CONSTITUTION OF RUGBY AFRICA

PREAMBLE

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

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 the address in Africa adopted by the General Meeting from time to time, and which at the time of adopting this amended Constitution is:

BP 318 EL Menzah 1004 Tunis - Tunisie
Maison des Fédérations, Cité Olympique 1003 Tunis - Tunisie
Tunis 1004
TUNISIA
The registered office may be changed by decision of the Extraordinary General Meeting.

1 DEFINITIONS

1.1 For the purposes of this Constitution the following terms have the meanings below assigned to them, except where explicitly stated otherwise:

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

Bye-Laws means the bye-laws adopted by the Association and in force from time to time inclusive of World Rugby's Bye-Laws.

Clear Days means the number of days' notice given excluding the day it is send on and the day of the meeting or event.

Constitution means this document as in force from time to time including, without limitation, the Bye-Laws, policies, regulations, and Code of Conduct.

Council means the World Rugby Council defined in Clause 1, which comprises Representatives of various national rugby unions and associations appointed as provided in the World Rugby Bye-Laws and is the governing body that has the ultimate and supreme legislative authority in respect of the affairs of World Rugby. The powers of the Council are set out in World Rugby Bye-Law 9.4.

Executive Committee (EXCO) means the committee elected by the General Meeting in accordance with Clause 5 of this Constitution and tasked with the responsibility for developing and overseeing the implementation of the Association's strategic plan and application of policy

decisions. The roles, powers, and responsibilities of the EXCO are set out in Clause 5 pursuant to Clause 7.11.

EXCO Member means an Ordinary Member (save in the case of the Officers and Independent Members) who is elected to the Executive Committee pursuant to Clause 5 hereof. For the avoidance of doubt, save for the case of President, Vice-President and Independent Members, EXCO Members shall lose their status if they are no longer holding an official elected position in their Union. EXCO Members (save for the President in the specific circumstances as set out in Clause 5) 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, as determined by World Rugby from time to time.

Gender means the individual sense of oneself as a male, female, both, neither or other and for the application within this Constitution it is as determined by World Rugby Regulations on gender.

General Meeting means a meeting of the Ordinary Members of the Unions in accordance with Clause 5 (in the case of Annual General Meetings) or Clause 6 (in the case of Extraordinary General Meetings) of this Constitution.

Independent Member means someone appointed by EXCO pursuant to Clause 7.4.12 to provide impartial oversight, free from conflicts of interest, and not representing any specific stakeholder group such as clubs, federations, sponsors, or government. Their role is to strengthen governance, ensure objectivity in decision-making, and bring external expertise to the EXCO.

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

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

Meeting means an official meeting of Rugby Africa, in person or virtual and which shall contain without limitation any General Meeting, EXCO meeting and its Sub-Committees meetings.

National Representative Team means a team selected by a Union to represent that Union in any International Match under the sanction and authority of World rugby in terms of its Bye-Laws and in accordance with World Rugby Regulation 8.

Northern Hemisphere Union for purposes of this Constitution means those Africa Countries listed as Northern Hemisphere in World Rugby's Regulation 9 from time to time.

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

Office or Offices shall mean the office held by an Officer.

Ordinary Member means a person nominated in writing to the Secretary by a member Union, and so appointed to be that Union's representative to the Association at any General Meeting.

Person means an 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 Meeting of the Association to transact business or take a vote and shall not be less than 50% of the total eligible members of the Ordinary General Meeting, EXCO Meeting or Sub-Committee at the time of the Meeting.
The quorum for an Extraordinary General Meeting must not be less than two-thirds (2/3).

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

Seconded means to formally support or endorse a nomination or resolution or its proposer as a necessary preliminary to adoption, further discussion, or election.

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

Southern Hemisphere Union for the purposes of this Constitution means those Africa countries listed as Southern Hemisphere in World Rugby's Regulation 9 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 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 automatically and temporarily suspended from all official business and activities, including but not limited to, 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 received.

World Rugby means the association of Unions and Regional Associations in membership of World Rugby in accordance with the World Rugby Bye-Laws.

World Rugby Bye-Laws shall mean the bye-laws adopted by World Rugby and in force from time to time.

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

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

World Rugby Member Union means a Union with Full Member or Associate Member status as defined by the World Rugby Bye-Laws and Regulations.

