



CONSTITUTION AND BYE-LAWS



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1. DEFINITIONS

GENDER

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

1.1 In this Constitution and Bye-Laws:-

“**AGM**” means the Annual General Meeting;

“**All-Ireland League Clubs or AIL Club**” means Clubs playing in the All-Ireland League or its equivalent;

“**Associate Club**” means a club affiliated to Connacht Rugby pursuant to Bye-Law 3.2.3;

“**Auditors**” means the auditors appointed under Bye-Law 8;

“**Board**” means the Connacht Rugby Board provided for in Bye-Law 7;

“**Bye-Laws**” means the Bye-Laws for the time being adopted by Connacht Rugby;

“**Chairperson**” means a person appointed to chair a meeting;

“**C.E.O.**” means the Chief Executive Officer of Connacht Rugby;

“**Club**” means an association, club, college, school or university affiliated to Connacht Rugby in accordance with the Laws of the Union;

“**Connacht Rugby**” means The Connacht Branch of the I.R.F.U.;

“**Council**” means the Council of Connacht Rugby;

“**Council of the IRFU**” means the Council of the Union provided for in the Laws of the Union

“**Executive**” means the staff of Connacht Rugby.;

“**Extraordinary General Meeting**” or “**EGM**” means a meeting convened pursuant to Bye-Law 8;

“**Game**” means Rugby Football Union played in accordance with the Laws of the Game;

“**Governance and Nominations Committee**” means the GNC provided for in Bye-Law 6.

“**I.R.F.U.**” or “**Union**” means the Irish Rugby Football Union;

“**Junior Clubs**” means clubs other than A.I.L. clubs fielding adult teams not competing in the A.I.L.

“**Laws of the Game**” means the Laws of the Game as laid down by W.R.;

“**Laws of the Union**” means the Laws of the I.R.F.U.;

“**Members**” means the members specified in the Bye-Law 3;

“**Notice**” means a communication by post or email or other form of electronic communications;

“**Officers of Council**” means the President, Senior Vice-President, and Junior Vice President.

“**Person**” means a player, referee, coach, manager, official, medical officer, staff or any individual who is or has been involved in the game or in the organisation, administration or promotion of the game;

“**Player**” means a person registered with the I.R.F.U. playing or participating in the game;

“**Qualifying League Clubs**” and “**Non Qualifying League Clubs**” respectively mean Clubs playing in the qualifying league of the All-Ireland League and Clubs playing in leagues other than the qualifying league of the All-Ireland League or their equivalent being collectively “**Junior Clubs**”;

“**Regulations relating to the Game**” means any regulations laid down by Connacht Rugby, the Union or W.R. from time to time;

“**Senior Club**” means Clubs playing in the All-Ireland League or its equivalent;

“**Standing Committee**” means each of the Professional Rugby Committee, Community Rugby Committee, Finance, Audit & Risk Committee, Commercial Committee, and Operations Committee;



“**Sub-Committee**” means such Sub-Committee of the Standing Committees as may be appointed by a Standing Committee and ratified by the Connacht Rugby Board pursuant to the Bye-Laws;

“**Trustees**” mean the trustees appointed by Council pursuant to the Bye-Laws;

“**World Rugby**” or “**W.R.**” is the world governing body for the sport of rugby union.



2. DESCRIPTION

2.1 Name

The name of the Branch of the Irish Rugby Football Union shall be:

“Connacht Rugby”

under whose jurisdiction all games in the province shall be played.

2.2 Objects

The objects of Connacht Rugby shall be:-

2.2.1 Purpose

To inspire our Community through rugby success.

2.2.2 Administration and Regulation

To administer the Game as its governing body and to promote, foster and develop the Game in the province of Connacht. To take all steps that may be necessary or advisable to prevent infringements of the Bye-Laws, the Regulations relating to the Game, the Laws of the Game and the Laws of the Union and to prevent other improper methods or practices in the Game and to protect it from abuses.

2.2.3 Promotion and Development

To assist and further the efforts of the Clubs, as far as possible, in the promotion and development of the Game and the provision of playing fields, supporting facilities and accommodation.

2.3 Jurisdiction

2.3.1 Connacht Rugby shall be responsible for the management of the affairs of the Game in the province of Connacht.

2.3.2 All Clubs shall play all matches under Regulations relating to the Game.

3. MEMBERSHIP

3.1 Membership of the I.R.F.U.

As a branch of the I.R.F.U., the Regulations relating to the Game and the Laws of the Game as promulgated from time to time shall be deemed incorporated into these Bye-Laws.

