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## 9.6 Powers of the Council [2]

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

- (a) The ratification of the mission, strategy, goals and plan of World Rugby as formulated by the Executive Board and the oversight of the implementation thereof by the Executive Board;
- (b) The consideration and approval of the minutes of previous Council Meetings;
- (c) To elect the Chair and Vice-Chair in accordance with Bye-Law 9.8;
- (d) To elect five Representatives to the Executive Board and to approve the three Independent Members, the Regional Representative and the two International Rugby Players Nominees on the Executive Board in accordance with Bye-Law 10.2;
- (e) To receive a report from the Executive Board and to give consideration to the actions taken by the Executive Board since the last Council meeting;
- (f) To ratify, or otherwise, as it considers appropriate, the emergency decisions taken by the Executive Board under Bye-Law 12;
- (g) To receive and approve the audited group financial statements of the World Rugby Group for the preceding financial year;
- (h) In appropriate circumstances, to remove members of the Executive Board;
- (i) To consider and approve, as appropriate, any amendment or alteration to:
  - (i) the Bye-Laws;
  - (ii) the Regulations; and
  - (iii) the Laws of the Game;
- (j) To receive reports from the Executive Board on the work of the Standing Committees since the last Council meeting;
- (k) To consider any proposals or business of which due notice shall have been given as provided for in Bye-Law 9.12;
- (l) To determine the date and agenda for the General Assembly;
- (m) To determine the host Member Union(s) for all Rugby World Cup Tournaments (Men's, Women's and Sevens);
- (n) To take such other decisions and/or steps necessary and/or incidental to the exercise of the above powers;

- (o) To appoint judicial and appeal personnel in accordance with Regulation 20;
- (p) Following a recommendation of the Executive Board, to elect to membership of World Rugby any Non-Member Union. The election of a Non-Member Union must be supported by:
  - (i) if the election takes place at a meeting of Council, a majority of at least three-quarters of votes allocated to the Representatives present and entitled to vote; or
  - (ii) if the election takes place by way of a written resolution of Council, a majority of at least three-quarters of votes allocated to the Representatives entitled to vote;
- (q) Without prejudice to the generality of these Bye-Laws, the Council may expel or suspend from membership of World Rugby or impose such other punishment or penalty, including a fine, as it considers fit on a Member Union or Member Association for any infringement of the Bye-Laws or the Regulations or for any conduct which in the opinion of the Council is prejudicial to the interests of World Rugby or of the Game or which may bring World Rugby, the Game or any person connected with the Game into disrepute; and
- (r) any other power expressly stated as being vested in Council under the Bye-Laws or the Regulations.

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## **9.8 Officers [\[2\]](#)**

### **9.8.1 Election of Chair**

The Chair shall be elected from the Representatives usually but not necessarily at the Interim Meeting in the year immediately following the Rugby World Cup Finals and shall hold office for a period of approximately four (4) years commencing immediately following their election until the Interim Meeting in the year immediately following the Rugby World Cup Finals which falls approximately four (4) years after their election. The terms of service must be approved by the Executive Board. They shall thereafter be eligible for re-election for one further term of four (4) years at the end of their first term of office.

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

(b) World Rugby shall (i) call for nominations for Chair no later than forty (40) days prior to the Council meeting at which the Chair is to be elected and (ii) circulate all nominations received in compliance with this Bye-Law 9.8 to all Member Unions, Member Associations and Council no less than twenty (20) days prior to such Council meeting.

(c) The voting procedure for the Chair shall be as follows:

(i) in the event that more than one candidate is proposed for the position, the Council shall vote by secret ballot.

(ii) to be elected a candidate must achieve a simple majority of the votes allocated to the Representatives present and entitled to vote pursuant to Bye-Law 9.4 above.

(iii) if following a secret ballot none of the candidates have achieved a simple majority the candidate with the lowest number of votes will be eliminated and a new secret ballot will be taken. This process will be repeated until a candidate achieves a simple majority.