1.2 Unless the context otherwise requires in this Constitution the masculine gender shall include the feminine gender and the singular shall include the plural and vice versa.

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 this Constitution. The EXCO is responsible for formulating, approving, and overseeing implementation of the Association's strategic plan in accordance with the provisions of this Constitution and its associated bye-laws, policies, regulations, and Code of Conduct.

2.2 Funds, securities and other assets belonging to or at the disposal of the Association may be invested in any financial vehicle, asset or class of security or securities without any restriction whatsoever and shall be made in the names of individual nominees or the name of a company as may from time to time be approved by the General Meeting or the EXCO.

2.3 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 the assets of the Association to be disposed of or otherwise dealt with in accordance with any decision taken by the General Meeting or the EXCO (as the case may be), provided that in the specific case of World Rugby Funds, the investment and/or use thereof shall always be subject to prior written approval of World Rugby.

2.4 Without limiting the generality of the foregoing the Association acting through the General Meeting (or the EXCO to the extent permitted by this Constitution) 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.

2.5 The General Meeting or the EXCO (to the extent permitted by this Constitution) shall have power (subject to prior written approval of World Rugby) 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.

2.6 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) and such appointed member or nominee company shall have the right to institute or defend any legal action brough by or against the Association in any competent court or tribunal or forum (as the case may be).

3 OBJECTIVES AND FUNCTIONS OF THE ASSOCIATION

The objectives and functions of the Association under this Constitution shall be:

3.1 Promoting, fostering, developing, and extending the Game within the jurisdiction of the Association in accordance with the provisions of this Constitution.

3.2 Monitoring and assisting member Unions with the implementation of and compliance with the World Rugby Bye-laws, the World Rugby Regulations, and the Laws of the Game within its jurisdiction.

3.3 Dispute resolution is governed by this constitution, the law of World Rugby.

3.4 Co-ordinating activities, including development, training, education, and competitions subject to the agreement of World Rugby and resources available (outside of High-Performance Unions and tournaments directly organised by World Rugby).

3.5 Not to do anything which is likely to intimidate, offend, insult, or humiliate any Person, Country or Groups of Persons on the grounds or their religion, race, colour, sexual orientation, political ideas, gender or ethnic or national origin, and to promote the principles of fairness, freedom of association and the rule of law.

3.6 Promoting gender equality through the provision of equal rights and responsibilities, opportunities, and access to resources of the Association.

3.7 Promoting safeguarding and protecting of children and adults from harm by providing a safe environment in which to participate in all rugby activities.

3.8 Committing to making all efforts within its power to preserve the fundamental character of sporting the Game of Rugby as a competition as to test the skills and abilities of persons and teams honestly and fairly while at the same time preventing any corrupt practices from undermining the integrity of the Game.

3.9 Promoting the eradication of doping in rugby through the support, adoption, and implementation of the anti-doping rules prescribed and subscribed to by World Rugby and the Association under its Anti-Doping Code.

3.10 Adopting best practice to promote player welfare as guided by World Rugby and the reliance on evidence-based approach for all decisions.

3.11 Promoting environmental sustainability through the conducting of all events of the Association in an environmentally conscious way to reduce the negative impact on the environment and communities.

4 MEMBERSHIPS

4.1 Membership of the Association shall be for national rugby unions within the agreed jurisdiction of the Association, being the continent of Africa. 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 a member state of the United Nations or the African Union or a country with a National Olympic Committee recognised by the International Olympic Committee.

4.2 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 governing body of the country of such union may submit a membership application to the Association. Such application must submit and demonstrate compliance with the Association Membership Pathway and Membership Criteria established by the General Meeting from time to time and set out in the Association's bye-laws. Such criteria

may change from time to time as determined by the General Meeting and without notice to non-members but will always be aligned with the World Rugby Associate Membership pathway or criteria.

4.3 Membership fees for the Association are set by EXCO and are payable annually to the Association by no later than 31 March.

5 THE GENERAL MEETING

5.1 The Association shall hold a General Meeting every two years. Notwithstanding the foregoing, no more than twenty-seven (27) 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 at the request of the EXCO.

5.2 Notice of General Meetings shall be provided to eligible Members and World Rugby in writing not less than ninety (90) clear calendar days prior to the meeting.