3.2 Membership of Connacht Rugby

3.2.1 Any club, school, college, university or association in Connacht participating in or playing the Game who is willing to conform to the Laws of the Union, Regulations relating to the Game and to these Bye-Laws shall be eligible for membership. Before being admitted to membership such club, school, college, university or association must satisfy Connacht Rugby that it has the use of a satisfactory ground and dressing accommodation, be duly proposed and seconded by two Clubs of ten years standing. They will then be elected by the Community Rugby Committee by ballot subject to approval by the Board. Any Club excluded by the Community Rugby Committee shall have the right to appeal to the Board against such exclusion with an ultimate appeal to the Committee or Council of the I.R.F.U. All applications for membership must be made on the prescribed form obtainable from Connacht Rugby.

3.2.2 Clubs shall not be permitted to play against clubs or teams who are not affiliated to a Branch of the I.R.F.U., without the prior sanction of Connacht Rugby.

3.2.3 Clubs may become Associate Clubs with a right to be members of Connacht Rugby and to attend General Meetings without having the right to vote. An Associate Club shall be proposed and seconded by two other clubs of ten years standing and then elected by the Community Rugby Committee by ballot subject to approval by the Board.

3.3 Criteria for Eligible Clubs to Affiliate to Connacht Rugby

3.3.1 Each Club and its members shall be bound by the Laws of the Union, the regulations of the I.R.F.U. and the Regulations relating to the Game.

3.3.2 Save as authorised in advance by the GNC, no person shall take part in the Council, nor hold any office under these Bye-Laws, unless he is a member of a Club.

3.4 Code of Conduct

- 3.4.1 Any person who is a member of any club, school, university or association in Connacht or a member of Council or the Board, or any Standing Committee or Sub-Committee shall conduct themselves in a fair, responsible and sporting manner in the best interests of Rugby and shall not act in any manner that might bring the game of rugby into disrepute.
- 3.4.2 Any member of the Council, the Board, Standing Committee or Sub-Committee shall not disclose to any third party or the general public any information that is sensitive, personal or confidential and shall seek approval from the Board to disclose any information which could be considered of such a nature.
- 3.4.3 The members of any club, school, university or association of Connacht Rugby or any member of the Council, the Board, a Standing Committee or a Sub-Committee shall to the best of their ability safeguard the interests of Connacht Rugby.

4. CLUBS

4.1 Grading of Clubs

- 4.1.1 The Community Rugby Committee shall have the authority to grade and / or regrade any Club(s).
- 4.1.2 All clubs will be graded upon affiliation to one or other of the following grades :-
- I. A.I.L. Club / senior Club
 - II. junior club
 - III. school club
 - IV. youth club
 - V. 3rd level club
- 4.1.3 Upon relegation from the All-Ireland League a club shall be deemed a junior club and shall lose its rights as a senior club.
- 4.1.4 Any junior club upon promotion to the A.I.L., shall be deemed to be a senior club with all rights attaching.
- 4.1.5 Any change in grading of any club shall take effect on the 1st day of August of the following season

4.2 Rights and Responsibilities of Clubs

- 4.2.1 Every Club or Associated Club shall before 31st July each year send to Connacht Rugby, the names of its honorary secretary and honorary treasurer together with the names of all other officers of the club.
- 4.2.2 Every Club or Associated Club shall before 31st October each year send to Connacht Rugby an audited statement of its accounts for the preceding season.
- 4.2.3 Every Club or Associated Club on being elected to membership of Connacht Rugby shall be furnished with a copy of the Laws of the I.R.F.U. and the Connacht Rugby Constitution and Bye-Laws, and be bound thereby and by any subsequent amendments thereto.

4.3 Participation in leagues and matches

- 4.3.1 Any league or combination of Clubs belonging to Connacht Rugby shall be under the authority of and shall obtain the consent of Connacht

Rugby to its formation and shall be required to submit its proposed rules and any subsequent alterations thereof for approval to the Community Rugby Committee who shall have the power:-

- I. To charge a fee or levy for a club to participate in any competition;
- II. To delegate authority for the scheduling of fixtures to the Competitions Committee;
- III. To delegate authority for the sanctioning of clubs and / or individual players their coaches officials or any others who breach the laws of the game to the Disciplinary Committee;
- IV. To forbid the formation or continuance of such league or combination of clubs;
- V. To be the adjudicator on whether a Club may apply to enter other leagues or competitions beyond those controlled by Connacht Rugby;
- VI. To discharge from membership or suspend any Clubs contravening the Bye-Laws;
- VII. To suspend any club which plays a match with a Club which has been suspended or expelled from membership under the Bye-Laws.