(iv) in the event of a tied vote between the lowest polling candidates, a further round of voting (by secret ballot) will take place in relation to those candidates only to determine who is eliminated. In the event of a repeated tied vote, this process shall be repeated until a candidate is eliminated.

(v) in the event of a tied vote, the Chair shall have the power to order a recess prior to a further round of voting.

(d) Where the incumbent Chair is standing for re-election an Independent Vote Chair shall be appointed by the Executive Board to manage this voting process.

(e) Where the Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the Executive Board to manage this voting process.

(f) Where the Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.8.1(c).

#### **9.8.2 Vice-Chair**

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

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

(i) Eligible to hold the position of Vice Chair.

(ii) Nominated and seconded by two different Representatives (i.e., excluding the candidate themselves).

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

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

(ii) the candidate(s) with the lowest number of votes shall drop out. The candidate with the highest number of votes shall be appointed.

(iii) in the event of the number of votes for the highest polling candidates being tied, a further secret ballot shall be held for those candidates only and the candidate receiving the highest number of votes will be appointed.

(iv) in the event of a repeated tied vote, the process in this Bye-Law shall be repeated until a candidate is appointed. The Chair shall have the power to order a recess prior to a further round of voting.

(c) Where the Vice-Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the Executive Board to manage this voting process.

(d) Where the Vice-Chair is to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.9(c).

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

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

(b) The Chair shall be afforded a period of six (6) months to relinquish any such office within their Member Union or Member Association, which Member Union or Member Association shall in turn be entitled to elect a replacement Representative to the Council.

(c) The Officers shall be members of all Committees, sub-committees and advisory committees (including any associated working parties/sub-groups) of World Rugby, save for the Nominations Committee where appointments are specified and detailed in Bye-Law 11.6.

(d) The Vice-Chair role is not independent so the elected Vice-Chair shall be one of the Representatives of their Member Union or Member Association and will not be in addition to that Member Union or Member Association's Representatives.

(e) If the Chair shall cease in office then the Vice-Chair elected pursuant to Bye-Law 9.8.2, shall assume the position of Chair until the next Council meeting and at such meeting the Council shall elect a new Chair and any new vacancies that arise as a result.

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

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

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

### **9.9 Nomination and Election of Representatives to the Executive Board [\[2\]](#)**

The five elected Representatives of the Executive Board shall be elected usually but not necessarily at the Interim Meeting in the year immediately following the Rugby World Cup Finals and for a period of four (4) years commencing immediately upon election.

(a) To be admissible, all candidatures must be submitted to the Chief Executive Officer and fulfil the following conditions:

(i) be sent in writing duly signed by both the candidate and by an authorised signatory of their nominating Member Union or Member Association no later than thirty (30) days prior to the Council meeting at which the Representative is to be elected;

(ii) be accompanied by and signed by an authorised signatory of the Member Union or Member Association which is seconding the nomination of the candidate (which must be different to the nominating Member Union or Member Association set out above); and

(iii) must be Eligible to hold the position they are being nominated to in World Rugby.

(b) World Rugby shall (i) call for nominations for the five elected Representatives of the Executive Board no later than forty (40) days prior to the Council meeting at which such Representatives are to be elected and (ii) circulate all nominations received in compliance with this Bye-Law 9.9 to all Member Unions, Member Associations and Council no less than twenty (20) days prior to such Council meeting;

(c) The voting procedure for the Representatives of the Executive Board shall be as follows:

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

(ii) the candidate(s) with the lowest number of votes shall drop out. The candidate(s) with the highest number of votes shall be appointed.

(iii) in the event of the number of votes for the highest polling candidates being tied, a further secret ballot shall be held for those candidates only and the candidate receiving the highest number of votes will be appointed.

(iv) in the event of a repeated tied vote, the process in this Bye-Law shall be repeated until a candidate is appointed. The Chair shall have the power to order a recess prior to a further round of voting.

(d) Where the Representatives of the Executive Board are to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), an Independent Vote Chair shall be appointed by the Executive Board to manage this voting process.