5.3 The General Meeting shall be held in accordance with the following provisions:

5.3.1 Notice of Meetings

At least ninety (90) clear calendar days'' notice of the date of the General Meeting shall be given to the Unions and their Ordinary Members. Supporting documents for any resolutions to be taken at the General Meeting, as well as at least the following documents (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 but not less than fourteen (14) clear calendar days before the General Meeting.

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's sub-committee.
d) The sub-committees' reports containing a report on activities undertaken since the last meeting and, as far as practically possible, any relevant information for the planning of future activities.
e) The competition results.
f) The audited annual financial statements.
g) The auditor's certificates.
h) Membership applications received from prospective and eligible national rugby unions.
i) The list of eligible candidates for election, supported by the details of which Union has proposed and which other Union has seconded the candidates for election.
j) And in general, any relevant documents relating to matters serving on the agenda for decisions during the General Meetings.

5.3.2 General Meeting Agenda

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

a) The Secretary shall constitute the Meeting by a count of the attendees and the number of vote(s) for each Union. A list of attending Unions shall be compiled and confirm the Meeting has established a quorum.
b) No business shall be transacted at any General Meeting unless a quorum of Unions in full membership of the Association is present. If a quorum is not present, the business of the Meeting shall continue, except for elections, to be ratified at the next meeting where a quorum is present.
c) Two scrutinisers shall be elected from the Ordinary Members or the World Rugby representatives.
d) The incumbent President shall act as the Chairperson of the General Meeting except for the election of Officers and Committees (if the incumbent President is a candidate for any post) in which instance the World Rugby representative in attendance shall act as Chairperson for the election procedure only.
e) If the President is not in attendance the Vice President will chair the meeting except for the election of Officers and Committees (if the incumbent Vice-President is a candidate for any post), in which instance the World Rugby representative in attendance shall act as Chairperson for the election procedure only.
f) If neither the President nor Vice-President is in attendance the EXCO shall appoint a Chairperson from its ranks except for the election of Officers and Committees (if the selected interim Chairperson is a candidate for any post), in which instance the World Rugby representative in attendance shall act as Chairperson for the election process.
g) 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 Chairperson for the meeting by majority vote.
h) The Secretary and / or Sub-Committees shall present a report or reports (as the case may be) on the activities of the Association.
i) The Treasurer shall provide a financial report including the balance sheet and the statement of activities for the past accounting period of two years and any relevant documents necessary for approval shall be presented.
j) The auditors' certificate shall be presented for the past accounting two years.
k) The General Meeting shall vote on adopting the auditor's certificate of correct record and approval of the financial statements for the reporting period.
l) The General Assembly appoints the auditor for a term of three years.
m) Election of EXCO Members if required.
n) Review of any application for membership by new prospective Unions.
o) Any other business to be conducted at the General Meeting.

5.3.3 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 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 Chairperson shall arrange a vote by secret ballot, under the scrutinisers' supervision, for any elections and 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) clear calendar days in advance of the date of the General Meeting to the Secretary.
   b. Proxies can only be exercised once - if a Union is unable to attend two meeting in a row, then the proxy cannot be used for the second or any subsequent meetings in person.
   c. Proxies can only be held by Ordinary Members present and entitled to vote and each Ordinary Member may only hold one Proxy at any meeting session.

5.3.4 Right to Vote at the General Meeting

5.3.4.1 Each Union which is up to date with the payment of their membership fees to the Association shall have one vote.

5.3.4.2 Each Union may designate two (2) Ordinary Members to attend the General Meeting of which one must be female, and one must be male. Only one of these two Ordinary Members shall be entitled to vote at the General meeting. The Union shall advise the Secretary in writing at least thirty (30) clear calendar days before the date of the General 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.

5.3.4.3 The Independent Members and the Officers of the Association shall not have a vote. The President shall have a casting vote only. In the case of a tie for an election, the incumbent/outgoing EXCO shall have a casting vote. In the case of a tie within the votes of the incumbent/outgoing EXCO members, the incumbent/outgoing President shall have a casting vote.

5.3.4.4 EXCO Members may only vote if they have met the conditions set out in Clause 5.3.4.2 except for 5.3.4.3.

5.3.4.5 Resolutions of the General Meeting
The resolutions taken during any General Meeting shall come into force with immediate effect unless the General Meeting determine a specific later implementation date for any resolution.