4.3.2 The Community Rugby Committee shall have full powers as to which clubs may be permitted to take part in any competition.

4.4 Subscriptions

4.4.1 The annual membership subscription of each club to Connacht Rugby shall be paid by each club to Connacht Rugby at or before the A.G.M. in each year. The subscription for each club shall be fixed by the Board each year.

4.4.2 If the subscription of any club remains unpaid at the commencement of the A.G.M. no member or delegate of that club shall be permitted to (i) vote at any meeting of or (ii) hold office in the Council.

4.4.3 If the subscription of any club shall remain unpaid on the 31st October in any year the club may be struck off the list of affiliated clubs and may not be eligible for membership until all money due have been paid in full.

5. THE COUNCIL

5.1 Role

The Council shall be the collective representatives of the members of Connacht Rugby. It shall be responsible for the governance oversight and member ratification of the Board and the election of the Officers of Council and IRFU delegates.

The Officers of the Council and the IRFU delegates shall hold office until the next following Annual General Meeting.

5.2 Composition

5.2.1. The Council shall be made up of the following;

- I. A President, Senior Vice President and Junior Vice President;
- II. Club Delegates, which will consist of four from each A.I.L. Club; two from each Junior Club; one from each youth club; one from each third-level club; and, ten who shall be nominated by the Schools' Clubs;
- III. Secretary of the Competitions Committee; Secretary of the Schools Committee; Secretary of the Youths Committee; Secretary of the Referees Committee; and, Secretary of the Women's Rugby Committee.
- IV. The immediate 5 past Presidents of Connacht Rugby;
- V. Presidents of the IRFU who were members of an affiliated club of Connacht Rugby at the time of their appointment as President of the Union.
- VI. Members of a club affiliated to Connacht Rugby who are currently serving as officers of the Union or are members of the Union committee.

5.2.2. Each of the Connacht Rugby delegates on the:

- I. Council of the IRFU and,
- II. on the Committee of the Union,

shall each hold office until the following Annual General Meeting.

5.2.3 Each club delegate shall hold office from the date of the A.G.M. until the commencement of the A.G.M. next following, provided always that the club nominating a delegate shall be entitled, on 7 days' notice to Connacht Rugby, to nominate another in his stead. A delegate so nominated shall hold office for the unexpired period of office of the delegate for whom he/she has been substituted.

5.2.4 In the event of a club delegate being elected an officer of the Council, ratified as a member of the Board or co-opted to the Board his club shall be entitled to nominate a representative in his stead save and except

that in the event of a club delegate being elected a delegate on the Council of the IRFU or to the committee of the union, his club shall not be entitled to nominate a representative in his stead. A delegate may appoint a member of his own club to deputise for him at any meeting of the Council provided 7 days' notice of the change shall have been given to Connacht Rugby. Each club entitled to representation on the Council shall furnish in writing to Connacht Rugby not later than the 31st day of May in each year the name(s), postal and email address(es) of its delegate(s) for the season.

- 5.2.5 No member of the Council shall have more than one vote whether by virtue of his holding more than one office or for any other reason, save that the President shall be entitled, in the event of a tie, to both a deliberative and casting vote.
- 5.2.6 When at the A.G.M. the period of office of a member of the Council ceases such member shall not thereafter be permitted to vote at or take part in that meeting unless he be re-elected to the office so vacated, or otherwise, elected to membership of the Council in another role. A member shall be deemed to remain in office until his successor in the office has been elected.
- 5.2.7 No voting by proxy is permissible and no delegate may represent more than one club.
- 5.2.8 Connacht Rugby shall convene all meetings of Council and shall give 14 days' written notice to each member entitled to attend thereat.
- 5.2.9 The President shall preside at all meetings of the Council. In his absence one of the Vice-Presidents shall be elected chairman or in the event of the absence of both Vice-Presidents the council shall elect a chairman from amongst its members.
- 5.2.10 Any member of the Board, the Chief Executive or the staff of Connacht Rugby shall be entitled to attend a meeting of the council but he shall not be entitled to vote thereat.
- 5.2.11 If any member of the Council shall fail to carry out his duties in accordance with these Bye-Laws or if he shall become unfit to continue in office, the Council shall have power, on 7 days' notice having been given to that person, by a two-thirds majority of those present and voting at a meeting of the Council to remove him from office.

5.2.12 No representative of a club shall be entitled to attend a meeting of the Council unless all subscriptions due by his club shall have been paid to Connacht Rugby.

5.3 Council terms of reference:

Delegation of governance powers to the Board set by reference to its terms of reference herein; the schedule of matters reserved to the Board; and its delegated authorities.

