executive Board**

The roles, powers and responsibilities of the ~~Executive Committee~~Executive Board shall be:

- (a) The formulation and implementation, in conjunction with management, of the mission, strategic goals and plans of World Rugby subject to ratification by Council;
- (b) The approval of the annual business plan and budgets;
- (c) The monitoring of the implementation of the mission, strategic goals and plans and annual business plan, operational plan and budgets of World Rugby and assessment of performance against key performance indicators;
- (d) The appointment of persons to, and removal of persons from, Standing Committees, advisory groups, World Rugby Events DAC and its associated entities, Rugby World Cup Local Organising Committees and working parties and the supervision of such Standing Committees, advisory groups, working parties and World Rugby Group entities ~~(excluding Rugby World Cup Limited and its associated entities)~~ subject to paragraph (e) below. The ~~Executive Committee~~Executive Board shall receive reports from appropriate committees such as the Men's / Women's / Sevens High Performance Rugby Committees ~~High Performance Game~~ and Regulations Committee in relation to proposed Laws of the Game and Regulations changes respectively, upon which it may comment to Council without amending the recommendations of the relevant Standing Committee in this respect only;
- (e) The appointment of persons to, following proposals from the Nominations Committee, and removal of persons from, the Board of Rugby World Cup Limited and World Rugby Events DAC. The Board of Rugby World Cup Limited and World Rugby Events DAC shall be

accountable to the ~~Executive Committee~~Executive Board and the ~~Executive Committee~~Executive Board shall receive reports from the Board of Rugby World Cup Limited and World Rugby Events DAC. but for the avoidance of doubt the ~~Executive Committee~~Executive Board shall have no power to overrule any decision of the Board of Rugby World Cup Limited;

- (f) The formulation and implementation of good corporate governance principles and practices;
- (g) To ensure that World Rugby operates as an effective business and member services organisation;
- (h) To appoint a firm of chartered accountants to conduct the audit for the members of the World Rugby Group for the ensuing year;
- (i) To recruit, remove, monitor, evaluate performance and determine delegations of authority and accountabilities of the Chief Executive Officer;
- (j) To approve expenditure, contracts and commitments that fall outside the authority of the Chief Executive Officer;
- (k) To ensure that there is a sound system of internal control and risk management policy and process in place to identify and manage risk;
- (l) To ensure that appropriate codes and policy frameworks exist to promote effective governance of World Rugby through clear written and regular review and updating of:
  - (i) The policies of World Rugby;
  - (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 World Rugby Group entities excluding Rugby World Cup Limited and its associated entities;
  - (v) Clearly defined and delegated powers/limits of authority for decision making for the ~~Executive Committee~~Executive Board, Standing Committees and staff;
  - (vi) Risk and audit policies (including without limitation through the Audit and Risk Committee established pursuant to Bye-Law 11);
  - (vii) Standard operating policies and procedures;
- (m) Between Council Meetings, to deal with any emergency matters pursuant to Bye-Law 12;

- (n) Subject to paragraph (m) 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 World Rugby;
- (o) To receive and approve the audited financial statements of World Rugby Limited for the preceding financial year;
- (p) To suspend a Member Union or Member Association from membership of World Rugby in accordance with Bye-Law 6(f);
- (q) To approve World Rugby Medical Policy. The Chief Medical Officer shall have the right to attend and address ~~Executive Committee~~Executive Board meetings in relation to medical matters and to raise such issues as they think fit for consideration by the ~~Executive Committee~~Executive Board;
- (r) To determine the host Member Union(s) for all World Rugby tournaments save for Rugby World Cup Tournaments (Men's, Women's and Sevens); and
- (s) To approve International Matches and Tours Agreements.

#### **10.5 Voting of the ~~Executive Committee~~Executive Board**

Decisions of the ~~Executive Committee~~Executive Board shall be taken by simple majority, each member of the ~~Executive Committee~~Executive Board having one vote and in addition the Chair also having a casting vote in addition to their deliberative vote.

#### **10.6 Meetings of the ~~Executive Committee~~Executive Board**

The ~~Executive Committee~~Executive Board shall to the extent possible meet in person at least twice per year and at such other times as appropriate in person or utilising technology.

