

CONSTITUTION OF RUGBY AFRIQUE

PREAMBLE

The name of this body corporate is **Rugby Afrique (previously known as the Confederation of African Rugby)**

It has been established as an Association by member Unions to promote, foster, develop and extend the Game of Rugby throughout all parts of Africa.

The body corporate shall have its registered office at:

BP 318 EL Menzah 1004 Tunis - Tunisie
Maison des Fédérations, Cité Olympique 1003 Tunis - Tunisie
Tunis 1004
TUNISIA

BY-LAW 1 DEFINITIONS

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

Association means Rugby Afrique recognised by World Rugby and elected to be a member of the Board by a majority of at least three quarters of the Council.

Anglophone means those countries in Africa for whom English is a national and/or widely-spoken language as set out in **APPENDIX ONE**.

Francophone means those countries in Africa for whom French is a national and/or widely-spoken language as set out in **APPENDIX ONE**.

Board means World Rugby.

By-Laws means these by-laws adopted by the Association and in force from time to time ("**World Rugby By-Laws**" shall mean the by-laws adopted by the Board and in force from time to time).

Constitution means this document as in force from time to time including, without limitation, the By-Laws.

Council means the Board's Council which comprises Representatives of various national rugby unions and associations appointed as provided in the World Rugby By-Laws and is the body that has the ultimate and supreme legislative authority in respect of the affairs of the Board. The powers of the Council are set out in World Rugby By-Law 9.4.

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Executive Committee (EXCO) means the committee appointed by the General Meeting in accordance with By-Law 8 with responsibility for framing and overseeing implementation of the Association's strategic plan and application of policy decisions. The roles, powers and responsibilities of the EXCO are set out in By-Law 8.

EXCO Member means an Ordinary Member (save in the case of the Officers) who is elected to the Executive Committee pursuant to By-Law 8 hereof. For the avoidance of doubt, save for the Officers, EXCO Members shall be entitled to retain that status for the duration of their mandate of four (4) years even if they are not the Ordinary Members of their Union. EXCO Members (save for the President in the specific circumstances as set out in By-Law 6) shall in all instances have one vote each only, whether acting in their capacity as EXCO Member or where they are the designated Ordinary Member by their Union to vote at General Meetings.

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

General Meeting means a meeting of the Ordinary Members of the Unions in accordance with By-Law 6 (in the case of Annual General Meetings) or Bye-Law 7 (in the case of Extraordinary General Meetings).

High Performance Union means a Union designated by Council and/or the CEO of the Board as a High Performance Union as contemplated by Regulation 16.

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

World Rugby means the association of Unions or Associations in membership of the Board in accordance with the World Rugby By-Laws.

World Rugby Funds means any money, manpower, equipment, property, securities or facility provided by or on behalf of the Board to the Association.

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

World Rugby Trust means the trust fund administered by the Board for the purposes of development of the Game of Rugby Union

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

Meeting Session means an official meeting of Rugby Afrique which takes place over one or more days and which shall contain an EGM and / or AGM

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

Officers mean the president (the "President"), the vice-president (the "Vice-President"), the Secretary and the Treasurer. ("**Office(s)**") shall mean the office held by an Officer.) The Officers shall be automatically EXCO Members and have the right to attend General Meetings and all other meetings of the Association.

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Ordinary Member means a person nominated in writing to the Secretary by a member Union, provided that such member Union has paid all of its membership fees due to the Association as at the material time, on an annual basis no later than 31 March to be that Union's representative to the Association. In the event that a member Union has not paid all of its membership fees due to the Association at the material time the Ordinary Members of that Union shall be temporarily suspended from all official business of the Association until such time as their Union's membership fee payments to the Association are made. A Union can decide at any time to nominate a different Ordinary Member by notifying the Secretary of the Association in writing.

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

Quorum means the minimum number of entitled members who must be present for a body to transact business or take a vote, not less than 50%.

Regulations mean World Rugby Regulations relating to the Game and General Regulations binding on all Unions and Associations and which have already been passed by the Council or which may hereafter be passed by the Council.

Secretary means the secretary of the Association from time to time.

Treasurer means the treasurer of the Association from time to time.

Union means every national rugby union for the time being in full or associate membership of the Association provided that such Union has paid all of its membership fees due to the Association at the material time. For the avoidance of doubt, any Union which has not paid all of its membership fees due to the Association at the material time shall be temporarily suspended from all official business and activities, including without limitation, attendance at and/or hosting of and/or voting at and/or calling of meetings (they may still receive notice of meetings) and participation in and/or hosting of Matches and/or tournaments, of or pertaining to the Association until such time as the Union's membership fee payments to the Association are made. ("**World Rugby Member Union**" means a Union in full or associate membership of the Board.)

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

BY-LAW 2 MANAGEMENT AND CONTROL OF THE ASSOCIATION

- 2.1 The General Meeting has the ultimate and supreme legislative authority in respect of the affairs of the Association which it shall exercise in accordance with these By-Laws. The EXCO is responsible for formulating and overseeing implementation of the Association's strategic plan and application of policy decisions in accordance with the provisions of these By-Laws.
- 2.2 Funds, securities and other property belonging to or at the disposal of the Association may be invested in any property or class of security or securities without any restriction whatsoever

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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 General Meeting or the EXCO.