1. Setting of governance standards to be exercised by the Board by reference to the Governance Code endorsed by Sport Ireland.
2. Oversight of Board effectiveness.
3. Oversight of the Governance & Nominations Committee.
4. Ratification of appointments to the Board.

5.4 Council meetings

5.4.1 The Council shall meet by way of Annual General Meeting and may also meet by way of Extraordinary General Meeting.

5.4.2 The Council shall separately meet by way of a mid-season assembly where all committee chairpersons shall report to it on the activities and the work of the Board.

5.5 Quorum

5.5.1 The quorum of a Council meeting shall be thirty (30).

6. GOVERNANCE AND NOMINATIONS COMMITTEE (GNC)

6.1 Role

The GNC shall be accountable to the Council and the IRFU. Based on an appropriate board competency framework the GNC shall be responsible for the selection of appropriately qualified persons to the Board. Such nominations will be submitted to the Council for ratification and IRFU for approval. The GNC shall review from time to time the Governance Structures and report on same to Council.

6.2 Composition & Terms of Office

6.2.1 The GNC will have a membership of three (3) persons.

6.2.2 Membership of the first GNC will be nominated by each of the following;

- I. The outgoing Management Committee (1 member)
- II. The outgoing Professional Games Board (1 member)
- III. The IRFU (1 member)

6.2.3 The first GNC members shall hold office for a period of one (1) year, after which they may be appointed for a term of three (3) years and may only serve for a maximum of two three (3) year terms in aggregate.

6.2.4 Subsequent GNC members shall be nominated by;

- I. Council (1 member);
- II. The IRFU (1 member);
- III. A nominee agreed by both of the above (1 member).

6.2.5 Members of the GNC shall hold office for a period of three (3) years and shall only serve for a maximum of two three (3) year terms.

6.2.6 Those nominated to the GNC will be ratified by the Council at the AGM.

6.2.7 At its first meeting the members of the GNC will elect a chairperson from within its membership.

6.3 Terms of Reference and Governance Standards

The GNC shall:

6.3.1 Set the governing standards to be exercised by the Board by reference to the recommended practices of the Governance Code endorsed by Sport Ireland and I.R.F.U..

6.3.2 Observe that the Board deliberately fosters an ethical culture that permeates all parts of Connacht Rugby.

6.4.1 Nominations

The GNC shall:

- I. Annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and standing Committees and make recommendations to the Board.
- II. Give consideration to succession planning for board, committee and sub-committee members taking into account the challenges and opportunities facing Connacht Rugby, and the skills and expertise needed on the Board.
- III. Establish a competency framework for the Board and Committee roles that is aligned to the achievement of Connacht Rugby's strategic objectives.
- IV. Keep under review the leadership needs of Connacht Rugby with a view to ensuring the continued ability to meet its objectives.
- V. Consider the training and development needs of the Board and Committee members to fill any competency gaps.
- VI. Keep up to date and informed about the strategic issues and changes affecting Connacht Rugby and the environment in which it operates.

6.4.2 Governance Stewardship

The GNC shall:

- I. Report to the Council annually in relation to governance practices and alignment with the recognised code.
- II. Monitor the ethical culture of Connacht Rugby.
- III. The GNC may request a member to attend Board or Committee meetings to conduct its governance review.

6.5 Meetings and Quorums

6.5.1 The GNC shall meet no fewer than four (4) times per year or more frequently as required.

6.5.2 The quorum for a meeting of the GNC shall be three (3) persons.

7. THE CONNACHT RUGBY BOARD

The Board shall govern the affairs of Connacht Rugby. The Board is the ultimate decision-maker covering the governance matters delegated to it by the Council. This includes the affairs of both the community and professional game and all other operations. Its primary governance role is to set and oversee the achievement of Connacht Rugby's strategic objectives within a framework of its ethical culture. The Board will conform to the governance standards set by the GNC on behalf of Council and the IRFU.

7.1 Composition

7.1.1 The Board has specific powers of governance delegated to it by Council, to whom it is accountable.

7.1.2 The Board shall have a membership of 7 people nominated on a competency basis by the GNC. The Board shall consist of;

- I. Chairperson;
- II. Chair of Community Rugby Committee who shall be designated the Honorary Secretary of Connacht Rugby;
- III. Chair of the Professional Rugby Committee;
- IV. Chair of Finance, Audit and Risk Committee who shall be designated the Honorary Treasurer;
- V. Chair of the Commercial Committee;
- VI. Chair of the Operations Committee;
- VII. The CEO.

