



BYLAWS

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Table of contents

Article 1. Definitions 5

Article 2. General Provisions 7

 2.1. Name and creation 7

 2.2. Headquarters, legal form and governing laws 7

 2.3. Duration 7

 2.4. Missions and responsibilities 7

 2.5. Gender Balance 8

 2.6. Secretariat and official correspondence 9

 2.7. Authorised signatories 9

 2.8. Languages 9

 2.9. Recognition of the 6 Nations 9

Article 3. Relations with World Rugby 10

 3.1. Representation within World Rugby 10

 3.2. Agreement between Rugby Europe and World Rugby 10

 3.3. Personnel 10

 3.4. Funding and financial support 11

 3.5. Development Grant Applications 11

 3.6. Report to the World Rugby Development and Competition Funds 11

 3.7. Disputes 11

Article 4. The Members of Rugby Europe 11

 4.1. Membership criteria 11

 4.2. The different level of membership 12

 4.3. Affiliation process 12

 4.4. Rights of the Members 13

 4.5. Duties of the Members 13

 4.6. Subscription 13

 4.7. Resignation 14

 4.8. Disciplinary procedures and sanctions 14

 4.9. List of the Members 14

Article 5. The governing bodies of Rugby Europe 14

Article 6. The General Meeting 14

 6.1. Ordinary and extraordinary General Meeting 14

 6.2. Convening an ordinary or extraordinary General Meeting 15

 6.3. Agenda and conduct of a General Meeting 15

 6.4. Composition of the General Meetings 16

 6.5. Votes per Member 17

 6.6. Quorum and Majority for decisions and elections in the General Meeting 17

 6.7. Proxy 18

 6.8. Secret and open Ballot 18

 6.9. Voting System 18

 6.10. Minutes 19

 6.11. Other provisions 19

Article 7. The President	19
7.1. Powers and duties.....	19
7.2. Terms	19
7.3. Candidacy.....	20
7.4. Election	20
7.5. Vacancies	21
Article 8. The Board of Directors	21
8.1. Notice.....	21
8.2. Votes and meetings	21
8.3. Composition.....	22
8.4. Powers and duties of the Board of Directors	22
8.5. Terms	23
8.6. Candidacies	23
8.7. Elections.....	24
8.8. Vacancies	25
8.9. Other provisions.....	26
Article 9. The permanent committees and sub-committees.....	26
9.1. Role of the committees and sub-committees – Duties and responsibilities of their members.....	26
9.2. List of the committees	27
9.3. Composition.....	27
9.4. Nomination of the chairperson and members.....	27
9.5. Terms	28
9.6. Vacancies	28
9.7. Termination of the mandate of the chairpersons and members.....	29
9.8. Vacancies	29
9.9. Ways of working of the committees.	30
Article 10. Discipline, ethics and antidoping	30
10.1. Disciplinary documents ruling disciplinary and ethic matters.....	30
10.2. Antidoping policy	30
Article 11. Disputes	30
11.1. Scope of a Dispute	30
11.2. Parties	31
11.3. General principles	31
11.4. Disputes resolution mechanism.....	31
Article 12. Finances	32
12.1. Financial year	32
12.2. Rugby Europe’s revenues.....	32
Article 13. Jurisdiction	32
Article 14. Other provision	33
14.1. Olympic Charter	33

14.2. Awards33
14.3. Amendment of the Bylaws.....33
14.4. Liquidation34
14.5. Interpretation of the Bylaws34
14.6. Litigation related to the interpretation of the Bylaws34

Article 1. Definitions

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

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

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

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

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

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

The Corpus of Rugby Europe Official Documents means all the official documents established by Rugby Europe namely: The Bylaws, The Disciplinary Regulations, The Terms of Reference of the Disciplinary Committee, The Code of Ethics, The Membership Pathway, The Financial Regulations, Tender to Host a General Meeting, and any other document adopted from time to time by the Rugby Europe governing bodies.

Delegate means a person duly appointed by a Member to represent it in the General Meeting.

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

Dispute is a disagreement, a claim, or a conflict opposing two or more parties in the context of Rugby Europe, as set out in the following paragraphs; and for which resolution is seek via the Disputes resolution mechanism defined in these Bylaws.

The Financial Regulations means the official document titled Rugby Europe Financial Regulations.

FIRA or **FIRA-AER** are the former names of Rugby Europe.

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

permissions) of any relevant government, court or any competent national or international authority.

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

The Game means the sport of Rugby played in accordance with World Rugby Laws of the Game.

General Meeting means the assembly of all the Members.

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

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

Members means the Unions elected to membership of Rugby Europe in accordance with its Bylaws. Unless otherwise stated Members means associate Members and full Members.

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

Person means a Player, trainer, referee, assistant referee or referee adviser, television match official, coach, selector, medical officer, physiotherapist; or any other individual or organization who is or has been at any time involved in the organization, administration, or promotion of The Game; or any supporter or spectator of The Game.

President means the President of Rugby Europe.

Regional Association means an association of National Rugby Unions recognized by the Council of World Rugby.

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

Secretariat means the secretariat of Rugby Europe as defined in those Bylaws.

Tender to Host a General Meeting means the official document titled Rugby Europe - Tender to host a General Meeting.

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

The Ways of Working of the Committees means the official document titled Ways of working of the committees and sub-committees.

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

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

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

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

Article 2. General Provisions

2.1. Name and creation

Rugby Europe was founded on 20 April 1934 in Paris (France) by the Founding Members of Rugby Europe. It is an association registered under French law. The name of the Association shall be Rugby Europe.

2.2. Headquarters, legal form and governing laws

2.2.1. The Headquarters of Rugby Europe are in Paris, France.

2.2.2. Rugby Europe's activities are governed by French Law and in particular, the Law of July 1st, 1901 for the associations.

2.2.3. These Bylaws must be approved by World Rugby.

2.3. Duration

The duration of the Association of Rugby Europe is unlimited.

2.4. Missions and responsibilities

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

2.4.2. Rugby Europe shall perform its purposes and missions by:

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

2.4.3. Rugby Europe shall be responsible for promoting and developing the Game within its jurisdiction and in particular:

- (a) Effectively and actively representing Rugby Europe with regard to World Rugby.
- (b) Endeavouring to implement and promote competitions adapted to its needs and those of its Members.
- (c) Managing Rugby Europe in a positive and efficient manner.
- (d) Ensuring that there are workshops, seminars and training meetings for development officers, coaches, educators, and referees.
- (e) Ensuring that training and competitions are provided for young players in accordance with World Rugby training policy.
- (f) Ensuring that technical and administrative assistance is provided to Members and their staff, coaches, and players for the development of the Game for men and women.
- (g) Applying Rugby Europe Disciplinary Regulations for the competitions under its jurisdiction and in conformity with World Rugby disciplinary Regulations.
- (h) Representing the interests of the Game at the European Community level.