5.3.4.6 Minutes of the General Meeting
A record of the meetings shall be kept by the Secretary who shall send a copy of the minutes within sixty (60) days to member Unions of the Association and World Rugby. The minutes of a General Meeting shall be signed by the elected President and Secretary at the next meeting.

6 EXTRAORDINARY GENERAL MEETING

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

a) So directed in writing supported by three quarters of all full member Unions of the Association entitled to attend and vote at a General Meeting or

b) by the EXCO, and subject to obtaining the approval in writing of World Rugby.

6.2 The President of the Association or an EXCO Member shall be obliged pursuant to Clause 6.1 to notify World Rugby 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.

6.3 The purpose for which an Extraordinary General Meeting is convened shall be notified by the Association to every Union at least forty (40) clear calendar days prior to the date fixed for the Extraordinary General Meeting.

6.4 The quorum for an Extraordinary General Meeting shall not be less than two-thirds (2/3), and subject thereto, the voting provisions shall be the same as those set out for a General Meeting in terms of this Constitution.

6.5 In circumstances of extreme urgency, three quarters of all full member Unions present and entitled to vote at the General Meeting may agree that a shorter period of notice than that specified in Clause 5.3.1 may be given.

6.6 The short notice provisions relating to the calling of an Extraordinary General Meeting set out in Clause 6.5 shall not be used in the case of an Extraordinary General Meeting being called for the purpose of considering an amendment to this Constitution in which instance forty (40) clear calendar days' notice shall be given.

6 7 THE EXECUTIVE COMMITTEE

7.1 The Association shall elect an Executive Committee (EXCO) comprising at least seven(7) and no more than eleven (11) EXCO Members. The EXCO shall consist of:

- Four (4) Officers;
- A minimum of one (1) and up to five (5) Ordinary Members elected by the General Meeting; and
- Two (2) Independent Members appointed by the incoming EXCO.

No gender shall be represented by less than forty percent (40%) of the elected EXCO membership, including Officers and Independent Members. Should the number of vetted nominations for either gender, including Independent Members, be insufficient to meet this threshold, the EXCO shall have the authority to appoint additional members to ensure compliance.

7.2 In addition to the Officers, the remaining EXCO Members, save for the two (2) Independent Members, shall be elected from the Ordinary Members of Unions in full membership of the Association subject to nomination as set out in Clause 7.4.1. and may serve for a term of four (4) years and may be nominated as set out in Clause 7.4.1 to seek election for two (2) further terms of four (4) years each.

7.3 The Association may elect an Honorary President who shall have been nominated by the EXCO and confirmed by the General Meeting, provided that the Honorary President so nominated and appointed shall have served two terms as President of the Association. The Honorary President may be invited to attend General Meetings but shall have no voting rights or right of audience.

7.4 Elections and Terms of office of the Executive Committee

7.4.1 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 shall submit their nominations in writing to the Secretary not less than forty (40) clear calendar days prior to the date of the General Meeting. The nomination shall contain at least the following information:

a) Details of the Nominee including name, surname, gender, age, and Union of origin.
b) Position or positions nominated for
c) Details of which Union has proposed and which other Union has seconded the nominee's nomination
d) Details of the date of nomination and the forum of the Unions in which the nomination and secondment were approved.

7.4.2 The Secretary shall communicate the list of vetted nominees to all Unions in full membership of the Association no less than fourteen (14) clear calendar days prior to the date of the General Meeting.

7.4.3 The vetting process shall be determined by the Governance Sub-Committee with the approval of the EXCO in accordance with the Code of Conduct.

7.4.4 The Officers and EXCO Members will be elected by the General Meeting.

7.4.5 The Association shall elect a President who may serve for a term of four (4) years and may be nominated as set out in Clause 7.4.1 to seek election for two (2) further terms of four (4) years each. 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.

7.4.6 The EXCO shall appoint to the Council, from among its members, a representative of a gender different from that of the President-elect, to ensure gender balance in Council composition

7.4.7 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 Clause 7.4.1 to seek election for two (2) further terms of four (4) years each. Upon election, the Vice-President shall relinquish any office or post held in a Union within six (6) months.

7.4.8 Where the President originates from a Northern Hemisphere Union, the Vice-President shall originate from a Southern Hemisphere Union and vice versa.