7.1.3 The Board shall have the power to co-opt up to two (2) persons. Any co-option will be subject to the approval of the GNC and, for the purposes of the awarding of voting rights, will be proposed for ratification at the next general meeting. This period of service will not be counted as a term of office. The membership shall be informed of any co-option to the Board within two (2) months of the event.

7.1.4 The Board shall have power to co-opt to fill a casual vacancy. Any person so co-opted shall hold office for the remaining duration of the office so filled. Any co-option will be subject to the approval of the GNC and, for the purposes of the awarding of voting rights, will be proposed for ratification at the next general meeting. This period of service will not be counted as a term of office. The membership shall be informed of any co-option to the Board within two (2) months of the event.

7.1.5 The Board may appoint sub-committees, working groups, steering groups and consultative groups, whose membership, terms of reference, rules and aims shall be set by the Board.

7.1.6 A quorum for a meeting of the Board shall be 60% of its voting members.

7.2 Terms of Office

7.2.1 The first Board shall be appointed for the following periods;

- I. Three members for three (3) years
 - Chairperson of the Board
 - Chair of the Finance, Audit and Risk Committee
 - Chair of the Community Rugby Committee
- II. Three members for Two (2) years
 - Chair of the Commercial Committee
 - Chair of the Professional Rugby Committee
 - Chair of the Operations Committee

7.2.2 The members of the Board thereafter shall hold office for a period of three (3) years, save for the first Board which shall serve the terms specified in 7.2.1 above, and shall only serve two terms on the Board.

7.3 Terms of Reference

7.3.1 The Board shall govern the management and administration of Connacht Rugby. The Board is the decision-maker on governance matters delegated to it by the Council.

7.3.2 The Board shall;

- I. Be accountable for the activities and performance of Connacht Rugby, in the context of the vision, strategic direction and objectives;
- II. Foster an ethical culture that will govern behaviours at all levels of Connacht Rugby in how it conducts its affairs and pursues its strategic objectives;
- III. Monitor the executive's implementation and performance of the strategies agreed by the Board against defined indicators;
- IV. Delegate authority to the Standing Committees.

7.3.3 The Board, in addition to the powers hereinafter specially conferred on it, shall be responsible for the oversight of the management and control of Connacht Rugby in accordance with these Bye-Laws, and may from

time to time make, repeal and amend all such policy and / or regulation (not inconsistent with these Bye-Laws) as it thinks expedient for the well-being of Connacht Rugby, such regulations not being inconsistent with Laws of the Union and/or Regulations relating to the Game. All regulations made by the Board shall be binding on Clubs and the members thereof, unless repealed by the Board or set aside by a General Meeting.

- 7.3.4 To control and apply the finances of Connacht Rugby, subject to any special direction of a General Meeting of Connacht Rugby and to incur any expenses it thinks appropriate to further the interests of the Game in Connacht.
- 7.3.5 To hear an appeal by a person or Club affected by a decision of any of the Standing Committees and to make such ruling or rulings as it sees fit.
- 7.3.6 To investigate and, where appropriate, to hear any allegation of an infringement by a club or a member thereof or any Player of the Laws of the Union, the Laws of the Game or any alleged conduct by any of the foregoing alleged to be bringing the game into disrepute and depending on the outcome of the hearing to expel or suspend the club from Connacht Rugby or to otherwise punish by sanction or otherwise as it deems appropriate the Club or member thereof or any Player or to otherwise decide in such manner as it may deem fit and to delegate to the Community Rugby Committee or other Standing Committee as appropriate the powers set out in this clause.
- 7.3.7 To suspend from Connacht Rugby or otherwise sanction any Club or member of a club or player infringing the Bye-Laws, rules of competition or the Laws of the Game and generally to deal with any Club or member of a Club or Player whose conduct the Board may deem detrimental to the best interests of the Game or to otherwise decide in such manner as it may deem fit and to delegate to the Community Rugby Committee or other Standing Committee as appropriate the powers set out in this clause.
- 7.3.8 Subject to clause 7.1, to co-opt, if it sees fit, not more than two persons to be members of the Board. Such co-option shall take place only if at least three-quarters of the members of the Board support the proposed co-option and provided that fourteen days' notice of the proposal to co-opt has been given to the members of the Board unless otherwise unanimously agreed by the Board.