The nominees or nominee company (as the case may be) shall have the custody of all securities and documents of title relating to the investments but such investments nevertheless remain at the disposal of the Association acting by the General Meeting or the EXCO (as the case may be). In the specific case of World Rugby Funds the investment and/or use thereof shall be subject always to prior Board approval in writing (as the case may be).

- 2.3 Without limiting the generality of the foregoing the Association acting by the General Meeting (or the EXCO to the extent permitted by these By-Laws) 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.
- 2.4 The General Meeting or the EXCO (to the extent permitted by these By-Laws) shall have power (subject to written approval of the Board) on behalf of the Association to raise or borrow any sum or sums of money with or without security for any purpose which it considers necessary to further the objects of the Association and to secure the repayment of the same by mortgaging or charging any of the Association's property.
- 2.5 The EXCO may appoint one or more of its members or any nominee company to act in legal proceedings in the name of and on behalf of the Association on such terms (whether as to costs or otherwise) as the General Meeting may determine.

BY-LAW 3 OBJECTIVES AND FUNCTIONS OF THE ASSOCIATION

- 3.1 Promoting, fostering, developing and extending the Game within the jurisdiction of the Association in accordance with these By-Laws.
- 3.2 Monitoring and assisting with the implementation and compliance with the World Rugby By-Laws, the World Rugby Regulations and the Laws of the Game and notifying the World Rugby of any breach of same.
- 3.3 Applying the appropriate disputes resolution procedure with regard to deciding and/or settling in the first instance matters or disputes between Unions relating to the playing of matches under the jurisdiction of the Association or other matters pertaining to the Association. Dispute resolution shall be governed by the Laws of England [save that where disputes arise solely between Francophone Unions then Tunisian Law will apply in the first instance]. Any disputes on the interpretation of this Constitution and By-Laws shall be governed by the Laws of Tunisia as the country of original registration of Rugby Afrique.
- 3.4 To co-ordinate activities subject to the agreement of the Board, resources (outside of High Performance Unions and tournaments directly organised by the Board) and, in accordance with Regulation 16, to ensure a programme of matches, tours and tournaments for National Representative Teams (of all forms of the Game) of all Unions.
- 3.5 Not to do anything which is likely to intimidate, offend, insult or humiliate any Person on the grounds or their religion, race, colour, sexual orientation, political ideas, gender or ethnic or national origin.

BY-LAW 4 PARTICIPATION IN THE GAME

- 4.1 The Game is an open game where Persons may receive material benefit notwithstanding that for the majority of Persons the Game will remain a non-vocational leisure activity.

BY-LAW 5 MEMBERSHIPS

- 5.1 Membership of the Association shall be for national rugby unions within the agreed jurisdiction of the Association, being the continent of Africa including its surrounding oceanic islands, and any other national rugby union with the express consent of the Board. For the avoidance of doubt, a national rugby union must be the governing body of the game of rugby union in a country which is either a member state of the United Nations or a country with a National Olympic Committee recognised by the International Olympic Committee.

- 5.2 Any national rugby union which has confirmed recognition of the union as the national governing body of rugby by the National Olympic Committee or by the Sports Council or Ministry of Sport or equivalent of the country of the union may submit an application to the Association that should contain, without limitation, the following information:

- a) A general and detailed presentation of that union's rugby practice, background and the present and future rugby development strategy.
- b) The playing numbers for all age categories, the number of clubs, referees, officers, competitions, championships and tournaments organisation, competitions results and international exchanges.
- c) The union's by-laws and organisation chart, its committee composition as well as its judicial statutes, its operational and affiliation procedures, its financial and budgetary statements for that year.
- d) A detailed analysis of the union's needs and its provisional budget.
- e) A description of the affiliated players insurance (if any).
- f) Any other information that may be deemed necessary for Association Membership

- 5.3 Membership Pathway: Unions must follow the pathway set out below in order to be eligible for consideration for membership of the Association:

- a) Unions must apply for associate membership of the Association in the first instance.
- b) After a Union has been an associate member for one year the Union can apply for full membership of the Association.
- c) Full Membership of the Association will be considered if the Union has progressed in accordance with the key performance indicators which will include but not be limited to compliance with the Constitution and By-Laws of the Association, provision of the Union's general meeting minutes, copies of financial statements and evidence of a fifteen-a-side competition.
- d) Unions in full membership of the Association must comply with criteria to be a World Rugby Associate Member Union, as set out in **APPENDIX ONE**.
- e) The Board must be notified six months in advance of the election to full member Union status of the Association.

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- f) Once elected a full member of the Association the Union must serve for a period of one year prior to applying to the Board for World Rugby Associate Membership.
- 5.4 Membership fees for the Association are set by EXCO and are payable annually to the Association by no later than 31 March.