2.5. Gender Balance

It is Rugby Europe's collective responsibility to ensure that its missions and responsibilities are delivered in an inclusive manner and that gender balance is considered in all of our decision-making procedures.

2.6. Secretariat and official correspondence

2.6.1. The Secretariat of Rugby Europe is located at the headquarters in Paris (France) and is supervised by the General Secretary and the CEO.

2.6.2. All official correspondence for Rugby Europe must be addressed to the Secretariat.

2.6.3. Any decisions made by Rugby Europe or any of its Governing Bodies shall be sent to the Members who shall be responsible for their dissemination to all relevant departments.

2.7. Authorised signatories

2.7.1. The authorised signatories of Rugby Europe are the President, the General Secretary and the C.E.O. They have the power to sign agreements legally binding for Rugby Europe. For the avoidance of doubts, by agreement, it shall be understood any contract, quote, memorandum of understanding or similar document creating some legal or financial obligations for Rugby Europe.

2.7.2. The applicable financial processes and regulations are defined in Rugby Europe Financial Regulations.

2.7.3. Decisions of the General Meeting and the Board of Directors of Rugby Europe shall be signed by the President together with the General Secretary.

2.8. Languages

2.8.1. The official languages of Rugby Europe are English and French

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

2.8.3. The Governing Bodies shall issue any official notifications or official letters following their recommendations or decisions in at least one of the official languages of Rugby Europe.

2.8.4. Working documents may be sent to or from Rugby Europe in either French or English.

2.8.5. Board of Directors meetings and General Meetings shall have simultaneous translations into French and English.

2.9. Recognition of the 6 Nations

Rugby Europe recognizes the existence of the sporting, commercial and professional structures put in place by FFR (French Rugby Federation), FIR (Italian Rugby Federation), IRFU (Irish Rugby Football Union), RFU (Rugby Football Union), SRU (Scottish Rugby Union) and WRU (Welsh Rugby Union), generally known as the "Six Nations".

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

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

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

Article 3. Relations with World Rugby

3.1. Representation within World Rugby

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

3.2. Agreement between Rugby Europe and World Rugby

3.2.1. World Rugby delegates the exclusive responsibility to Rugby Europe for the administration, management, promotion and development of the Game in Europe in accordance as per the above article on the mission, vision and strategic plan.

3.2.2. All Members commit themselves to respect the Laws of the Game, the terms of any and all agreements made between Rugby Europe and World Rugby.

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

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

- (a) The development of the Game with its Members.
- (b) Assistance with the training of staff and volunteers of its Members.
- (c) The development of the management and organization of Competitions.
- (d) The continuous review of Members' activities.
- (e) The disbursement and monitoring of World Rugby funds.
- (f) The monitoring of strategic investments.
- (g) Liaison between Rugby Europe and World Rugby.

3.3. Personnel

3.3.1. The personnel of World Rugby shall work with Rugby Europe so as to deliver the objectives of World Rugby's Strategic Plan.

3.3.2. The personnel of Rugby Europe shall be subject to the control and decisions of the President and the Board of Directors of Rugby Europe and shall work in collaboration with World Rugby to achieve the objectives of Rugby Europe's Strategic Plan.

3.4. Funding and financial support

3.4.1. Rugby Europe may apply to World Rugby, World Rugby Development and Competitions Funds for funding in order to fulfil its missions.

World Rugby and the World Rugby Development fund reserve the right to review and amend its obligations in this regard without notice.

3.4.2. Any financial support may be provided in the form of:

- (a) An administrative or other grant.
- (b) Funding towards competitions grant.
- (c) Funding for development projects and specific events grant.

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

3.5. Development Grant Applications

World Rugby shall seek advice and information from Rugby Europe in considering Development Grant applications from Members with the exception of those Members named in Article 2.8 of these Bylaws.

3.6. Report to the World Rugby Development and Competition Funds

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

3.7. Disputes

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

Article 4. The Members of Rugby Europe

4.1. Membership criteria

4.1.1. Any European National Rugby Union of a United Nations member state or recognized by its National Olympic Committee itself recognized by the International Olympic Committee wishing to be affiliated to Rugby Europe, shall lodge a request in accordance with the provisions of The Bylaws and The Membership Pathway. This request shall firstly be submitted for advice and review to the Board of Directors and later put to the vote in the General Meeting.

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

4.1.3. The Rugby Football Union (England), The Scottish Rugby Union (Scotland), and The Welsh Rugby Union (Wales) do not have to comply with Art. 4.1.1 of The Bylaws. Rugby Europe recognises the historical rights of these Unions in establishing and developing the game of Rugby. This right is exclusive of these three Unions and cannot be extended to any other Rugby Union.

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

4.2. The different level of membership

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

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

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

4.3. Affiliation process

4.3.1. To be granted the status of Associate or Full Member of Rugby Europe:

- (a) The applicant must submit to the General Secretary documents and information composing all together the application file.
The content of the application file is set out in Rugby Europe Membership Pathway
- (b) Rugby Europe staff, under the coordination of the General Secretary will gather, check, and verify the documents provided by the applicant.
- (c) A visit to the applicant's country must be organized by Rugby Europe to evaluate the candidature.
- (d) Once completed, the General Secretary shall submit the application file to the Board of Directors together with a report on the application process.
- (e) The application file will be considered by the Board of Directors, which shall either request additional information or propose that the application is included on the agenda for the next General Meeting if it considers that it is complete. The inclusion of an application file on the agenda does not in any way imply that the Board of Directors has made a decision regarding the request. This shall be a formal decision of the General Meeting.
- (f) The affiliation of a new Members, whether as an associate Member or as a full Member is a competency of the General Meeting.

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

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

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

4.4. Rights of the Members

Associate and Full Members have the right to:

- (a) Participate in the General Meetings provide by the Bylaws and cast their vote.
- (b) Nominate Candidate and be nominated as candidate to participate to Board of Directors and/or Committees and sub-committees.
- (c) Participate in and host Rugby Europe Competitions.
- (d) Receive support for Training & Education.
- (e) Participate in and host workshops organized by Rugby Europe.
- (f) Receive support for Development.