- 7.3.9 To refer any matter, infringement, complaint or allegation to the I.R.F.U., whether by way of appeal or otherwise, for determination.
- 7.3.10 To appoint independent arbitrators or mediators to hear or report on any disputes.
- 7.3.11 To interpret the Bye-Laws and rules and regulations of Connacht Rugby.
- 7.3.12 To appoint legal representatives to represent Connacht Rugby.
- 7.3.13 To purchase, hold or take on lease, licence or otherwise any property (real or personal) with power to authorise the sale, exchange, disposal, lease, licence, charge, mortgage, or other disposition or dealing with any such property.
- 7.3.14 To borrow or raise money or monies worth or any sums of money with or without security for any purpose which it considers necessary to further the objects of the Connacht Rugby and to secure the repayment of same on behalf of Connacht Rugby by mortgage, charge, guarantee, negotiable instrument or otherwise whether over the property of Connacht Rugby or otherwise.
- 7.3.15 To promote, incorporate, appoint directors to or hold shares or stock in any company and to set out procedures for the appointment and removal of directors and the holding of shares in relation to any incorporated body it establishes to administer assets.
- 7.3.16 To empower the C.E.O. to administer and manage, the affairs of Connacht Rugby under these Bye Laws.

7.4 Meetings and Quorums

- 7.4.1 The Board shall meet at least six times per year or more frequently as appropriate.
- 7.4.2 The quorum for a meeting of the Board shall be 60% of voting members.

7.5 Voting

The Board shall make every effort to formulate its decisions by consensus. Where consensus cannot be found:

- 7.5.1 All members of the Board shall be eligible to vote save for and except the C.E.O. who does not have a vote and any co-option who has not been ratified at a general meeting.
- 7.5.2 Every question at any Board meeting shall be determined by a majority of the members present and voting thereon. No resolution previously agreed to or adopted by the Board shall be rescinded, altered or amended, unless the motion to rescind or alter such resolution has been given with seven days' notice to all members of the Board.
- 7.5.3 No voting by proxy is permitted at any Board, Standing Committee or Sub-Committee meetings.
- 7.5.4 Voting at a Board meeting shall be by majority vote of those entitled to vote and may be by secret ballot if so requested by three or more members entitled to vote.
- 7.5.5 The Chairperson of the Board shall have a casting vote in the event of a tie.

7.6 Decisions

All regulations and decisions of the Board shall be binding.

7.7 Power to appoint standing committees

- 7.7.1 The Board shall designate from time to time which of its' Sub-Committees shall be known as Standing Committees and unless and until the Board decide otherwise the Standing Committees shall be known as:-
1. Community Rugby Committee
 2. Professional Rugby Committee
 3. Finance, Audit & Risk Committee
 4. Operations Committee
 5. Commercial Committee
- 7.7.2 Each of these standing committees shall be empowered by the Board to carry out their respective terms of reference as determined by the Board.
- 7.7.3 The Chairperson of each standing committee must be ratified by the Council and approved by the IRFU based on the recommendations of the GNC.

- 7.7.4 The Chairperson of each standing committee will work with the GNC to identify and select persons to serve as members of each such committee. These nominations will be based on an appropriate competency matrix for each standing committee and will be subject to ratification by the Board.
- 7.7.5 At its first meeting following upon the AGM, the Board shall ratify the appointment of members to the standing committees.
- 7.7.6 The Chairperson of each standing committee shall report on the activity of that committee to the Board.
- 7.7.7 The Board Chairperson and CEO may attend any standing committee meeting. The Chairperson and / or the CEO may invite any member of the Executive to attend any committee meeting.
- 7.7.8 The Board may appoint a member of the Executive to any standing committees.
- 7.7.9 The standing committees are accountable to and shall report to the Board.

8. ANNUAL GENERAL MEETINGS

8.1 The AGM of Connacht Rugby

- 8.1.1 The AGM of Connacht Rugby shall be held annually not later than the last Monday in May for the purpose of the election of office holders for the ensuing year, for the ratification of the GNC and Board members, to receive abstracts of the accounts of Connacht Rugby to the latest available date and for the consideration of amendments to the Constitution and Bye-Laws of Connacht Rugby.
- 8.1.2 Fourteen days' notice shall be given of the AGM, the same to be printed on an agenda and posted to all the members of Council and nothing outside the printed agenda shall be considered at the AGM unless otherwise decided by two-thirds of those present and voting (by secret ballot) or unless duly notified in accordance with these Bye-Laws. In special circumstances the President with the agreement of the Board may decide to extend the date of the AGM.
- 8.1.3 Nomination for the positions of Officers of Council, the Delegates to the IRFU Committee and the Secretary of the Competitions Committee shall be submitted in writing to the President of Connacht Rugby 14 days prior to the AGM.
- 8.1.4 The GNC shall submit its nominations to the President for the members of the Board not later than 14 days prior to the AGM.