BY-LAW 6 THE GENERAL MEETING

- 6.1 The Association shall hold a General Meeting every two years. Notwithstanding the foregoing, no more than twenty-seven months shall elapse between General Meetings. The EXCO shall determine the venue for the General Meeting. The General Meeting shall be hosted by a Union.
- 6.2 Notice of General Meetings shall be submitted to entitled attendees plus the Board in writing not less than three (3) months prior to the meeting.
- 6.3 The General Meeting shall be held in accordance with the following provisions:

6.3.1 Notice of Meetings

At least three (3) months' notice of the date of the General Meeting shall be given to the Unions and their Ordinary Members. Supporting papers for any decisions to be made, as well as at least the following papers (either electronically or in hard copy) shall also be circulated to Unions and the Ordinary Members as far in advance of the General Meeting as practically possible:

- a) The updated list of the fully paid-up Unions
- b) The names of Ordinary Members appointed to represent their Unions
- c) The list of the EXCO Members and the lists of the members of the Association committees and other advisory and working parties
- d) A report on activities since the last meeting
- e) The competition results
- f) The financial report
- g) The auditor's report
- h) Elections: Details of who has proposed and seconded the candidates for election shall be provided to the Association at least fourteen (14) calendar days in advance of the General Meeting and must include details of the date of nomination and the forum in which the nomination was approved by the relevant Union.
- i) Membership applications from applicant national rugby unions
- j) The list of candidates nominated for election to be held at the General Meeting (notwithstanding the foregoing, in order for an election to take place this list shall be circulated no later than ten (10) calendar days in advance of the General Meeting and shall include the details provided in H above)
- k) The development report and, as far as practically possible, any relevant papers for the planning, competitions schedules, workshops and meetings programme for the ensuing season
- l) The committees' reports
- m) And in general any relevant papers for decisions during the General Meetings.

6.3.2 General Meeting Agenda

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The Order of Business of a General Meeting shall contain the following business:

- a) The Secretary shall count the attendees and the number of vote(s) for each Union. This list shall mention the attending Unions and confirm the quorum. No business shall be transacted at any General Meeting unless a quorum of Unions in full membership of the Association is present.
- b) Two scrutinisers shall be elected from the Ordinary Members.
- c) The incumbent President shall act as the Chairman of the General Meeting with the exception of the election of Officers and Committees (if a candidate for any post). If the President is not in attendance the Vice President will chair the meeting. In the event that neither the President nor Vice President is in attendance the EXCO shall appoint a Chairman from its ranks. If the EXCO is not in quorum at the General Meeting, the Unions in full Membership of the Association and whose representatives are present and entitled to vote at the General Meeting shall appoint a Chairman by majority vote.
- d) The Secretary shall provide a report on the activities of the Association.
- e) The financial report including the balance sheet and the account for the past accounting year and any relevant paper necessary for approval shall be presented.
- f) The auditors' report shall be presented.
- g) The General Meeting shall vote on the auditor's certificate of correct record.
- h) The General Meeting shall receive reports on projects undertaken on behalf of the Association.
- i) Election of EXCO if required.
- j) Review of application for membership of the new federations.
- k) Other business

6.3.3 Voting Process

- a) At any General Meeting any voting shall be decided by show of hands (save where a secret ballot is requested pursuant to (b) below) by a simple majority of the Ordinary Members present and entitled to vote. The quorum required in order to proceed with a vote is 50% of Unions in full Membership of the Association present and entitled to vote at the General Meeting.
- b) The Chairman shall arrange a vote by secret ballot, under the scrutinisers' supervision, for any case he may deem necessary or where requested by the majority of the Ordinary Members present and entitled to vote at the General Meeting.
- c) Voting by proxy shall be permitted in exceptional circumstances and is subject to the following conditions:
 - a. Proxies must be nominated in writing five (5) days in advance of the meeting session.
 - b. Proxies can only be exercised once - if a Union is unable to attend two meeting sessions in a row then the proxy cannot be used for the second or any subsequent meeting sessions. The right of Proxy can only be exercised again when the Union has attended in person a subsequent meeting session.
 - c. Proxies can only be held by Ordinary Members and each Ordinary Member may only hold one Proxy at any meeting session.

6.3.4 Right to Vote at the General Meeting

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- 6.3.4.1 Each fully paid up Union of the Association shall have one vote.
- 6.3.4.2 Each Union shall designate two Ordinary Members to attend the General Meeting. At the General Meeting, only one of these two Ordinary Members shall be entitled to vote. The Union shall advise the Secretary in writing in advance of the General Meeting (ordinarily 30 days in advance of the meeting) of the identity of the Ordinary Member who shall be entitled to vote on behalf of the Union at the meeting. Part of such Ordinary Member's travel and accommodation costs will be covered by the Association.
- 6.3.4.3 The Officers of the Association shall not have a vote. The President shall have a casting vote only.
- 6.3.4.4 EXCO Members may only vote if they have met the conditions set out in By-Law 6.3.4.2.
- 6.3.4.5 **Decisions of the General Meeting**
The decisions determined during any General Meeting shall ordinarily come into force with immediate effect and no later than three months after the relevant minute is signed by the authorised person(s). The General Meeting may determine the date a decision shall come into force case by case.
- 6.3.4.6 **Minutes of the General Meeting**
A record of the meetings shall be kept by the Secretary who shall send a copy of the minutes in a timely fashion to member Unions of the Association and the Board.