4.5. Duties of the Members

Associate and full Members must:

- (a) Abide by Rugby Europe Bylaws.
- (b) Abide by Rugby Europe Code of Ethics.
- (c) Abide by Rugby Europe Membership Pathway.
- (d) Abide by the official documentation of the competitions it has registered for. This includes among others Tournament Manual, Participation Agreement, Hosting Agreement.
- (e) Abide by the decisions taken by Rugby Europe Governing Bodies (the General Meeting and the Board of Directors) pursuant of the Bylaws.
- (f) For all disagreements falling under the scope of a Dispute, seek exclusively for a resolution via the Disputes resolution mechanism.

4.6. Subscription

4.6.1. All members must pay their annual subscription with no delay.

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

4.6.2. The amount and method of calculation of the annual subscription shall be defined by the Board of Directors alone and in accordance with the level of the XV a side men Senior National Team and split in four categories:

- (a) Members having their XV a side men senior National Team part of the “6 Nations”.
- (b) Members having their XV a side men senior National Team part of the Rugby Europe Championship.
- (c) Members having their XV a side men senior National Team part of the Rugby Europe Trophy.

(d) All other Members.

4.6.3. New Affiliate Members will be invoiced a pro rata amount for the first year of the subscription.

4.7. Resignation

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

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

4.8. Disciplinary procedures and sanctions

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

An exclusion requires a resolution of the Board of Directors and a two-third (2/3) majority of the votes of the Members present or represented by proxy in a general meeting.

4.9. List of the Members

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

Article 5. The governing bodies of Rugby Europe

The Governing Bodies of Rugby Europe are as follows:

- (a) The General Meeting.
- (b) The Board of Director.
- (c) The committees and sub-committees.

Article 6. The General Meeting

The General Meeting is the highest authority of Rugby Europe and shall have the power to decide upon any matters arising in Rugby Europe in accordance with these bylaws.

The General Meeting (either ordinary or extraordinary) shall be hosted by Rugby Europe or by a Member. All the rules applicable within the framework of a tender to host a General Meeting are defined in the document called Tender to Host a General Meeting.

6.1. Ordinary and extraordinary General Meeting

6.1.1. The Ordinary General Meeting shall be held annually within six (6) months of the closing of the financial year.

6.1.2. An extraordinary General meeting can be held at any time and shall be convened:

- (a) When a request to the headquarters of Rugby Europe is made by the President
- (b) Upon the written request of Members representing at least one third (1/3) of the votes of all Members. They shall state the reasons and specify the points to be put on the agenda. For the avoidance of doubts, only the Members in good standing shall be considered in this process.

An Extraordinary General Meeting shall be held within two (2) months of receipt of the request.

6.2. Convening an ordinary or extraordinary General Meeting

6.2.1. The General Secretary of Rugby Europe shall give formal written notice of the General Meeting to all Member Federations at least thirty (30) days before the date of the General Meeting.

6.2.2. For all General Meetings, the notice shall indicate:

- (a) The date, the time, and the place of the General Meeting.
- (b) The agenda of the Meeting.
- (c) If applicable, full text of any proposals to amend the Bylaws and the list of the candidates for the President's position and the Board of Directors positions.

Moreover, for the ordinary General Meeting, the notice shall be accompanied by:

- (a) The minutes of the previous General Meeting.
- (b) The moral report of the General Secretary.
- (c) The annual accounts of the previous financial year.
- (d) The auditor's report.
- (e) If applicable, full text of any proposals to amend the Bylaws and the list of the candidates for the President's position and the Board of Directors positions.
- (f) The files relating to affiliation applications from potential new Member.
- (g) Any relevant documents necessary for the preparation of the discussions during the General Meeting.

6.2.3. A National Rugby Federation requesting affiliation to Rugby Europe shall also receive notification and be convened to the General Meeting in the case its affiliation is being put to the vote at the coming General Meeting.

6.2.4. The General Meeting is a physical meeting. However, pending the circumstances and especially in case of Force Majeure, the Board of Directors has the power to decide that the General Meeting is to be held on remote.

6.3. Agenda and conduct of a General Meeting

6.3.1. The agenda of the General Meeting shall be drawn up by the General Secretary.

6.3.2. A Member wishing to include one or more items in the agenda of the General Meeting, or to put a question to the General Meeting, shall submit its draft proposals stating the reasons on which they are based or the text of its question, in English or in French, to Rugby Europe headquarters at least fifteen (15) days before the date of the General Meeting.

6.3.3. Except for questions regarding the amendments to the Bylaws, the election of a new Member and the exclusion of a Member, any question not on the agenda of the General Meeting can be added to be discussed and voted on by the General Meeting at the request of Members representing the simple majority of the votes and with a quorum of half (1/2) of the total votes.

6.3.4. Except for the cases described above, no vote shall be held during the General Meeting if it hasn't been duly notified in the agenda of the meeting.

6.3.5. General Meetings shall cover the following items:

- (a) A list of the participants, including proxies, together with the number of votes allocated to each attending Member. This list shall mention present and represented Members for the quorum and shall be drawn up by the General Secretary.
- (b) If applicable, the nomination of two scrutineers from two (2) different Members; The General Secretary may also decide to hire a sworn-in bailiff to overview the conduct of the General Meeting. In that specific case, it is the sworn-in bailiff who will assume the role of scrutineer.
- (c) The general report from the General Secretary.
- (d) A report on the work of the Committees and Sub-Committees.
- (e) Presentation of the financial situation for the ongoing season.

6.4. Composition of the General Meetings

6.4.1. The General Meeting shall be chaired by Rugby Europe's President. In his absence, a session Chairperson shall be nominated by a two-third (2/3) majority vote of the Members present or represented. For the points at the agenda where the President is concerned, the General Meeting shall elect an acting Chairperson of the General Meeting.

6.4.2. The General Meeting shall consist of:

- (a) A maximum of two (2) delegates of each Member, one (1) of which will cast the vote of its Union. They shall be duly appointed by the appropriate body of their Union. At least seven (7) days before the date of the General Meeting, the exact composition of each delegation shall be sent to Rugby Europe's Secretariat.
- (b) Members of the Board of Directors, without voting powers, except if a member of the Board of Directors is also the delegate designated by a Member as the delegate casting its vote(s).
- (c) Chairpersons of the committees and sub-committees, without voting powers, except if the chairperson is also the delegate designated by a Member as the delegate casting the its vote(s).
- (d) Rugby Europe Staff without voting powers.

- (e) The Chairman of World Rugby or his representative without voting power.
- (f) Honorary President(s), without voting powers.
- (g) Any other person(s) officially invited to attend the General Meeting by the General Secretary and without voting powers.

6.4.3. The Delegates must not be under any disciplinary suspension for a breach of Rugby Europe Code of Ethics.

6.4.4. Members of Rugby Europe's staff may not be appointed as delegates to the General Meeting.

6.4.5. The identity of the members of each delegation shall be registered at the opening of the General Meeting by the General Secretary or Rugby Europe's staff. Once admitted by this procedure, members of delegations may not be replaced during the General Meeting.