7.4.9 The Association shall elect a Treasurer who may serve for a term of four years and may be nominated as set out in Clause 7.4.1 to seek election for two (2) further terms of four (4) years each.

7.4.10 The Association shall elect a Secretary who shall be nominated and supported by the South African Rugby Union and seconded by another Union and who may serve for a

term of four years and may be nominated as set out in Clause 7.4.1 to seek election for two (2) further terms of four (4) years each.

7.4.11 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.

7.4.12 Two (2) Independent Members shall be recruited and appointed by the Executive Committee, selected on the basis of their exceptional business, sport, and/or professional expertise and experience.

Their mandate shall be for a period of four (4) years, or until the expiry of the term of the Board that appointed them, whichever occurs first. Independent Members shall be eligible for re-election; however, no individual may serve more than three (3) terms, or a maximum of twelve (12) years in total.

All Independent Members must have their primary residence in Africa and must not hold, nor have held within the three (3) years preceding the start of their mandate, any official or volunteer position in any Rugby Federation, including at club level.

Independent Members shall enjoy full voting rights at meetings of the Executive Committee, equivalent to those of elected EXCO Members. Independent Members shall not hold voting rights at the General Assembly.

7.4.13 No Person may hold more than one of the Offices set out in Clauses in 7.4.5 to 7.4.12.

7.5 All EXCO members including Officers and Independent Members, shall sign and act in compliance with the Rugby Africa Code of Conduct adopted from time to time.

7.6 The Officers shall have the right to enter into agreements on behalf of the Association. The CEO or General Manager shall have the right to enter into agreements on behalf of the Association only in accordance with the delegation of authority as set out in the financial policy of the Association adopted from time to time.

7.7 In the event where both the President and the Vice-President of the Association cease to hold office for any reason, the EXCO shall call an Extraordinary General Meeting pursuant to Clause 7 to elect a President and Vice President from within its ranks for the remainder of the Term.

7.8 In the event where the Secretary ceases to hold office for any reason, notwithstanding Clause 7.4.10, the EXCO shall call an Extraordinary General Meeting pursuant to Clause 7 to elect a Secretary from within its ranks for the remainder of the Term.

7.9 In the event where the Treasurer or one of the EXCO Members ceases to hold office for any reason the position may remain vacant until the next General Meeting, unless the threshold of a minimum of five (5) elected members, excluding two (2) Independent Members, is no longer met in which case an Extraordinary General Meeting will be called in accordance with Clause 7 to elect new EXCO members in accordance with Clause 7.

7.10 Any EXCO Member absent without leave from three (3) consecutive EXCO meetings shall be deemed to have forfeited the seat.

7.11 Termination of mandate, suspension and removal of EXCO members

7.11.1 An EXCO Member shall cease to hold office if they no longer occupy an official elected position within their Union. Such termination shall take effect upon formal notification by the Union to the EXCO. No further resolution of the EXCO or General Assembly shall be required.

7.11.2 An EXCO Member may be suspended by a simple majority decision of the EXCO if found to have breached the Association's Code of Conduct and Ethics. Suspension shall remain in effect until the conclusion of any internal investigation and, where applicable, a hearing conducted by the appropriate disciplinary or ethics body. Suspension may be lifted if the member is cleared of wrongdoing. Permanent removal from office shall only occur if ratified by a three-quarters majority of those present and entitled to vote at a General Meeting. The EXCO Secretary must give not less than twenty-one (21) clear calendar days' notice to the concerned EXCO Member of the meeting at which a motion for removal is to be considered.

7.11.3 Save or the case in 7.11.1, no EXCO Member shall be removed 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 twenty-one (21) clear calendar days' notice to the concerned EXCO Member of the meeting at which a motion for removal is to be considered.

7.12 Meetings of the Executive Committee

7.12.1 Notice of EXCO meetings shall be submitted to entitled attendees plus World Rugby in writing not less than thirty (30) days (save in emergency circumstances) prior to the meeting.

7.12.2 In addition a representative of World Rugby (at World Rugby's election) shall be without exception permitted to attend all meetings of the EXCO for full duration and in a non-voting capacity.
In addition to the representative of World Rugby, World Rugby shall be entitled to further nominate any other non-voting representative at any EXCO meeting held.