The minutes of a General Meeting shall be signed by the President and the Secretary at the next meeting.

6.4 All Association committees shall meet during the said General Meeting.

6.5 The Association accepts and agrees to organize meetings, as follows:

- a) Meetings shall be held in appropriate meeting rooms including adequate seating for delegates and audio visual facilities as required.
- b) Appropriate hotel accommodation for one delegate from each Union shall be arranged.
- c) Appropriate administrative support shall be available to delegates.
- d) Full papers containing official programme and any relevant information for attending participants shall be prepared. These shall ordinarily be circulated to members and Board thirty days prior to the meeting.
- e) Translation services shall be provided.

BY-LAW 7 EXTRAORDINARY GENERAL MEETING

7.1 An Extraordinary General Meeting of the Association may be called for any purpose, when

- a) so directed by three quarters of all full member Unions of the Association entitled to attend and vote at a General Meeting or

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- b) by the written request of three quarters of all full member Unions of the Association or
 - c) by the EXCO, and subject in the case of (c) to obtaining the approval in writing of the Board.
- 7.2 The President of the Association or an EXCO Member shall be obliged pursuant to Bye-Law 7.1 to notify the Board of the intention to hold an Extraordinary General Meeting within 48 hours of the call for the Extraordinary General Meeting. A copy of the agenda items, date and venue for such a meeting shall accompany this notice or shall be provided as soon as reasonably practicable.
- 7.3 The purpose for which an Extraordinary General Meeting is convened shall be notified by the Association to every Union at least six weeks prior to the date fixed for the Extraordinary General Meeting.
- 7.4 The voting provisions for an Extraordinary General Meeting shall be the same as those set out in 6.3.3
- 7.5 In circumstances of extreme urgency the General Meeting (only) may agree if so directed by three quarters of all full member Unions present and entitled to vote at the General Meeting that a shorter period of notice than that specified in By-Law 7.3 may be given.
- 7.6 The short notice provisions relating to the calling of an Extraordinary General Meeting may not be used in the case of an Extraordinary General Meeting being called for the purpose of considering an amendment to these By-Laws. In such case six weeks' notice must be provided.

BY-LAW 8 THE EXECUTIVE COMMITTEE

- 8.1 The Association shall elect an Executive Committee (EXCO) comprising at least five (5) and no more than nine (9) EXCO Members consisting of the Officers and no more than five Ordinary Members elected by the General Meeting. No Union shall have more than one EXCO Member.
- 8.2 In addition to the Officers, the remaining EXCO Members shall be elected from the Ordinary Members of Unions in full membership of the Association subject to nomination as set out in By-Law 8.3.1.
- 8.3 Elections and Terms of office of the Executive Committee
- 8.3.1 The Secretary shall contact Unions in full membership of the Association for election nominations of Officers and EXCO Members prior to any General Meeting and Unions may submit in writing their nominations no later than fourteen (14) calendar days in advance of the General Meeting. The nomination shall contain at least the following information:
- Nominee
 - Position applied for
 - Details of who has proposed and seconded the nominee's nomination
 - Details of the date of nomination and the forum of the Union in which the nomination was approved.
- 8.3.2 The Officers and EXCO Members will be elected by the General Meeting

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8.3.3 The Association shall elect a President who may serve for a term of four (4) years and may be nominated as set out in By-Law 8.3.1 to seek election for one (1) further term of four (4) years. The President will also be the representative of the Association on Council notwithstanding that, at his discretion, he may appoint one of the EXCO Members to perform this role. Upon election, the President shall relinquish any office or post held in a Union within six (6) months.

8.3.4 The Association shall elect a Vice-President who may serve for a term of four (4) years and may be nominated as set out in By-Law 8.3.1 to seek election for one (1) further term of four (4) years. Upon election, the Vice-President shall relinquish any office or post held in a Union within six (6) months.

Where the President is from a Francophone country, the Vice-President shall be from an Anglophone country and vice versa.

8.3.5 The Association shall elect a Treasurer who may serve for a term of four years and may be nominated as set out in Bye-Law 8.3.1 to seek election for one (1) further term of four (4) years. Upon election, the Treasurer shall relinquish any office or post held in a member Union within six (6) months.

8.3.6 The Association shall elect a Secretary who shall be nominated and supported by the South African Rugby Union and who may serve for a term of four years and may be nominated as set out in By-Law 8.3.1 to seek election for one (1) further term of four (4) years.

If the General Meeting rejects the nomination of the South African Rugby Union by a two thirds majority of those present and entitled to vote nomination shall be accepted from the floor. Each candidate nominated from the floor shall require to be proposed and seconded by Ordinary Members.

8.3.7 No Person may hold more than one of the Offices set out in By-Laws in 8.3.2 to 8.3.6.

8.4 The Officers shall sign and act in compliance with the World Rugby Code of Conduct as set out in Regulation 20 from time to time and all applicable laws and in accordance with corporate best practice.