6.5. Votes per Member

6.5.1. Each Member has one vote.

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

6.5.3. Two (2) extra votes are allocated to each Member listed in article 2.8 of these Bylaws and forming all together the "6 Nations".

6.6. Quorum and Majority for decisions and elections in the General Meeting

6.6.1. The General Meeting shall not exercise its powers in any way or for any purpose inconsistent with the purposes and missions of Rugby Europe as defined in these Bylaws.

6.6.2. General Meetings deciding of the following elements shall have a quorum of one-half (1/2) of the total votes of all Members in good standing and requires a simple majority of the votes of the Members in good standing, present or represented by proxy:

- (a) To approve the general policies of Rugby Europe.
- (b) To approve periodically the strategic plan (or any amendments) elaborated and submitted by the Board of Directors.
- (c) To approve the minutes of the preceding General Meeting.
- (d) To approve the moral report of the General Secretary.
- (e) To approve the annual accounts of the previous financial year and give or not discharge to the Board of Directors regarding its financial management of Rugby Europe.
- (f) To appoint one independent auditor of Rugby Europe for a period of six (6) years renewable
- (g) To determine any changes to existing policies in respect of the playing, governance and regulations of the Game in Europe (other than the domestic affairs of the Members or matters referred to in the article 2.8).
- (h) To elect the President for a four (4) year term of office.
- (i) To elect the members of the Board of Directors for a four (4) year term of office.

- (j) To consider proposals submitted by Members.
- (k) To approve any loan in excess of five (5) million euros as recommended by the Board of Directors.

For clarity sake, simple majority means gathering the most votes.

In the event of a tie, the President shall have the casting vote except for the votes concerning elections of persons (President and Board Members).

6.6.3. The General Meeting deciding of the following elements shall have a quorum of two-thirds (2/3) of the total votes of all Members in good standing and requires a qualified majority of two-thirds (2/3) of the votes of the Members in good standing, present or represented by proxy:

- (a) To elect a new Member.
- (b) To exclude a Member.
- (c) To amend the Bylaws.
- (d) To decide on a modification of the financial year of the annual accounts.
- (e) To dissolve Rugby Europe.
- (f) To distribute the net assets of Rugby Europe to a registered association having a similar purpose and mission as Rugby Europe.

In the event of a tie, the President shall have the casting vote.

6.6.4. If the quorum is not reached, the General Meeting shall be reconvened within forty-five (45) days to consider the same agenda. It shall then deliberate without conditions of quorum.

6.7. Proxy

Member in the incapacity to attend the General Meeting may be represented by proxy by a Delegate of another Member attending the General Meeting. Each Delegate is entitled to carry only one (1) proxy vote of an absent Member. To be valid, the proxy form shall be sent to the Secretariat at the latest seven (7) days prior to the date of the General Meeting.

6.8. Secret and open Ballot

6.8.1. Voting is by a show of hands except otherwise stated in these Bylaws. Nevertheless, it can be by secret ballot if requested by one (1) of the Members present or represented by proxy.

6.8.2. Voting by secret ballot must be used for:

- (a) The election, suspension, or exclusion of a Member of Rugby Europe.
- (b) The election of the President.
- (c) The election the Board of Directors.

6.9. Voting System

For any General Meeting, the Board of Directors has the power to decide on either a physical voting system or an electronic voting system. For electronic systems, Rugby Europe shall only use secured and recognized providers. Every possible effort shall be made to respect any applicable Data Protection and Privacy Regulations.

6.10. Minutes

6.10.1. Minutes shall be taken at every General Meeting.

6.10.2. The minutes shall be drawn up during the session by Rugby Europe's staff or by the person appointed by the General Secretary of Rugby Europe for that purpose.

6.10.3. The minutes shall be drawn up in French and in English and sent to the Members at least thirty (30) days before the date of the following General Meeting that shall decide on the approval of such minutes.

6.10.4. The originals of the minutes of all the General Meetings duly signed by the President and the General Secretary. They must be kept at the secretariat of Rugby Europe and be available for the Members.

6.11. Other provisions

Unless otherwise specified by these bylaws or decided by the General Meeting, the decisions of the General Meeting shall be effective immediately.

Article 7. The President

7.1. Powers and duties

7.1.1. The President of Rugby Europe is the highest office holder in Rugby Europe and leads Rugby Europe.

7.1.2. The President shall chair the General Meeting of Rugby Europe and meetings of the Board of Directors.

7.1.3. The President of Rugby Europe is the leader of the Board of Directors, carrying overall responsibility for the integrity of the Board's processes and actions. The President's role is to create and maintain an environment of unity, common purpose and harmony within the Board.

7.1.4. The President may attend any committee meeting or sub-committee meeting of Rugby Europe.

7.1.5. The President shall represent and lead Rugby Europe before World Rugby Bodies (General Assembly, Council) in accordance with World Rugby Bylaws.

7.1.6. At all times the President must act in the best interest of Rugby Europe with the utmost personal integrity.

7.2. Terms

7.2.1. The President of Rugby Europe shall be elected at the General Meeting held in the year of the Summer Olympic Games (even year) for a four (4) year term in office.

7.2.2. The President of Rugby Europe may serve a maximum of three (3) mandates of four (4) years consecutive or not.

7.2.3. The term of office of the President shall commence immediately upon the adjournment of the General Meeting that elected him. It shall come to an end upon the adjournment of the General Meeting that elects the new President.

7.3. Candidacy

7.3.1. A candidate for the election of President shall be nominated by a Member.

7.3.2. There can only be only one candidate per Member for the election of President.

7.3.3. The President cannot simultaneously be chairperson of a Union.

7.3.4. The candidatures must be received in writing or electronically, in French or in English, by the secretariat of Rugby Europe at least sixty (60) days before the date of the General Meeting where the election is to be made.

7.3.5. The candidatures shall be sent to the Secretariat and shall be composed of the following elements:

- (a) A letter of official support from the Member they represent, precising their link with the Member
- (b) A Resume of the candidate
- (c) A cover letter explaining the motivations of the candidate, his/her availability, his/her expertise

7.3.6. Candidates for the role of President of Rugby Europe may also submit their candidatures to become Member of the Board of Directors.

7.3.7. In case of simultaneous applications, the candidacy for member of the Board of Directors of the elected President shall automatically be withdrawn.

7.4. Election

7.4.1. The President of Rugby Europe shall be elected on an individual election during a General Meeting with a quorum representing one-half (1/2) of the votes of the Members and with a simple majority.