7.12.3 The EXCO shall meet (in person or by teleconference) on at least two occasions in any twelve-month period.

7.12.4 The President may at all meetings of the EXCO, request the presence of all persons that may assist the EXCO, on any matter under discussion.

7.12.5 The CEO or General Manager is entitled to attend all EXCO meetings for their full duration with no voting right.

7.12.6 Notice of Meeting
Only the President and / or the Secretary can call the EXCO Meeting, save in the case where both positions are vacant in which case another Officer or a majority of EXCO members can call the EXCO meeting. The procedures for the notice of EXCO meetings are as set out in Clause 7.

7.12.7 EXCO Meeting Agenda

7.12.7.1 The incumbent President shall act as the Chairperson of the EXCO subject to Clause 7.12.7.2.a below ("the Chairperson").

7.12.7.2 The following order of business shall be followed by the EXCO:

a) The Chairperson, or in his absence, the Vice President, or if both are absent, a nominee from EXCO, shall act as Chairperson 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 members 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 the Secretary in writing before the commencement of the relevant meeting. The Chairperson may place such new item on the Agenda otherwise it may be dealt with under the section *Any Other Business.*

7.13 Powers of the Executive Committee

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

a) Approval of the previous EXCO meeting's minutes
b) The formulation, of the Association's strategic plan to achieve the vision, mission and goals of the Association and World Rugby
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 within the Association and its Member Unions.
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 Bye-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 sanction for infringement by any member Union of any Rule, Regulation or Bye-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 Clause 9 concerning misconduct, sanctions and appeals is followed and in accordance with relevant Bye-Law from time and time.

7.14 Voting

7.14.1 Subject to the provisions of these Clauses, 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 Chairperson shall have a casting vote.

7.14.2 All persons entitled to vote at any EXCO Meeting shall have one vote each, subject to Clause 7.14.1 in relation to the Chairperson's casting vote only. Voting may be by ballot if it is desired by any member present. No proxies shall be allowed at EXCO meeting be it virtual or in person meeting.

7.14.3 Decisions

The decisions determined during any EXCO Meeting shall ordinarily come into force with immediate effect and no later than ninety (90) clear calendar days 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.

7.15 Minutes of Executive Committee

7.15.1 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 EXCO members, the General Manager and World Rugby.

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

7.15.3 The minutes of other Sub-Committees meetings shall be signed by the Chairperson, or the person nominated as the Acting Chairperson for the meeting

7.16 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 authorised 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.

8 REPRESENTATIONS

8.1 The Association shall be represented on the Council by the President of the Association in accordance with the World Rugby Bye-laws and, subject to Clause 7.4.5 and 7.4.6.

8.2 World Rugby shall be entitled to be represented and participate at all meetings of the Association.

9 DISCIPLINE AND MISCONDUCT

9.1 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 World Rugby 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.

9.2 The Judicial and Disciplinary Committee will be formed by four (4) members including a Chairperson, 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 Clause 7.13.1(e).

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

10 INTERPRETATIONS

10.1 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 Constitution, the EXCO shall be authorised to determine the interpretation issue or to obtain a legal opinion on the matter and then determine same.

10.2 This Constitution shall in all respects be governed by and construed in accordance with the laws of England.

10.3 The Association may have appropriate official languages but shall communicate with World Rugby in accordance with World Rugby Bye-Law 11(c).

11 AMENDMENTS TO THE CONSTITUTION

11.1 Amendments to the Constitution may be considered at a General Meeting ("GM") or and Extraordinary General Meeting ("EGM") specifically called for the purpose of amending the Constitution.

11.2 Proposals to amend the Constitution must be circulated in writing to all Member Unions of the Association and World Rugby forty (40) days in advance of the date of the GM or EGM.

11.3 A GM or EGM considering any duly submitted proposals to alter the Constitution may vary, alter, and amend such proposals provided that a three-quarters majority of the representatives present and entitled to vote at the GM or EGM has been obtained and such varied, altered or amended proposals shall thereafter be incorporated into the Constitution. The president and the Secretary shall sign and date the Constitution after it was amended. A copy of the amended Constitution shall be distributed to each Member and World Rugby within thirty (30) clear calendar days after any amendments were duly adopted.

11.4 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.

11.5 A final vote on the proposed amendments to the Constitution shall require a three-quarter majority of the representatives present and entitled to vote.

11.6 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.