8.5 The President, Vice-President, the Secretary and the Treasurer shall have the right to sign for the Association.

8.6 The request for payments orders shall be signed by or confirmed electronically by the President and any one of the other officers in accordance with the financial protocols of the Association.

8.7 Decisions shall be signed by the President jointly with either the Vice-President, Secretary or the Treasurer.

8.8 If one of the EXCO Members ceases to hold office for any reason the EXCO shall fill the position from the list of Ordinary Members until the next General Meeting. Any EXCO Member

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absent without leave from three consecutive EXCO meetings shall be deemed to have forfeited the seat.

8.9 No EXCO Member shall be removed or suspended from office except by a three quarter majority of those present and entitled to vote recorded at a General Meeting. The EXCO Secretary must give not less than three weeks' notice to the concerned EXCO Member of the meeting at which a motion for removal is to be considered.

8.10 Meetings of the Executive Committee

8.10.1 Notice of EXCO meetings shall be submitted to entitled attendees plus the Board in writing not less than three months (save in emergency circumstances) prior to the meeting. Accompanying the notice shall be the proposed agenda, budget for the meeting and venue confirmation.

8.10.2 In addition a representative of the Board (at the Board's election) shall be without exception permitted to attend all meetings (for full duration) of the EXCO. The EXCO shall meet (in person or by teleconference) on at least two occasions in any twelve month period.

8.10.3 In addition to the representative of the Board the Board shall be entitled to have a non-voting representative at any EXCO meeting held.

8.10.4 The President may at all meetings of the Exco, request the presence of all persons that may enlighten the Exco, on particular points.

8.10.5 Notice of Meeting

The procedures for the notice of EXCO meetings are as set out in By-Law. A copy of the Agenda with the main matters to be addressed during the relevant EXCO meeting shall accompany the notice of meeting.

8.10.6 EXCO Meeting Agenda

8.10.6.1 The incumbent President shall act as the Chairman of the EXCO subject to By-Law 8.10.6.2.a below ("the Chairman").

8.10.6.2 The following order of business shall be followed at EXCO:

- a) The Chairman, or in his absence, the Vice President, or if both are absent, a nominee from EXCO, shall act as Chairman of the EXCO.
- b) A list of attending members shall be taken.
- c) Apologies for absence shall be noted.
- d) Other persons invited to attend the EXCO meeting shall be noted
- e) The quorum shall be more than 50% of the EXCO members. No business shall be transacted at any EXCO meeting unless a quorum of officers entitled to attend is present.
- f) In the case of an EXCO member wishing to alter the Agenda or place a new item on the Agenda, such member shall notify in writing the Secretary before the commencement of the relevant meeting. The Chairman may place such new item on the Agenda otherwise it may be dealt with under the section *Any Other Business*.

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8.11 Powers of the Executive Committee

The EXCO shall have power to consider the following matters as required:

- a) Approval of the previous EXCO meeting's minutes
- b) The formulation, in conjunction with Unions and the Board, of the Association's strategic plan to achieve the vision, mission and goals of the Association and the Board
- c) The approval of the annual business plan and budgets
- d) The monitoring of the implementation of the strategic plan and annual business plan, operational plan and budgets of the Association and assessment of performance against key performance indicators.
- e) The formulation and co-ordination of the work of any Committees of the Association.
The EXCO shall appoint members to any Committee by majority vote, including at least one EXCO member to any formulated Committee.
- f) The formulation and implementation of good corporate governance principles and practices
- g) Ensuring that there is a sound system of internal control and risk management policy and process in place to identify and manage risk
- h) Between General Meetings to deal with matters of an urgent nature that would ordinarily be dealt with by a General Meeting
- i) Subject to paragraph (h) above to discharge such other responsibilities that do not fall within the constitutional, legal or statutory jurisdiction of the General Meeting or other person/entity under the By-Laws required to ensure the effective management and operation of the Association.
- j) To receive and recommend to the General Meeting the audited accounts of the Association
- k) Suspend from membership of the Association or inflict other appropriate punishment for infringement by any member Union of any Rule, Regulation or By-Law of the Association or for any conduct which in the opinion of the EXCO is prejudicial to the interests of the Association, so long as By-Law 13.1 concerning misconduct, sanctions and appeals is followed.

8.12. Voting

8.12.1 Subject to the provisions of these articles, the EXCO may regulate its meetings as it sees fit. Matters arising at a meeting shall be decided by a majority of votes, so long as a quorum is present. In case of an equality of votes, the Chairman shall have a second or casting vote.

8.12.2 All persons entitled to vote at any EXCO Meeting shall have one vote each, subject to By-Law 8.12.1 in relation to the Chairman's casting or second vote only. Voting may be by ballot, if it is desired by any member present.

8.12.3 Decisions

The decisions determined during any EXCO Meeting shall ordinarily come into force with immediate effect and no later than three months after the relevant minute is signed by the President and Secretary of the Association. The EXCO Meeting may determine the date a decision shall come into force case by case.

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8.13 Report of Executive Committee

A record of the meetings shall be kept by the Secretary who shall send a copy of the minutes in a timely fashion to all Unions and the Board.