#### **10.7 Quorum**

The quorum for a meeting of the ~~Executive Committee~~Executive Board shall be attendance by at least 70% of the members of the ~~Executive Committee~~Executive Board including at least one Officer (who do not have a conflict of interest in relation to the relevant business of the meeting in question).

#### **10.8 Written Resolutions of the ~~Executive Committee~~Executive Board**

- (a) A resolution in writing signed by a simple majority of the members of the ~~Executive Committee~~Executive Board who are entitled to vote on the relevant business in question, each member of the ~~Executive Committee~~Executive Board having one vote and in addition the Chair also having a casting vote in addition to their deliberative vote, shall be as valid and effectual as a decision made at a meeting of the ~~Executive Committee~~Executive Board.

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- (b) The resolution in writing may be contained in one document or communication in any electronic form or in several documents or communications in any electronic form (in like form) each signed by one or more of the members of the ~~Executive Committee~~Executive Board.
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## BYE-LAW 11. STANDING COMMITTEES

### 11.1 Establishment of Standing Committees

11.1.1 The ~~Executive Committee~~Executive Board will establish nine ~~eight~~ Standing Committees namely:

- (i) ~~The Men's High Performance Rugby Committee – Men's High Performance Game;~~
- (ii) ~~The Women's High Performance Rugby Committee – Women's High Performance Game;~~
- (iii) ~~The Seven's High Performance Rugby Committee – High Performance Game;~~
- ~~(iii)~~(iv) The Rugby Committee – Community Game;
- ~~(iv) – The Sevens Strategy Group;~~
- (iv) The Regulations Committee;
- (vi) The Audit and Risk Committee;
- (vii) The Regional Committee;
- (viii) The Nominations Committee; and
- ~~(ixviii)~~ The Professional Game Committee.

11.1.2 Subject to the remainder of this Bye-Law 11, the ~~Executive Committee~~Executive Board may appoint any person, including without limitation Representatives, to the Standing Committees provided that such a person must be Eligible to hold such a position in World Rugby.

11.1.3 In addition to the Other Committees as set out in Bye-Law 13, Standing Committees may establish sub-committees, advisory groups and working groups for specific purposes and subject to the approval of the ~~Executive Committee~~Executive Board.

11.1.4 The terms of reference of each Standing Committee shall be determined by the ~~Executive Committee~~Executive Board from time to time.

### 11.2 Rugby Committees

11.2.1 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the ~~Men's High Performance Rugby Committee – High Performance Game~~ who shall be a Representative.

11.2.2 The Executive Board shall appoint a chairperson of the Women's High Performance Rugby Committee – Women's High Performance Game who shall be a Representative.

11.2.3 The Executive Board shall appoint a chairperson of the Sevens High Performance Rugby Committee who shall be a Representative.

11.2.44 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the Rugby Committee – Community Game who shall be a Representative.

### 11.3 Regulations Committee

11.3.1 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the Regulations Committee who shall be a Representative.

### 11.4 Audit and Risk Committee

11.4.1 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the Audit and Risk Committee who shall be a Representative.

### 11.5 Regional Committee

11.5.1 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the Regional Committee who shall be a Representative.

### 11.6 Nominations Committee

11.6.1 The ~~Executive Committee~~Executive Board shall appoint one of the Independent Members of the ~~Executive Committee~~Executive Board to be the independent chairperson of the Nominations Committee.

11.6.2 In addition to the independent chairperson appointed in accordance with Bye-Law 11.6.1, the Nominations Committee shall comprise three further members:

- (a) The Chair;
- (b) An Independent Member; and
- (c) A Representative from the ~~Executive Committee~~Executive Board elected by the ~~Executive Committee~~Executive Board.