7.4.2. During an elective General Meeting, the election of the President shall be held before the election for the Members of the Board of Directors.

7.4.3. If there are more than one candidate for the position of President of Rugby Europe and no candidate reaches a simple majority after the first ballot, a second ballot shall be organized with the two candidates who have obtained the most votes after the first ballot. The candidate who reaches the simple majority after the second ballot shall be elected President.

7.5. Vacancies

7.5.1. In the case of a vacancy of the President, a Rugby Europe's Vice President must be designated as interim President by Rugby Europe's Board of Directors until the next General Meeting.

7.5.2. If none of Rugby Europe's Vice-Presidents is candidate, Rugby Europe's Board of Directors shall appoint one of its members to hold the position of interim President until the next General Meeting.

7.5.3. The election of the successor of the President shall take place at the following General Meeting.

7.5.4. The successor shall complete the term of office of the predecessor, meaning until the General Meeting held in the year of the following Summer Olympic Games (even year).

Article 8. The Board of Directors

8.1. Notice

The General Secretary shall notify the members of the Board of Directors at least one (1) month before the meeting is held. Notice of meetings shall be submitted to World Rugby as soon as possible.

8.2. Votes and meetings

8.2.1. Each member of the Board of Directors has one vote. In case of tie the President shall have the casting vote.

8.2.2. The Board of Directors may only validly adopt resolutions by a simple majority when at least one third (1/3) of the members of the Board of Directors are present.

8.2.3. Members of the Board of Directors, who are unable to attend a meeting must notify the Secretariat. A member of the Board of Directors may not be represented by any other person or grant a proxy.

8.2.4. The Board of Directors shall meet at least four times per year; one of the meetings shall take place at the same time as the Ordinary General Meeting.

8.2.5. The Agenda with the main items to be addressed during the Board meeting shall be sent at least two (2) weeks in advance to the members of the Board of Directors.

If a member of the Board of Directors wishes to amend the Agenda, or add an item to the Agenda, such member shall notify the General Secretary in writing before the commencement of the relevant meeting. The General Secretary shall either place such new item on the Agenda or under the section "Any Other Business".

8.2.6. The minutes shall be drawn up during the session by Rugby Europe’s staff or by the person appointed by the General Secretary of Rugby Europe for that purpose. The minutes shall be drawn up in French and in English and sent to the member of the Board of Directors at least seven (7) days before the date of the following Board of Directors meeting that shall decide on the approval of such minutes.

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

8.2.8. The meetings of the Board of Directors are physical meetings. However, pending the circumstances and especially in case of Force Majeure, the President has the power to decide that a Board of Directors meeting is to be held via videoconference.

8.3. Composition

The Board of Directors is comprised of fourteen (14) members with one (1) vote each:

- (a) The President of Rugby Europe who acts as the Chairperson of the Board of Directors.
- (b) The General Secretary.
- (c) The C.E.O.
- (d) One Independent Non-Executive Director.
- (e) Ten Board members elected from among the Members. No Member shall have more than one representative at the Board of Directors.

The World Rugby representative is participating “ex officio” in the Board of Directors and is not as such considered as a member of the Board of Directors with no voting power.

8.4. Powers and duties of the Board of Directors

8.4.1. The duties of the Board of Directors are as follows:

- (a) The Board of Directors manages and directs the activities of Rugby Europe. It implements the main direction of Rugby Europe sports policy.
- (b) To ensure that there is a sound system of internal control, and that policies and procedures of risk management are in place to identify and manage risks.
- (c) The Board of Directors controls the application of the Corpus of Rugby Europe Official Documents and ensures that the parties concerned abide by the Rules of the Game and records progress made in activities and competitions organized by Rugby Europe and its Members.
- (d) The Board of Directors shall keep up to date records and accounts in accordance with the requirements of good practice and all and any regulations in effect in relation to the Rugby Europe affairs and ensure the same are properly audited in a timely manner to enable annual accounts to be prepared for approval by the Members in General Meeting.
- (e) To receive and submit to the General Meeting for approval the audited annual financial statements.

8.4.2. The powers of the Board of Directors are as follows:

- (a) To approve the minutes of the last Board of Directors meeting.
- (b) To formulate the Rugby Europe Strategic Plan, in conjunction with its Members and World Rugby, in order to establish the vision of Rugby Europe for the future of rugby, to carry out its mission and achieve the goals of Rugby Europe and World Rugby; The board also monitors the implementation of the Strategic Plan, the Annual Business Plan, the Operational Plan and Budgets of Rugby Europe and to assess performance with key performance indicators (KPI).
- (c) To appoint the chairperson and members of each Committee for a duration of four (4) years renewable but for a maximum of three (3) terms consecutive or not.
- (d) To coordinate the work of the Rugby Europe Committees.
- (e) To formulate and implement good corporate governance policies and practices.
- (f) The Board of Directors approves the Annual Business Plan and Budget and supervises the financial management of Rugby Europe in accordance with the budget adopted.
- (g) The Board of Directors shall decide on penalties and fines imposed to any Member as per the provisions made in the Corpus of Rugby Europe Official Documents.
- (h) The Board of Directors shall resolve sports, financial and other disputes that may arise between Members, other than those relating to anti-doping, or where contractual provisions are made for the resolution of disputes.
- (i) The Board of Directors shall decide on the allocation of awards.
- (j) The Board of Directors shall propose as Honorary Members by vote in the General Meeting, individuals who have greatly contributed towards the development of the Game and/or to the strengthening of ties between the Members or between Rugby Europe and World Rugby.
- (k) The Board of Directors shall have the ability to form or to request to a Committee to form a working group that must be limited in time, have terms of reference, and have specific goals and measurable outcomes.

8.5. Terms

8.5.1. The term of office of the members of the Board of Directors is four (4) years renewable with a maximum of three (3) terms consecutive or not. They shall be elected at the General Meeting held in the year of the Summer Olympic Games.

8.5.2. The term of office of the Board of Directors shall commence immediately upon its election. It shall come to an end upon the adjournment of the General Meeting that elects the new Board of Directors.

8.6. Candidacies

8.6.1. Candidates for the position of elected member of the Board of Directors, shall submit their application at least two (2) months before the next Elective General Meeting. There can only be one candidate per Member.

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

- (a) A letter of official support from the Member they represent, precising their link with the Member.

- (b) A Resume of the candidate
- (c) A cover letter explaining the motivations of the candidate, the anticipated availability, and the expertise of the candidate

8.6.3. The candidate must have at least three of the five following expertise and must be fluent in either English or French:

- (a) Rugby Competitions.
- (b) Rugby Development.
- (c) Rugby Governance.
- (d) Marketing & Sales.
- (e) Medical.