The report of EXCO meetings shall be signed by the President and Secretary at the next meeting.

The reports of other Committees meetings shall be signed by the Chairperson or the person nominated as the supervising official.

Reports of all meetings must be sent to the Board within thirty days of the conclusion of the meeting.

- 8.14 Every EXCO Member for the time being and his executors and administrators shall be entitled to be indemnified out of the assets of the Association from and against all actions, claims, demands, costs, losses, damages and expenses which he shall or may incur or sustain by reason or on account of any obligation undertaken by him on behalf of the Association in his capacity as such EXCO Member or by reason or on account of any liability incurred by him in his capacity as such EXCO Member, provided always in the case of a liability incurred in his capacity as an EXCO Member that such liability was not incurred through his own fraud or wilful default.

9. BY-LAW RESPONSIBILITIES

- 9.1 The Association shall ensure that all Officers, EXCO Members and Unions fully comply with World Rugby By-Laws and Regulations.

- 9.2 The Association shall ensure that no Officer, EXCO Member or Union instigates any action (legal or otherwise) on behalf of the Association that has not been recorded and approved at an EXCO meeting.

- 9.3 According to a strategic development plan (developed by Unions and approved by a General Meeting) to be agreed with and in consultation with the Board, the Association shall be responsible for promoting and developing rugby in the jurisdiction of the Association and particularly:

- a) To effectively represent the Association to the Board.
- b) To provide beneficial and effective administration and leadership within the Association.
- c) To endeavour to implement and promote competitions appropriate to the circumstances of the Association and its membership.
- d) To ensure workshops and meetings for coaches and referees
- e) To ensure that there is training and competitions for young players in accordance with the Board's training policy as in force from time to time.
- f) To ensure that there is technical and administrative assistance to Unions for Game development (men & women).
- g) To ensure that there are other activities agreed by the Board.

BY-LAW 10 SUPPORT

- 10.1 The Board will employ in consultation with the Association an appropriate number of personnel to work with the Association. The functions of Board personnel shall include but not be limited to assistance to the Association with:
- a) Development
 - b) Competitions
 - c) Association administration
 - d) Disbursement and monitoring of World Rugby Funding
 - e) Strategic investment monitoring
 - f) Union reviews
 - g) Liaison between the Association and the Board
- 10.2 The employee(s) will report to the Board and will work with the Association so as to deliver the objectives of the strategic development plan.
- 10.3 The Association may apply to the World Rugby Trust for funding to enable it to discharge its functions efficiently. The World Rugby Trust reserves the right to review and amend its obligations in this regard without notice.
- 10.4 Any Financial Support may be provided in the form of:
- a) An administration grant
 - b) Funding towards competitions
 - c) Funding, as appropriate, for specific development projects and events.
- 10.5 The amount of apportionment of financial support, if any, will be confirmed annually by the Board following full consultation with the Association and having regard to the strategic development plan and general intention to support programmes and competitions on a regular basis where resources permit.

BY-LAW 11 ASSOCIATION ADVICE

- 11.1 The Board will seek advice and information from the Association in considering applications from Unions for grants from the World Rugby Trust.
- 11.2 The Association will inform itself as to the needs, performance and status of its Member Unions so that it can provide the Board with an informed opinion and assessment for the purposes of the advice to be given to the World Rugby Trust.

BY-LAW 12 REPRESENTATION

- 12.1 The Association shall be represented on the Council by the President of the Association in accordance with the World Rugby By-Laws and these By-Laws, subject to By-Law 8.3.2.

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12.2 The Board shall be entitled to be represented and participate at all meetings of the Association.

BY-LAW 13 DISCIPLINE AND MISCONDUCT

13.1 The Association shall establish a Judicial and Disciplinary Committee Disciplinary Panel in accordance with the terms of reference set out in Appendix Three to administer and implement Regulations 17, 18 and 20 and any other matters referred to them by the Executive Committee and otherwise to fulfil the functions as set out in Appendix Three.

13.2 The Judicial and Disciplinary Committee will be formed by four (4) members including a Chairman, all duly qualified and designated by the Executive Committee of the Association by a majority vote. At least one the committee's member must be a member of the Executive Committee of the Association in accordance with article 8.11.e of this Constitution.

13.3 All disciplinary, misconduct and other regulatory cases, including application of sanctions and appeal processes, shall be conducted in accordance with the Regulations under the auspices of the Disciplinary Committee by appointed members of the Disciplinary Panel.

BY-LAW 14 INTERPRETATION

14.1 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 By-Laws, the Board's CEO shall be requested to determine the matter in accordance with the Regulations, as applicable.

14.2 These By-Laws shall in all respects, other than the disputes resolution in By-Law 3.3, be governed by and construed in accordance with the laws of Tunisia.

14.3 The Association may have appropriate official languages but shall communicate with the Board in accordance with World Rugby By-Law 11(c).

BY-LAW 15 AMENDMENTS TO THE CONSTITUTION

15.1 Amendments to the Constitution may be considered at an Annual General Meeting ("AGM") or and Extraordinary General Meeting ("EGM") specifically called for the purpose of amending the Constitution.