11.6.3 The roles, powers and responsibilities of the Nominations Committee shall be:

- (a) To identify and propose to the Council Independent Members for membership of the ~~Executive Committee~~Executive Board;
- (b) To identify and propose to the ~~Executive Committee~~Executive Board persons for appointment to Standing Committees, advisory groups and working parties;
- (c) To identify and propose to the ~~Executive Committee~~Executive Board Representatives for appointment as chairpersons of Standing Committees;
- (d) In consultation with the chairperson of the relevant Standing Committee, to draft job specifications for members of such Standing Committee for approval by the ~~Executive Committee~~Executive Board and, where requested by the ~~Executive Committee~~Executive Board, to shortlist and interview candidates for membership of Standing

Committees and provide reports and recommendations to the ~~Executive Committee~~Executive Board;

- (e) To identify and propose to the ~~Executive Committee~~Executive Board persons for appointment to the Board of Rugby World Cup Limited; and
- (f) In consultation with the chairperson of the Board of Rugby World Cup Limited, to draft job specifications for members of the Board of Rugby World Cup Limited for approval by the ~~Executive Committee~~Executive Board and, where requested by the ~~Executive Committee~~Executive Board, to shortlist and interview candidates for membership of such Board and provide reports and recommendations to the ~~Executive Committee~~Executive Board.

11.6.4 Members of the Nominations Committee shall be appointed to such role for a period of four years, subject to the ~~Executive Committee~~Executive Board's right to remove any member and/or such member no longer meeting the applicable criteria set out in Bye-Law 11.6.1 and/or 11.6.2, which may be renewed for a further four (4) year period by the ~~Executive Committee~~Executive Board. In the event of the retirement, resignation and/or incapacitation of any member of the Nominations Committee between ~~Executive Committee~~Executive Board meetings the remaining members of such Nominations Committee shall continue to fulfil their obligations pursuant to these Bye-Laws subject to any alternate direction of the ~~Executive Committee~~Executive Board. The ~~Executive Committee~~Executive Board shall appoint a replacement for any such former member of the Nominations Committee in accordance with these Bye-Laws at its earliest convenience and such replacement shall serve the remainder of the term of the member who they are replacing.

## 11.7 Professional Game Committee

11.7.1 The ~~Executive Committee~~Executive Board shall appoint a chairperson of the Professional Game Committee who shall be a Representative.

## BYE-LAW 12. EMERGENCY DECISIONS

### 12.1 **Power of ~~Executive Committee~~Executive Board to make emergency decisions**

12.1.1 Between meetings of the Council, the ~~Executive Committee~~Executive Board may deal with any emergency matters or otherwise matters of an urgent nature that would ordinarily be dealt with by Council under Bye-Law 9.6 in accordance with the procedure set out in this Bye-Law 12 (excluding changes to the Bye-Laws).

12.1.2 Decisions taken by the ~~Executive Committee~~Executive Board pursuant to this Bye-Law 12 shall only have effect until the next Council meeting at which the ~~Executive Committee~~Executive Board shall report to the Council with respect to the emergency or urgent nature of the matter and the decision taken. Council may ratify the decision or substitute its own decision in its discretion save that where any decision being ratified relates to a change of the Laws of the Game or Regulations such decision would require the minimum number of votes from Council as applicable pursuant to Bye-Law 9.10.

### 12.2 **Emergency decisions which do not require a change of Bye-Laws, Laws of the Games or Regulations**

The ~~Executive Committee~~Executive Board may make decisions in relation to any emergency and/or urgent matter that would ordinarily be within the purview of Council under Bye-Law 9.6 (excluding changes to the Bye-Laws, Laws of the Game or Regulations).

### 12.3 **Emergency decisions which require a change of any Law of the Game**

Subject to Bye-Law 5(c) and (d), the ~~Executive Committee~~Executive Board may make decisions in relation to any genuine emergency and/or urgent matter which relates to a Law(s) of the Game which cannot properly be held over until the next Council meeting and which have the support of each of the Chair, the chairperson of the Rugby Committee – High Performance Game, the Chief Executive Officer and a three-quarters majority of the ~~Executive Committee~~Executive Board.

### 12.4 **Emergency decisions which require a change of the Regulations**

The ~~Executive Committee~~Executive Board may make decisions in relation to any genuine emergency and/or urgent matter which relates to a Regulation(s) which cannot properly be held over until the next Council meeting and which have the support of each of the Chair, the chairperson of the Regulations Committee, the Chief Executive Officer and a three-quarters majority of the ~~Executive Committee~~Executive Board.