8.6.4. Application shall be validated by a panel composed of:

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

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

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

8.7. Elections

8.7.1. The President and the C.E.O. are ex officio members of the Board of Directors.

8.7.2. I.N.E.D. candidates shall be selected by an independent Human Resources Company at least three (3) months prior to the next elective General Meeting. The I.N.E.D. shall have marketing and sales expertise.

The I.N.E.D. shall be co-opted at the Board of Directors for a four (4) years term by the last Board of Directors meeting preceding the elective General Meeting.

8.7.3. The General Secretary shall be proposed by the newly elected President to the newly elected Board of Directors for co-optation.

8.7.4. Ten (10) members of the Board of Directors are elected by secret ballot by the Members of Rugby Europe:

- (a) During the elective General Meeting, after the election of the President a ballot shall take place to elect the ten (10) members of the Board of Directors.
- (b) The ten candidates obtaining the most votes shall be elected as the ten other members of the Board of Directors.
- (c) Among those ten (10) elected candidates, a minimum of three (3) representatives from each biological gender shall be represented.

- (d) If the minimum number of representatives from each biological gender is not reached, the elected candidates from the most represented biological gender who have gathered the lower number of votes will be replaced by the next best ranked candidate(s) from the less represented biological gender.
- (e) If there aren't enough candidates to reach the minimum number of representatives from each biological gender, the relevant number of seats will be left vacant. A new call for applications reserved to candidates from the less represented biological gender will be issued.
Guidelines foreseen by article 8.6 will also apply to this call for applications except for the deadlines: the Members will have up to fifteen (15) days to submit their candidatures. The nomination committee will have up to seven (7) days to review the candidatures. The approved candidatures shall be circulated to all Members at the latest fifteen (15) days before the ballot. For the avoidance of doubts, Members who at this stage are already represented in the Board of Directors will not be authorized to participate in this call for applications. Should the nomination committee refuse a candidature, the Member shall be notified and offered the possibility to submit a new candidature.
- (f) For the new ballot, each Member will have the number of votes specified in article 6.5 and shall select from the list its preferred candidate(s). This specific ballot will be held on remote for all Members and through a secured and recognized provider. Rugby Europe shall communicate the results of the ballot as soon as practicable. Results will enter into force once announced by Rugby Europe.
- (g) The term of the candidate(s) elected via this procedure shall come to an end upon the adjournment of the General Meeting that elects the next Board of Directors.
- (h) In the result of a tie preventing the election of 10 board members, a second ballot shall be organized between the tied candidates. The candidate(s) obtaining the most votes during the second ballot shall be elected as the remaining members of the Board of Directors.

8.7.5. A Member can have only one representative seating in the Board of Directors.

8.7.6. After the elective General Meeting:

- (a) The newly elected President and elected members of the Board of Directors shall meet together with the C.E.O and the I.N.E.D to co-opt the General Secretary.
- (b) The newly elected President and Directors shall meet together with the C.E.O and the I.N.E.D to elect a maximum four vice presidents on a proposal of the President, for a term of four (4) years renewable but for a maximum of three (3) terms consecutive or not.

8.8. Vacancies

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

8.8.2. When a member of the Board of Directors decides to resign of his position, it shall immediately inform the General Secretary of Rugby Europe. The Member has the choice to either name a new representative or forfeit the seat.

8.8.3. When a member of the Board of Directors is suspended by a disciplinary panel from its administrative function following a misconduct disciplinary case, he or she will not be authorised to participate in any Board Meeting for the entire duration of his or her sanction. In the eventuality of a suspension exceeding the term of office, the Member has the choice to either name a new representative or forfeit the seat.

8.8.4. If a Member forfeit the seat, the open position shall be filled after a vote during the following General Meeting upon a call for candidates and as per the application and voting processes described above. The newly elected representative will be elected for the remaining term in office (meaning until the next Elective General Meeting).

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

8.8.5. If a Member keeps the seat and wish to propose a new representative, that person must provide an application file such as described above. He or she shall be co-opted at the next Board of Directors and will remain in office until the next elective General Meeting.

8.8.6. Should the post of General Secretary, become vacant for whatever reason, this function shall be exercised on a temporary basis by a member of the Board of Directors until such moment where the President will submit a new General Secretary for co-optation to the Board of Directors. The new General Secretary will remain in office until the next elective General Meeting.

8.9. Other provisions

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

Within the framework of their mission, volunteer Board members are only entitled to be refunded for their travel and accommodation expenses.

8.9.2. The Board of Directors shall determine the date a resolution shall come into force on a case-by-case basis or at the date specified by the Board of Directors but shall not be later than three (3) months after the relevant minutes are certified and signed-off by the authorised person(s).

Article 9. The permanent committees and sub-committees

9.1. Role of the committees and sub-committees – Duties and responsibilities of their members

In order to ensure the best possible representation and participation of its Members in the development and the activities of Rugby Europe, a certain number of committees have been established. The Board of Directors shall decide on the creation or the dissolution of any committee or sub-committee.

Rugby Europe committees and sub-committees work in the collective interest of and for the greater good of all the Members of Rugby Europe and shall not favour the interests of their Union.

Chairpersons and members of the committees and sub-committees:

- o shall abide by the decisions taken by the relevant governing bodies,
- o shall abide by the objectives set from time to time in the strategic plan,
- o have a duty to attend personally the meetings of their committee/subcommittee,
- o have a duty to carry out their work within their committee/subcommittee with impartiality and transparency. They shall refrain from acting in the sole interests of their Unions.

9.2. List of the committees

- (a) The Rugby committee composed of four sub-committees:
 - o The Women sub-committee.
 - o The Sevens sub-committee.
 - o The Development sub-committee.
 - o The Player Welfare sub-committee.
- (b) The Legal and Regulations committee.
- (c) The Business committee.
- (d) The Audit and Risks committee.
- (e) The Disciplinary committee.

9.3. Composition

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

9.3.2. Each committee shall be composed of a minimum of two (2) members from each biological gender.

9.3.3. Each Committee is chaired by a chairperson who appoints a secretary from among the members of the committee or sub-committee.

9.3.4. The INED shall attend the Business committee meetings.

9.4. Nomination of the chairperson and members

9.4.1. The process for the nomination of the chairpersons and members of the committees is as follows:

- (a) After the Election of the Board of Directors a call for candidates is made for the positions of chairpersons and members of committees and sub-committees. Any Member shall be able to propose candidates to the nomination committee to sit on the committees provided that the candidate has at least 3 out of the 5 competences listed in article 9.4.3.