15.2 Proposals to amend the Constitution must be circulated in writing to all Member Unions of the Association and the Board six weeks in advance of the date of the AGM or EGM.

15.3 An AGM or EGM considering any duly submitted proposals to alter the Constitution may modify, alter and amend such proposals provided that a three quarter majority of the representatives present and entitled to vote at the AGM or EGM has been obtained and such altered or amended proposals shall thereafter be incorporated into the Constitution.

15.4 A simple majority of the Ordinary Members present and entitled to vote shall be required for individual alterations to be made to the proposed amendments.

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- 15.5 A final vote on the proposed amendments to the Constitution shall require a three quarter majority of the representatives present and entitled to vote.
- 15.6 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, this will be considered as an abstention.
- 15.7 The short notice provisions relating to the calling of an Extraordinary General Meeting may not be used in the case of an EGM being called for the purpose of considering an amendment to the Constitution. In such case, six weeks' notice must be provided.

IN WITNESS WHEREOF, WE THE PRESIDENT AND SECRETARY OF THIS ASSOCIATION HAVE SET OUR HANDS ON THIS CONSTITUTION, ORIGINALLY RATIFIED IN CASABLANCA, MORROCCO IN (September 2/2006), AND AMENDED IN DAKAR,SENEGAL (October 25/2008); IN ACCRA, GHANA (December 11 /2010); IN PORT ELIZABETH, SOUTH AFRICA) (December 8/2012), AND MOST RECENTLY IN MARCOUSSIS (France) (December 13/2014)

This December 13 of 2014...

1. Signed by the said (President's name)

Before me:

Signature:

Address:

Designation:

2. Signed by the said (Secretary's name)

Before me:

Signature:

Address:

Designation:

On behalf of member Unions:

Full Member Unions:
(Complete List, including entry years)

Associate Member Unions:
(Complete list, including entry years)

APPENDIX ONE - Members of Rugby Afrique

Rugby Afrique Members

Anglophone

1. Botswana
2. Ghana
3. Kenya
4. Lesotho
5. Mauritius
6. Namibia
7. Nigeria
8. South Africa
9. Swaziland
10. Tanzania
11. Uganda
12. Zambia
13. Zimbabwe

Francophone

1. Algeria
2. Benin
3. Burkina Faso
4. Burundi
5. Cameroon
6. Chad
7. Cote d'Ivoire
8. Democratic Republic of Congo
9. Gabon
10. Madagascar
11. Mali
12. Mauritania
13. Morocco
14. Niger
15. Rwanda
16. Senegal
17. Togo
18. Tunisia

Rugby Afrique Associate Members

1. Central Africa
2. Congo Brazaville
3. Egypt
4. Guinea
5. Libya

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6. Malawi
7. Seychelles
8. Sierra Leone

Note for information – World Rugby Regulation 9 Hemispheric split of Rugby Afrique Unions

Rugby Afrique - Northern Hemisphere Unions as follows:

**Algeria
Benin
Burkina Faso
Burundi
Cameroon
Central Africa
Chad
Congo Brazzaville
Democratic Republic of Congo
Egypt
Gabon
Ghana
Guinea
Ivory Coast
Kenya
Libya
Mali
Mauritania
Morocco
Niger
Nigeria
Senegal
Sierra Leone
Togo
Tunisia**

Rugby Afrique - Southern Hemisphere Unions as follows:

**Botswana
Lesotho
Madagascar
Malawi
Mauritius
Namibia
Rwanda
Seychelles
South Africa
Swaziland
Tanzania**

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Uganda

Zambia

Zimbabwe

APPENDIX TWO – World Rugby Associate Membership Criteria

To be considered for World Rugby Associate Membership a Union must:

- Be a member of the Association for two years (One year as an Associate Member / One year as a Full Member)
- Be the controlling body with its own constitution that has authority to exercise independent control of the Game within its jurisdiction.
- Provide details of Union Officers and control of all associated entities.
- Conform in all regards to World Rugby By-Laws, Regulations relating to the Game, General Regulations and the Laws of the Game. Unions must also adopt World Rugby Anti-Doping Regulations which are World Anti-Doping Agency compliant.
- Provide details of the number of players (various age group categories) clubs etc.
- Provide a declaration of opposition to any discrimination on the grounds of race, national or social origin, sex, politics, religion or creed.
- Provide documentation confirming recognition of the Union as the national governing body of Rugby by the National Olympic Committee or by the Sports Council or Ministry of Sport of the country of the Union.
- Provide Minutes of last two Annual General Meetings.
- Provide last two Financial Statements.
- Have a basic development programme in place agreed with the World Rugby General/Regional Development Manager (copy to be provided)
- Have an annual domestic fifteen-a-side competition with a minimum of four teams participating.

Associate Members are entitled to:

Participate in competitions on a qualified basis, to be decided by the Association in consultation with the Board which does not include Rugby World Cup tournaments.