11.7 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, forty (40) clear calendar days' 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 (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); IN MARCOUSSIS FRANCE (December 13/2014), IN KASANE, BOTSWANA (December 3/2016); IN MARRAKECH, MOROCCO (March 2/2019); IN KAMPALA UGANDA (February 27/2026).

This February 27 of 2026…

1. Signed by the said (President) Herbert Mensah



Signature:

Place: Kampala Uganda

2. Signed by the said (Secretary) Jurie Roux



Signature:

Place: Kampala Uganda

On behalf of Member Unions in Attendance:

Full Member Unions:
Algeria
Benin
Botswana
Burkina Faso
Burundi
Cote d'Ivoire
Senegal
Egypt
Eswatini
Ghana
Guinea
Kenya
Lesotho

Lybia
Madagascar
Mali
Mauritius
Morocco
Namibia
Niger
Nigeria
Rwanda
South Africa
Seychelles
Togo
Tunisia
Uganda
Zambia
Zimbabwe

Associate Member Unions :
Malawi
Mozambique
Sierra Leone
Sudan

APPENDIX ONE - Members of Rugby Africa North and Southern Split

World Rugby Regulation 9 Hemispheric split of Rugby Africa Unions

Rugby Africa - 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
Libya
Mali
Mauritania
Morocco
Niger
Nigeria
Senegal
Sudan
Sierre Leone
Togo
Tunisia

Rugby Africa - Southern Hemisphere Unions as follows:

Botswana
Eswatini
Kenya
Lesotho
Madagascar
Malawi
Mauritius
Namibia
Rwanda
Seychelles
South Africa

Tanzania
Uganda
Zambia
Zimbabwe

APPENDIX TWO – Rugby Africa Membership Criteria

As per clause 4.2

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 governing body of the country of such union may submit a membership application to the Association. Such application must submit and demonstrate compliance with the Association Membership Pathway and Membership Criteria established by the General Meeting from time to time and set out in the Association's bye-laws. Such criteria may change from time to time as determined by the General Meeting and without notice to non-members but will always be aligned with the World Rugby Associate Membership pathway or criteria.

World Rugby Associate Membership Criteria

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

- Governance
    - 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.
    - Provide a declaration of opposition to any discrimination on the grounds of race, national or social origin, sex, politics, religion or creed.
    - Provide a declaration that the Union has child/vulnerable persons welfare and protection policies in accordance with applicable legislation, codes of practice and best practice guidelines relevant to the jurisdictions in which it operates.
- Jurisdiction
    - Be a member of a Regional Association for two years
    - Be from a Country which is either:
        - Member State of the United Nations; or
        - Country with a National Olympic Committee which is recognised by the International Olympic Committee.
    - Be recognised 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.
- Regulation / Laws of the Game
    - Conform in all regards to World Rugby Bye-Laws, Regulations relating to the Game, General Regulations and the Laws of the Game.
    - Unions must adopt World Rugby Anti-Doping Regulations which are WADA compliant.
- Union Development Questionnaire (UDQ)
    - Applicant unions must complete the Union Development Questionnaire. In completing the questionnaire, a Union must achieve an overall minimum score of 35.
    - Within the total score of 35 a Union must achieve a minimum score of 12 on questions relating to player welfare and International/Domestic game provision.
    - A Union must provide evidence of a Domestic participation programme which have a male and female organised competition, demonstrating activity in the 60 months preceding its application.
    - A Unions must have participated in five international matches or events in the 36 months preceding its application.
- Information Required To Support Application for World Rugby Associate Membership
- The information to be provided by the Union as evidence to support their application is:

- Provide Minutes of last two Annual General Meetings.
- 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 last two Financial Statements.
- Provide details of the number of players (various age group categories) clubs etc.
- Provide details of the Union strategic plan – copy to be provided.
- Provide details of the Union development programme as agreed with the World Rugby RPM – copy to be provided.
- Provide details on next senior national representative team, national team jersey, flags, emblem, national anthem.
- Provide evidence of compliance with World Rugby Bye Laws and World Rugby Regulations.
- Provide evidence of domestic participation programme for men/women/youth and which must be sustainable on an annual basis.
- Provide information to the World Rugby on an annual basis on the union and the game (refer to Development Grants application).
- Provide last two annual accounts.
- Agree to provide any such data on the game as requested e.g. player numbers.
- Complete annual development grant information on the game and provide details on the game, plans and programmes.
- Adhere to values of rugby, Anti-doping and other relevant codes.