## BYE-LAW 13. OTHER COMMITTEES

### 13.1 Establishment of Other Committees

13.1.1 The ~~Executive Committee~~Executive Board and/or Standing Committees with the approval of the ~~Executive Committee~~Executive Board will establish Other Committees from time to time which will include:

- (i) The Women's Rugby Advisory Committee;
- (ii) The Anti-Doping Advisory Committee;
- (iii) The Rugby Athlete's Commission;
- (iv) The Finance Committee;
- (v) Professional Leagues Advisory Committee; and
- (vi) The Laws Clarification Group.

The Other Committees shall have such remit and terms of reference as set out in this Bye-Law 13 or as otherwise approved by the ~~Executive Committee~~Executive Board. The Other Committees shall meet with such frequency as approved by the relevant committee to whom they report.

### 13.2 Women's Rugby Advisory Committee

13.2.1 Following a recommendation from the Nominations Committee after consultation with the chairperson of the ~~Rugby Committee~~Women's High Performance Game, the ~~Rugby Committee~~Executive Board shall appoint the members of the Women's Rugby Advisory Committee including a chairperson who shall be a Representative who is also a member of the Women's High Performance Rugby Committee ~~Rugby Committee – High Performance Game~~. Such appointments shall be confirmed annually

13.2.2 The Women's Rugby Advisory Committee shall report to the Women's High Performance Rugby Committee ~~Rugby Committee – High Performance Game~~ and is responsible for the supervision of, and recommendations in relation to, the women's rugby strategy as formulated by the Women's High Performance Rugby Committee ~~Rugby Committee – High Performance Game~~.

### 13.3 Anti-Doping Advisory Committee

13.3.1 Following a recommendation from the Nominations Committee after consultation with the chairperson of the Regulations Committee, the Regulations Committee shall appoint the members of the Anti-Doping Advisory Committee including a chairperson who shall be a Representative who is also a member of the Regulations Committee. Such appointments shall be confirmed annually.

13.3.2 The Anti-Doping Advisory Committee shall report to the Regulations Committee.

### 13.4 Rugby Athlete's Commission

- 13.4.1 The ~~Executive Board Rugby Committee – High Performance Game~~ shall appoint the members of the Rugby Athlete's Commission in accordance with the composition confirmed by Council including a chairperson who shall be a Representative, who is also a member of one of the three High Performance Rugby Committees ~~Rugby Committee – High Performance Game~~. Such appointments shall be confirmed annually.
- 13.4.2 The ~~Rugby~~ Athlete's Commission shall report to the appropriate High Performance Rugby Committees ~~Rugby Committee – High Performance Game~~.

### 13.5 Finance Committee

- 13.5.1 The ~~Executive Committee~~ Executive Board shall appoint the members of the Finance Committee including a chairperson who shall be a Representative.
- 13.5.2 The Finance Committee shall report to the ~~Executive Committee~~ Executive Board.

### 13.6 Laws Clarification Group

- 13.6.1 ~~The Rugby Committee – High Performance Game~~ The Executive Board shall appoint the members of the Laws Clarification Group including a chairperson who shall be a Representative who is also a member of one of the High Performance Rugby Committees ~~Rugby Committee – High Performance Game~~. Such appointments shall be confirmed annually.
- 13.6.2 The Laws Clarification Group shall report to the appropriate High Performance Rugby Committees ~~Rugby Committee – High Performance Game~~.

### 13.7 Professional Leagues Advisory Committee

- 13.7.1 The Executive Board shall confirm the members of the Professional Leagues Advisory Committee including a chairperson who shall be a Representative.

## **BYE-LAW 14. INTELLECTUAL PROPERTY**

### **14.1 Trade Marks**

No individual or organisation may reproduce ~~the~~ World Rugby's logo which is a registered trade mark, without a formal licence from World Rugby.

### **14.2 Copyright**

World Rugby is the sole and exclusive owner of the copyright in the Bye-Laws, Regulations and Laws of the Game.

**BYE-LAW 15.            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. Council's determination shall be final and binding.
- (b) These Bye-Laws and any 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 World Rugby.
- (d) Unless the context otherwise requires in these Bye-Laws the singular shall include the plural and vice versa.