(e) Where all positions on the Executive Board for which the candidate is eligible have been filled, the voting procedure shall conclude.

(f) Where the Representatives of the Executive Board are to be elected at a Council meeting held wholly or partly by means of an electronic platform(s), the Independent Vote Chair may require votes in respect of any such election to be cast in writing in advance of the relevant Council meeting provided that any process of voting in advance respects the voting procedure set out in Bye-Law 9.9(c).

(2) *The provisions relating to the election process and timeframes for the Chair and Vice Chair will take effect for the elections to take place at the Interim Meeting of Council (November 2024).*

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## 10.1 Composition of Executive Board [1]

### 10.1.1

(a) The Executive Board shall comprise of:

(i) the Chair;

(ii) the CEO;

(iii) the Chair of World Rugby Events DAC;

(iv) four members elected by the Council from the High Performance Union Representatives of which two must be from the North and two from the South;

(v) one Regional Representative;

(vi) one Non-High Performance Union Representative; [2]

(vii) three Independent Members proposed by the Nominations Committee and approved by the Executive Board and Council (at least two of whom shall be female); and

(viii) two International Rugby Player Nominees of which at least one of whom shall be female. [3]

(b) No Member Union or Member Association, other than the Member Union of the Chair, shall have more than one Representative on the Executive Board.

(c) The Executive Board shall be chaired by the Chair.

(d) No employee or contractor of a Member Union can be elected to the Executive Board.

10.1.2 World Rugby will carry out its functions as an incorporated entity through World Rugby Limited. The members of the Executive Board from time to time shall be directors of World Rugby Limited.

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

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

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## **10.2 Appointment of the Executive Board [1]**

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

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

10.2.3 The Chief Executive Officer shall be appointed in accordance with Bye-Law 9.8.4.

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

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

10.2.6

(a) The three Independent Members of the Executive Board shall be proposed by a panel nominated by the Executive Board, be Eligible to hold such a position in World Rugby and, subject to the approval of Council, be appointed to the Executive Board.

(b) In the event that Council does not approve the proposal(s) of the panel nominated by the Executive Board pursuant to Bye-Law 10.2.6(a), such panel shall make further proposal(s) until such time as the Council approves three Independent Members of the Executive Board.

(c) A person appointed as an Independent Member must continue to meet the Independence Criteria throughout the duration of such appointment and shall immediately report to the Chair any actual and/or potential failure to comply therewith. The Chair and/or their nominee may conduct an investigation into compliance with the Independence Criteria which may also result in disciplinary and/or other action (including requiring the Independent Member to resign from the Executive Board).

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

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## **10.3 Terms of Office of the Executive Board [1]**

10.3.1

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

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



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

(d) Subject to the foregoing as applicable, members of the Executive Board may be re-elected and/or re-approved for a further period of membership of the Executive Board up to a maximum of eight years in aggregate save that where the term(s) of office of the Chair under Bye-Law 9.8.3 extends beyond the maximum eight years in aggregate then the Chair shall remain a Member of the Executive Board for the duration of their term(s) of office under Bye-Law 9.8.3.

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

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

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

(b) where the vacancy relates to one of the three Independent Members, the Chair may appoint an interim replacement who has been proposed by the Nominations Committee;

(c) where the vacancy relates to the Regional Representative who has been appointed on the rotational basis, the relevant new Regional Association President who is a member of Council shall be appointed;

(d) where the vacancy relates to one of the two International Rugby Player Nominees, the Chair may appoint a new nomination made by International Rugby Players.

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

*[\[1\]](#) The composition of the Executive Board set out in Bye-Law 10 will take full effect from the Interim Meeting of Council in November 2024.*

*[\[2\]](#) The mechanism for the appointment of the Regional Representative will be confirmed as part of the transitional provisions in advance of the Interim Meeting of Council in November 2024.*

*[\[3\]](#) The mechanism for the appointment of the two International Rugby Player Nominees and the status of those persons on the Executive Board will be confirmed as part of the transitional provisions in advance of the Interim Meeting of Council in November 2024.*