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

- **ROLE**

- The role of the Committee will be to assist the Executive Committee:

    - To ensure compliance and consistency within the Association of all its obligations under:
        - World Rugby Regulation 17 relating to Foul Play
        - World Rugby Regulation 18 relating to Disciplinary and Code of Conduct (inclusive of Rugby Africa Code of Conduct)
        - World Rugby Regulation 20 relating to judicial matters
        - Any other regulatory or disciplinary matters as referred by the Executive Committee.
    - To establish an independent Disciplinary Panel for the Association comprising enough 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 World Rugby Regulations 17, 18 and 20 and any other matters as referred by the Executive Committee 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.
    - 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 World Rugby 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.

- When appropriate to liaise with World Rugby and/or the World Rugby's Judicial Panel Chairman in connection with World Rugby Regulations 17, 18 and 20.

- **COMPOSITION**

  - The Committee will comprise of no fewer than three (3) and no more than six (6) members.

  - The Committee shall comprise of at least one Judicial Officer and one Citing Commissioner.

  - The members of the Judicial and Disciplinary Committee, including the Chairperson, shall be appointed by the Executive Committee for a two year-period unless otherwise altered by the Executive Committee and will include at least one member of 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.

  - For the purpose of appointment to the Disciplinary Committee each Union can have no more than one suitably qualified candidate.

- **FUNCTIONING**

  - The Committee shall meet, adjourn, or otherwise regulate its meetings as it deems fit but will be mostly virtually, but at least four (4) times a year in line with the Executive Committee frequency.

  - Nonattendance by members of more than two (2) meetings will be reported to the Executive Committee and the member can be replaced by the Executive Committee.

  - An agenda, along with documentation/information/reports supporting the items under discussion will be circulated to members of the Committee, by email, a minimum of two (2) calendar days before a meeting. Matters that require urgent consideration, within the construct of the day-to-day business of Rugby Africa, that has considerable financial and administrative effect on the governance and business can be discussed via a round robin conversation at short notice.

- Meetings will be called at least seven (7) days ahead of the meeting.

- It is essential that all papers are read and considered in advance of the meetings to be held.

- A meeting secretary shall be appointed to keep full and proper minutes of all meetings of the Committee and distributed to the Committee for review within seven (7) days of the meeting taking place. Final minutes will be circulated to all Committee members, and others in attendance, as close to two (2) calendar weeks after the meeting takes place as is practicable.

- A quorum shall be three (3) members (half of the total members)

- The Committee will provide the minutes on the meetings at each next meeting of the Executive Committee of Rugby Africa.

- The Chairperson 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.

- The Chairperson 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.

- The Chairperson shall have a deliberative and casting vote.

- The Chairperson, 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, GOVERNANCE AND CONDUCT**

  - All members of the Committee, whether they are employees of Rugby Africa, automatically undertake to be bound in full by the Code of Corporate Practices and Conduct of Rugby Africa its Values and its Code of Ethics (“Unified Code of Ethics”).

  - All members of the Committee automatically undertake to observe full confidentiality aboutthe content of all information which may come to their attention from time to time. No suchinformation may be revealed to persons

outside of Rugby Africa without the prior authorization of the Chairperson of the Executive Committee.

- Neither the Chairperson nor any member of the Judicial and Disciplinary Committee or Disciplinary Panel may make any press or other public or member union 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 Chairperson of the Executive Committee, no member of the Committee may make statements to the media.

- **REMUNERATION**

  - The members and attendees may also be reimbursed for all travelling, hotel and other expenses properly incurred by them in or about the performance of their activities as members or attendees, including those of travelling to and from meetings of the Committee as per the travel policy of Rugby Africa.

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

- **OWNERSHIP OF TERMS OF REFERENCE**
  - These Terms of Reference are owned by the Executive Committee of Rugby Africa and may be amended under their authority.
  - These Terms of Reference are incorporated in the *By-Laws* of Rugby Africa.

APPENDIX FOUR – GENERAL PROVISIONS

- This Constitution exists in both English and French versions.
- The English version constitutes the original text.
- In the event of any discrepancy, inconsistency, ambiguity or dispute regarding interpretation, the English version shall prevail and be binding.