For the Members proposing three (3) or more candidates, a minimum of 40% of the nominated persons shall be from one of the two biological gender. For the avoidance of doubts, it means that if a Member wants to propose three (3) candidates, he shall propose a minimum of one (1) candidate per biological gender, 4 = 2 candidates, 5 = 2 candidates, 6 = 2 candidates, 7 = 3 candidates, 8 = 3 candidates, 9 = 4 candidates.

- (b) A nomination committee composed of the President, the General Secretary and the I.N.E.D. review the candidates' applications and gives its recommendations for the chairpersons' positions to the Board of Directors at the latest three (2) months after the elective General Meeting. For its recommendations, the nomination committee shall consider the minimum number of representatives from each biological gender indicated in the article 9.3.
- (c) The Board of Directors vote by simple majority to choose the chairpersons.
- (d) The nomination committee and the newly appointed Chairpersons give their recommendations to the Board of Directors for the respective committees and sub-committees members' positions before the next Board of Directors meeting following the Elective General Meeting for approval. For its recommendations, the nomination committee shall consider the minimum number of representatives from each biological gender indicated in the article 9.3.
- (e) The Board of Directors vote by simple majority to choose the members.

9.4.2. Candidates for chairing the committees must be a member of the Board of Directors. Candidates for chairing sub-committees must not necessarily be a member of the Board of Directors.

9.4.3. Candidates applying for a committee or sub-committee shall demonstrate in their application that they have at least 3 out of the 5 competences listed below:

- (a) For each of the Rugby committee and Rugby sub-committees (Women, Sevens, Development, Player Welfare): rugby knowledge, competitions & event management, player-welfare, development, training & education.
- (b) For the Audit & Risk committee: rugby knowledge, audit, risk assessment & management, budgeting, accounting.
- (c) For the Legal & Regulations committee: rugby knowledge, French laws, competition law, commercial law, civil law.
- (d) For the Business committee: rugby knowledge, sponsorship, broadcasting & media rights, fan engagement, ticketing & hospitality.
- (e) For the Disciplinary committee: rugby knowledge, foul-play procedures, misconduct procedures, laws and regulations of the game, training & education.

9.5. Terms

A chairperson of a committee or sub-committee can only serve three (3) terms of four (4) years maximum, consecutive or not.

9.6. Vacancies

9.6.1. When a Member cancels the mandate of his/her representative in a committee or sub-committee, it shall immediately inform the General Secretary of Rugby Europe. A new

committee member will be appointed following the procedure set out in the article titled “The process for the nomination of the chairpersons and members of the committees”.

9.6.2. A committee or sub-committee member/chairperson may resign at any time. He or she shall immediately inform the General Secretary of Rugby Europe. A new committee member will be appointed following the procedures set out in these Bylaws.

9.6.3. When a member/chairperson of a committee or sub-committee is suspended from its administrative function by a Disciplinary Panel following a misconduct disciplinary case, he or she will not be authorised to participate in any committee or sub-committee meeting for the entire duration of his or her sanction. In the eventuality of a suspension exceeding the term of office, he or she will be replaced following the procedures set out in these Bylaws.

9.7. Termination of the mandate of the chairpersons and members

In the event that a chairperson or member of a committee or sub-committee is alleged to be in breach of the duties and responsibilities listed under paragraph 3 of article 9.1, the Board of Directors may decide to terminate the appointment of such chairperson or member. The following procedure shall apply:

(a) The General Secretary will produce a motivated, detailed, and objective report on the duties and responsibilities which have allegedly been breached. It shall contain some clear explanations on why and to which extent the behaviour of such chairperson(s) or member(s) is alleged to be in breach of duties and responsibilities of chairpersons and members. The person alleged to be in breach shall be interviewed by the General Secretary as well as any person who may have been a witness of the alleged breach. The person alleged to be in breach shall be offered the opportunity to file a written statement to express his/her views of the matter. If such a statement is filed, it shall be included in the General Secretary’s report. The General Secretary shall use any external expertise deemed necessary to produce the report.

The report shall be submitted to Board members and the concerned chairperson(s) or member(s) no later than ten (10) days before the next Board meeting.

(b) During the Board meeting, the General Secretary shall present to the Board of Directors the situation and the different elements of the procedure.

(c) Board Members will then deliberate and vote on the proposed termination. The decision from the Board will enter into force at the end of the meeting and should be communicated by the General Secretary to the chairperson(s) or member(s) concerned.

(d) During this entire procedure, all parties shall do their utmost to protect the reputation of the concerned chairperson(s) or member(s) and of Rugby Europe by keeping confidential all documents and elements of the procedure. Failure to comply with this could result in a Misconduct Case.

9.8. Vacancies

In the event of a vacancy pursuant to the termination of the appointment of a chairperson or member in accordance with the dispositions of article 9.7, a new chairperson or member shall be appointed in accordance with article 9.4.

9.9. Ways of working of the committees and operational guidelines are outlined in the official document titled “Ways of working of the committees and sub-committees”.

Article 10. Discipline, ethics and antidoping

10.1. Disciplinary documents ruling disciplinary and ethic matters

Pursuant to the article on the nature and duties of the Disciplinary Committee, disciplinary matters are ruled by different documents:

- (a) The Bylaws.
- (b) The Terms of reference of the Disciplinary Committee.
- (c) Rugby Europe’s Disciplinary Regulations.
- (d) Rugby Europe’s Code of Ethics. It defines the most important core values for behaviour and conduct within Rugby Europe and its affiliates. The conduct of Applicable Persons bound by this Code shall reflect their support of the principles of integrity and ethics and their efforts to refrain from anything that could be harmful to these aims and objectives.

Those documents are available on Rugby Europe’s website.

10.2. Antidoping policy

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

Article 11. Disputes

As a reminder, a Dispute is a disagreement, a claim, or a conflict opposing two or more parties in the context of Rugby Europe, as set out in the following paragraphs; and for which resolution is seek via the Disputes resolution mechanism.

11.1. Scope of a Dispute

- (a) Disputes are limited to Rugby Europe’s jurisdiction. The object of a dispute must therefore be linked to Rugby Europe’s daily operations (competitions, training & education, development...).
- (b) For the avoidance of doubts, the following list of disagreements can’t be the object of a Dispute and can’t therefore be processed via the Disputes resolution mechanism:
 - Disagreements, claims, or conflicts around decisions taken by the General Meeting or the Board of Directors of Rugby Europe;
 - Disagreements, claims, or conflicts arising from topics already ruled on by the Corpus of Rugby Europe Official Documents. In other words, disagreements where a resolution process already exists in the Bylaws, the Disciplinary Regulations or any other official document;
 - Disagreements, claims, or conflicts that by nature fall under the exclusive jurisdiction of civil courts;

- o Disagreements, claims, or conflicts linked to a contract where a dispute resolution mechanism has already been defined and approved by both parties.