Attendance at the Board's biennial General Assembly in a non-voting capacity

- Please note that no direct World Rugby Development Funding will be provided to World Rugby Associate Members (funding will be supplied to Associations to assist in development of associate members of the Board)

APPENDIX THREE - Terms of Reference for Judicial and Disciplinary Committee and Disciplinary Panel

Judicial and Disciplinary Committee objectives:

- To ensure compliance and consistency within the Association of all of its obligations under:
 - a. Regulation 17 relating to Foul Play; and
 - b. Regulation 18 relating to Disciplinary and Judicial Matters; and
 - c. Regulation 20 relating to Code of Conduct and Misconduct; and
 - d. Any other relevant Regulations and/or regulations or rules of the Association.
- To establish an independent Disciplinary Panel for the Association comprising sufficient numbers of Judicial Officers, Citing Commissioners, Appeal Officers, members of Appeal Committees and members of Disputes and other Regulatory Committees;
- To appoint personnel from that Disciplinary Panel to manage and/or implement Regulations 17, 18 and 20 (and any other matters as relevant) in the capacity of Judicial Officers, Citing Commissioners, Appeal Officers, members of Appeal Committees and members of any other Regulatory Committees, as relevant, at the Association's tournaments and any other events or matters where the Association has, accepts or is granted, jurisdiction (collectively, "Association Events");
- To provide support, guidance and training for the ongoing development of members of the Association's Disciplinary Panel and staff of the Association involved in disciplinary matters;
- To monitor, review and appropriately report to the Association's management regarding the judicial process as it relates to Association Events.

Judicial and Disciplinary Committee membership and governance:

- The Judicial and Disciplinary Committee will comprise up to four persons. The Chairman and members of the Judicial and Disciplinary Committee will be appointed by the Executive Committee by a majority vote and will always include at least one member of the Executive Committee of the Association.
- For the purpose of appointment to the Disciplinary Committee each Union can nominate no more than one suitably-qualified candidate.

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- The Judicial and Disciplinary Committee shall comprise at least one Judicial Officer and one Citing Commissioner.
- The members of the Judicial and Disciplinary Committee, including the Chairman, shall be appointed for a two year-period unless otherwise altered by the Executive Committee.
- Members of the Judicial and Disciplinary Committee may be members of the Disciplinary Panel appointed to act as Judicial Officers, Citing Commissioners, Appeal Officers, Members of Appeals Committees or Members of Dispute Committees for Association Events.

Core functions of the Judicial and Disciplinary Committee:

- Independently of the Association, establish and maintain the Disciplinary Panel.
- Select and confirm all appointments of Judicial Officers, Citing Commissioners, members of Appeal Committees, Appeal Officers and members of Disputes and other Regulatory Committees from the Judicial Panel for Association Events.
- Establish and implement an independent system of merit-based selection incorporating the monitoring and, as appropriate, reviewing of performance of Citing Commissioners, Judicial Officers, Appeal Officers, members of Appeal Committees, Disputes and other Regulatory Committees.
- Work with the Association's management to provide appropriate training and education for Citing Commissioners, Judicial Officers, Appeal Officers, members of Appeal Committees, Disputes and other Regulatory Committees.
- To provide the Association's management with advice on the appropriate use of technology to assist the implementation of Regulations 17, 18 and 20 at Association Events in an appropriate, cost-effective manner where possible.
- To undertake such other actions and functions necessary and/or incidental to the exercise of the core functions and the responsibilities of the Disciplinary Committee.
- As appropriate to liaise with World Rugby and/or the World Rugby's Judicial Panel Chairman in connection with Regulations 17, 18 and 20 together with all other relevant Regulations, issues and/or matters.

Chairman of the Judicial and Disciplinary Committee:

- The Chairman of the Judicial and Disciplinary Committee will be a Judicial Officer and/or Appeal Officer and is responsible for ensuring the integrity and effectiveness of the governance process of the Judicial and Disciplinary Committee.

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- The Chairman will act as a facilitator at meetings of the Judicial and Disciplinary Committee to ensure that no member of the Committee dominates discussion, that appropriate discussion takes place and that relevant opinion among members is forthcoming.
- Judicial and Disciplinary Committee meetings will ordinarily take place via teleconference.
- Meetings shall be convened by the Chairman at least once every three months.
- The Chairman shall have a deliberative and casting vote.

Independence of the Chairman, the Judicial and Disciplinary Committee and the Disciplinary Panel:

- The Chairman, members of the Judicial and Disciplinary Committee and members of the Disciplinary Panel of the Association shall operate and implement his/their functions completely independently of the Association and/or its membership and in such a manner that does not interfere with the exercise of their independent discretion and judgment in relation to the carrying out of their respective responsibilities and/or other functions and/or any other activities or decision making under these Terms of Reference.

Confidentiality:

- Neither the Chairman nor any member of the Judicial and Disciplinary Committee or Disciplinary Panel may make any press or other public announcement which relates to any disciplinary or other matter pertaining to the Association unless the form and substance of such communication has been agreed by the Association's management.

Miscellaneous matters:

- With the exception of the reimbursement of reasonable expenses and specific appointments, neither the Chairman nor any member of the Judicial and Disciplinary Committee or Disciplinary Panel shall receive any remuneration for performing their duties as Chairman or as a member of the Judicial and Disciplinary Committee or Disciplinary Panel.