8.2 Notice of General Meetings

- 8.2.1 All members of Council have the right to receive notice of all General Meetings.
- 8.2.2 Not less than 14 days preliminary notice of the date, time and venue decided by the Board for the AGM must be given to all members.
- 8.2.3 Notices of and agendas for such General Meetings may be given to all members and shall be adequately received by them if published on the Connacht Rugby website.
- 8.2.4 Accidental omission to give notice to, or non-receipt of by some members, does not invalidate a General Meeting.

8.3 Eligibility to Attend General Meetings

Those eligible to attend the Connacht Rugby General Meeting shall include:

8.3.1 The members of and delegates to Council as defined in Para 5.2 of these Bye-Laws.

- I. The Connacht Association of Referees which shall be entitled to send one (1) representative.
- II. The Board which may attend but shall not have a vote.
- III. The Executive of Connacht Rugby which may attend but shall not have a vote.
- IV. The Auditors who shall attend but shall not have a vote.

8.3.2 All members of the Council as defined in Para 5.2 of these Bye-Laws

- I. Shall have a vote. Each member is entitled to a single non-transferrable vote.
- II. No voting by proxy is permissible and no delegate may represent more than one Club.
- III. The Community Rugby Committee shall decide the playing status of a Club for the purpose of the regular season and, in doing so, for this meeting. In the event of a dispute, the Board shall decide the voting status of each Club for the purpose of a General Meeting.
- IV. A quorum shall be thirty (30) voting members.
- V. A General Meeting may be adjourned to such date and place as the meeting may direct, in which case thirty members shall be a quorum for such adjourned meeting.
- VI. Where it is provided in these Bye-Laws that any office shall be filled by election the mode of election shall be by secret ballot in respect of candidates duly proposed and seconded. The Chairperson of the meeting shall declare the result of the ballot and after any necessary recount which has been called for, the candidate or candidates receiving the most votes shall be deemed elected.
- VII. In a ballot any voting paper which purports to cast votes for a greater or a lesser number of candidates than the number of offices to be filled shall be deemed to be a spoiled vote.

8.4 Business of Connacht Rugby AGM

8.4.1 Connacht Rugby shall at each AGM or, if necessary, at any adjournment thereof, transact the following business:-

- I. Consider and approve, with or without amendment, the minutes of the previous meeting;
- II. Receive a report from the Chairperson of the Board and adopt or make any order or amendment to the report that may be appropriate;
- III. Receive a report from the Chairperson of the GNC on its oversight of the Board and, if any, recommendations for amending the structure, size and composition of the Board;
- IV. Receive the accounts and balance sheet of Connacht Rugby for the preceding financial period and the Auditor's report thereon and adopt or make any order that may be appropriate in regard to same;
- V. Elect the Council Officers and IRFU representatives;
- VI. Elect a firm of auditors to audit and report upon the accounts;
- VII. Adjudicate on all matters submitted in accordance with the appropriate timeframes by any person or club with voting rights;
- VIII. Consider, with or without amendment, accept or reject any amendment or alteration to the Bye-Laws of Connacht Rugby duly proposed and of which due notice shall have been given, or dispensed with, in accordance with these Bye-Laws;
- IX. Elect delegates to the Annual General Meeting of the IRFU, who shall include the following
 - (a) Chair of the Board;
 - (b) Chair of the Community Rugby Committee;
 - (c) Chair of the Finance, Audit and Risk Committee;
 - (d) Connacht representatives to the IRFU Union Committee;
- X. Elect the Secretary of the Competitions Committee;
- XI. May transact in accordance with these Bye-Laws any business relating to the affairs of Connacht Rugby and in particular (without prejudice to the generality of this paragraph) may make any interpretation of the Bye-Laws of Connacht Rugby as it considers appropriate.

9. EXTRAORDINARY GENERAL MEETINGS (EGM)

9.1 Convening

An EGM of Connacht Rugby shall be convened in the following manner:

- 9.1.1 By the President of the Council at any time on being requested to do so by the Board or on receipt of a requisition to do so signed by the club secretaries on their club headed notepaper of not less than three clubs (the requisition stating that said three clubs in general meetings of each such clubs resolved to request an EGM of Connacht Rugby) accompanied by a deposit of one thousand (€1,000) euro and a statement of the reasons for which such a meeting is desired.
- 9.1.2 Notice of the General Meeting shall be sent by the President at least fourteen (14) days before the date on which such a meeting is to be held to those eligible to attend.

9.2 Voting, adjournments etc.

The provisions of Bye-Laws 8.2, 8.3 and 8.4 shall apply equally to an EGM.