11.2. Parties

The following individuals or organisations may be involved into a Dispute:

- (a) The association Rugby Europe;
- (b) One or several Unions in membership of Rugby Europe;
- (c) Any Person who is bound by the Corpus of Rugby Europe Official Documents or by an agreement signed with Rugby Europe.

In the event that the subject of the dispute is connected to one or more parties they can initiate a joint procedure under the Disputes Resolution Mechanism, or, in the same way, they can jointly defend themselves in a procedure promoted by other parties.

If, in the above case, despite the objective connection, the parties initiate separate procedures, they will be automatically united in a single procedure.

11.3. General principles

- (a) For disagreements, claims, or conflicts falling under the scope of a Dispute, and for the listed parties, the use and/or cooperation with the Disputes resolution mechanism is mandatory.
- (b) The disputes resolution mechanism relies on a step of mediation and if not conclusive, on a step of arbitration. Best practices commonly accepted for these two disciplines shall be as far as reasonably possible respected.
- (c) Awards of the arbitration phase are final and binding. Failure to respect them may expose the partie(s) to a procedure of misconduct.
- (d) The dispute resolution mechanism is meant to allow a swift and quiet resolution of the disputes. Parties shall abide by our values of respect, integrity, and discipline; they shall make every endeavour to protect the reputations of the Game and of the parties.
- (e) Costs incurred by the Disputes resolution mechanism shall be borne by the parties. It will be up to the mediator or to the arbitrators to decide on the exact allocation.
- (f) In the silence of this article, for procedural or administrative questions, it is the Legal and Regulations committee who will be competent.

11.4. Disputes resolution mechanism

For disagreements, claims, or conflicts falling under the above definition of a Dispute, the following mechanism will apply:

- (a) Notice of dispute: the disagreeing party submits to Rugby Europe a document containing at least the identification of the parties, a statement on the matter in dispute and the remedy sought.
- (b) Mediation: Under the objective and neutral leadership of the General Secretary of Rugby Europe, discussions are held between the parties to try to settle the dispute and find an agreement.
If preferable, the General Secretary may appoint a neutral mediator.
Every endeavour should be made to conduct this mediation within 60 calendar days.

Mediation will at least consist in two distinct sessions. The first one being an attempt to find a conciliation. And if not successful a second session to start the mediation process. If a party withdraw from mediation or if no agreement can be found, then the parties shall progress to the arbitration phase.

- (c) Arbitration: It is conducted under the supervision of the Legal and Regulations committee by a panel of three arbitrators.

Arbitrators are to be found among subjects, who are not in situations of conflict of interest, who exercise or have exercised the profession of judge or lawyer according to their respective jurisdictions and who have knowledge of the game of rugby and the principles and rules governing it.

The chairperson of the panel is appointed by the Legal and Regulations committee.

The two other arbitrators are nominated by the parties within 15 calendar days from the start of the arbitration, and then formally appointed by the Legal and Regulations Committee after a vetting process.

In case of multiparty arbitration, and unless parties find an agreement to nominate two arbitrators, it is the Legal and Regulations Committee who will nominate the three arbitrators.

Decisions within the Panel are taken according to the rule of majority.

The panel has the power to issue binding awards. For the sake of clarity, this means that in contrast to mediation, a party cannot unilaterally withdraw from arbitration. They must collaborate until the end of the process and respect the awards decided by the panel.

Every endeavour should be made to conduct this arbitration within 90 calendar days.

Article 12. Finances

12.1. Financial year

Rugby Europe's financial year follows the sport calendar year and runs from July 1st to next June 30th.

12.2. Rugby Europe's revenues

Rugby Europe's revenues come from:

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

Article 13. Jurisdiction

Bylaws of Rugby Europe are governed by French Laws and fall within the exclusive jurisdiction of the French Courts subject to the prior exhaustion of the disciplinary and/or dispute resolution processes set out in the Bylaws themselves.

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

Article 14. Other provision**14.1. Olympic Charter**

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

14.2. Awards**14.2.1. Rationale**

A number of awards shall be granted to Members, officials, referees, players and any other person having directly or indirectly participated in Rugby Europe activities and contributed to European Rugby development in recognition of such actions or services.

14.2.2. Proposals

Proposals to award medals and nominations shall be notified in writing to the Secretariat of Rugby Europe by Members or the members of Rugby Europe Governing Bodies no later than three (3) weeks before the General Meeting.

Such proposals shall set out the nomination grounds for the proposed Member or person pursuant but with no mention of the anticipated award.

14.2.3. Decisions

The General Secretary shall make a definitive list of the Medals to be awarded.

14.2.4. Awards ceremony

Awards shall be made at the end of Rugby Europe General Meeting. The awards are as follows:

- (a) Up to one (1) Gold Medal.
- (b) Up to three (3) Silver Medals.
- (c) Up to six (6) Bronze Medals.

14.2.5. Honorary Titles

Rugby Europe also awards the following honorary titles:

- (a) Honorary President.
- (b) Honorary Vice President.
- (c) Honorary Member.

14.3. Amendment of the Bylaws

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

14.3.2. The agenda together with the proposed amendment of the Bylaws shall be sent to the Members of Rugby Europe at the latest one (1) month before the General Meeting is held. The General Meeting may amend the Bylaws only if the proposal is accepted by two thirds (2/3) of the votes of all the Members in good standing present or represented by proxy at the General Meeting.

14.3.3. These Bylaws and any amendments enter into force on the date of their approval by the General Meeting.

14.4. Liquidation

The liquidation of Rugby Europe may be pronounced only in General Meeting, convened especially for the purpose of liquidation and deciding with the quorum and majority foreseen in these Bylaws.

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

14.5. Interpretation of the Bylaws

The Bylaws of Rugby Europe are drafted in the official languages of Rugby Europe being French and English. In the event of a difference of interpretation between the French version and the English version, the French version shall prevail.

14.6. Litigation related to the interpretation of the Bylaws

In the event of any issue arising at any time concerning any matter not provided for in these Bylaws, or concerning their interpretation, the Legal and Regulations Committee shall be requested to propose a recommendation to the Board of Directors.

It will then be a competency of the Board of Directors to accept the recommendation or to decide otherwise.

The decision of the Board of Directors could be Appealed. In that eventuality, it is the General Meeting that will be competent to judge the Appeal.

Notwithstanding the foregoing, World Rugby shall be the final appellate body.

This version of the Bylaws was approved by the General Meeting on November 8, 2024