10. CHIEF EXECUTIVE OFFICER

- 10.1** The C.E.O. is appointed by the IRFU for such term and at such remuneration and upon such conditions as it thinks fit. Any C.E.O. so appointed may be removed by the IRFU.
- 10.2** The IRFU and the Board shall put in place arrangements for the line management of the C.E.O. and for the monitoring and appraisal of his performance.
- 10.3** The C.E.O. reports to the Board and is accountable to the IRFU.
- 10.4** The Board shall delegate authority to the C.E.O. to allow for the effective day to day management and administration of Connacht Rugby. The Board shall review this authority at least once annually.
- 10.5** The appointment and removal of the Executive is the responsibility of the C.E.O.

11. PROPERTY AND TRUSTEES

- 11.1 All property of Connacht Rugby, real and personal, and the trophies of Connacht Rugby shall be vested in three Trustees, who shall be appointed by Connacht Rugby at a General Meeting. They shall remain in office until resignation or until they are removed at a General Meeting.
- 11.2 The Trustees may from time to time, with the sanction of a resolution of the Board do all or any of the following acts or things, that is to say, sell, exchange, partition, lease, let, mortgage, change or otherwise dispose of or deal with any property of Connacht Rugby (whether the same be real or personal) for the time being vested in them, provided always that:
- I. Any such sanctioning resolution shall be voted on by the Board and passed by a two-thirds majority of those present and voting;
 - II. A certificate signed by the chairperson of the meeting at which any such resolution has been passed shall be conclusive evidence of the passing of such resolution in the manner provided by this Bye-Law and of the terms of such resolution.
- 11.3 The Trustees are authorised to borrow in their own names on behalf of Connacht Rugby such sums of money, not exceeding such an amount, and upon such terms and conditions, as may be authorised from time to time by the Board.
- 11.4 The Trustees be and are hereby authorised to open an account or accounts in their own names on behalf of Connacht Rugby with any bank or banks and that the said bank or banks be requested to grant accommodation under said account.
- 11.5 The Trustees are hereby authorised to give security for the aforementioned borrowings by mortgaging or charging all or any of the property and assets of Connacht Rugby.
- 11.6 A Trustee shall disclose any directorships or interests that may be in conflict with Connacht Rugby prior to his appointment or immediately on taking up such directorship.

12. INDEMNITY

- 12.1 In this Bye-Law the expression “official of Connacht Rugby” shall include a member of (i) the Council, (ii) a member of the GNC, (iii) a member of the Board, (iv) a member of a Standing Committee, (v) a member of a sub-committee, (vi) a Trustee, (vii) the Chief Executive and (viii) any other person holding office in Connacht Rugby whom Connacht Rugby shall decide is an official of Connacht Rugby.
- 12.2 Every official and member acting on behalf of Connacht Rugby for the time being and their executors and administrators shall be entitled to be indemnified out of the assets of Connacht Rugby 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 act undertaken or omission by him on behalf of Connacht Rugby in his capacity as an official or member of Connacht Rugby or by reason or on account of any liability incurred by him in such capacity, provided always that such liability was not incurred through his own fraud or negligence or where he was not authorised to act on behalf of Connacht Rugby.

13. AMENDMENTS

- 13.1 Changes to the bye-laws shall comply with the Laws of the IRFU.
- 13.2 The Bye-Laws can only be altered or amended at a General Meeting.
- 13.3 Notice of any amendment or alterations to the Bye-Laws, together with the names of the proposer and seconded (in each case either a paid up member of a club, or a club or officers) of every such amendment or alteration shall be sent in writing to the President by 21 days prior to the Annual General Meeting (whichever is the later) and notice of all such amendments or alterations shall be sent by the President to those eligible to attend at least one week before the said AGM and shall not be considered unless such notice has been given.
- 13.4 No alteration or amendment in the byelaws shall be made without the approval of at least two thirds of those members present and voting at that General Meeting.

14. INTERPRETATION

- 14.1 In the event of a doubt arising at any time on any matter not provided for herein, or as to the meaning or construction of these Bye-Laws, the Board shall determine same.
- 14.2 These Bye-Laws and any regulations made thereunder shall in all respects be governed by and construed in accordance with The Laws of Ireland and any dispute arising thereunder shall be subject to the exclusive jurisdiction of the Courts of Ireland.

15. NOTICES

Notice for the purpose of these bye-laws to any club or to a member of any such club, shall be deemed to be served three days after the posting or the delivery by electronic mail of such notification if the same shall have been sent by prepaid ordinary post or by electronic mail addressed to the person appearing on the records of Connacht Rugby, to the secretary of such club to his address appearing in such records. Service on a club shall be deemed service on every member thereof.