

## Munster Rugby Governance Bye Laws MRG 01-2021

### Amendments:

- 27.5.2021 Amendments from 11.1.2021, 16.10.2020 and 12.6.2019 approved at IRFU Council meeting.
- 11.1.2021 (i) EGM adopted motion – Amendments to:  
     Article 1 – definition of Terms of Office of Union Delegates  
     Article 5  
         5.1.(a) – Amendment to clause (iv)(v) and addition of new clause (vi)  
         5.1.(b) – Amendment to clause (ii)  
     Article 6. – Amendment of new clause (q)  
     Article 8.3.(b) – Amendment to clause (c)  
     Article 9.1. – Amendment to clause (e)  
     Article 10  
         10.1 – Amendment to clauses (b)(d)(e)  
         10.3 – Amendment to clause (a)(b)  
     Article 11 – Amendment to Composition and Election  
         11.1 – Amendment to (b)(d)(e)(f)(g)(h)(i)(j)  
         11.2 – Amendment to (a)  
         11.4 – Amendment to (a)(b)  
         11.5 – Amendment to (a)(b)  
         11.6 – Addition of new clause
- 16.10.20 (i) AGM adopted Motion – Amendments to:  
     Article 1 - Amendment of Definition of Clubs and Associate Clubs  
     Article 1 - Separation of Chair of Management as an Officer  
     Article 3.2 - Amendment to the definition of Membership of the Branch  
     Article 3.2 - Clarification amendments for criteria for eligibility to affiliate to the Munster Branch.  
     Article 3.4 - Addition of clause requesting all members of standing and sub-committees to sign Munster Rugby Confidentiality Agreement  
     Article 10 & 10a - Change of Commercial + Marketing Committee form a standing committee to a sub-committee reporting to Finance Committee.  
     Article 13 - Amendment relating to General Meetings of the Branch  
     Article 17 - Amendments relating to Amendment Alterations.  
     Article 19 - Amendment to Indemnity Clause  
     Schedule N - Reinstatement of Commercial + Marketing Committee to a sub-committee  
     General - Need to make several clarificatory amendments due to Indemnity implications in several clauses completed.
- 12.06.19 (i) AGM-adopted Motion - Amendment to Article 6  
     (ii) Branch Committee Decision re Art 5.7(a): Change Commercial & Marketing s/c to Standing Committee (new Art 10a) and consequential changes to text

## **Munster Rugby Governance Bye Laws MRG 01-2021**

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Munster Rugby is the name of the Branch of the IRFU governing and promoting the game of rugby throughout the province of Munster. It comprises, inter alia, of a professional team and approximately 150 clubs and schools located throughout the province.

## Article 1

### DEFINITIONS

1. In these Bye Laws, the definitions laid down by World Rugby and/or the IRFU shall apply. In addition, the following definitions shall apply and if any definition hereunder, is already defined in the Bye Laws and/or Regulations of World Rugby and/or the IRFU, those definitions shall prevail.

Age of Majority is deemed to be acquired on a Person's 18<sup>th</sup> birthday;

"AGM" means an Annual General Meeting;

"All-Ireland League Clubs or AIL Club" means Clubs playing in the All-Ireland League or its equivalent;

"Appeals Officer" means a legal practitioner of at least seven years standing or, a serving or retired judge who shall have had previous experience in rugby matters;

"Articles" means these Articles which are from time to time referred herein as "these Bye Laws" ;

"Associate Club" means any association, club, college, school, university playing or participating in the Game but not at a competitive level elected to membership of the Branch as an "Associate Club" pursuant to these Bye Laws;

"Audit, Risk and Remuneration Committee" means the sub-committee referred to in Article 10.3 (m);

"Auditors" means the auditors appointed under Article 13.4(e)

"Board" – means the board of Munster Rugby as set out in Article 6;

"Branch or Munster Branch" means The Munster Branch of the IRFU also known as Munster Rugby;

"Branch Committee" means the committee of the Branch provided for in Article 5;

"Chairman" means any person appointed to chair a meeting and shall have casting vote at such meeting in event of a tied vote;

"CEO" means the Chief Executive Officer of the Branch appointed by the Branch and the IRFU in consultation and employed by the IRFU;

"Club" or "Clubs", means an association, club, college, school, university playing the Game at a competitive level that has been elected to membership of to the Branch pursuant to these Bye Laws;

"Committee" means the Branch Committee or any Standing Committee;

"Council" means the Council of the IRFU.;

"Delegate" means a person authorised to act as a representative on behalf of a Club, sub-committee, committee and/or Branch, as appropriate;

"Game" means rugby football played in accordance with the Laws of the Game;

"Independent Chairman" means a Chairman of a Standing Committee (Article 7) appointed, pursuant to Article 5.8. During his term of appointment, the Independent Chairman shall not be entitled to vote at any Branch Committee meeting.

"Independent Nominee" means a nominee, with suitable qualifications and experience who will provide an independent perspective and advice. He shall be appointed pursuant to Article 5.8. Any person acting in such

capacity is debarred from acting on any Committee or Sub-committee where they have had any previous club affiliation.

“IRFU” or “Union” means the Irish Rugby Football Union;

“IRFU / Union Delegate” means a Munster Branch delegate to the IRFU Committee and /or any IRFU sub-Committee. He shall be selected in accordance with the procedure laid down in Article 5 and appointed annually. His role is to represent and promote the views of Munster Rugby and to report back on all issues that arise at such meetings.

Terms of Office

- If nominated in accordance with the Senior Clubs rota, that Delegate shall be elected for a period of 4 years plus a further 2 years optional
- If nominated by the Branch Committee such person will serve for a period of 3 years unless that person has previously served on the union committee then such term of office shall be annually as outlined above.

Delegates will be nominated in accordance with North / South Munster Branch affiliations – 2 North and 2 South.

“Laws of the Game” means the Laws of the Game as laid down by World Rugby;

“Laws of the Union” means the Laws of the IRFU and any and all Laws and regulations arising therefrom;

“Match” means a contest in which two teams compete against the other in playing the Game;

“Munster Board” hereinafter known as “the Board” means the body specified under Article 6;

“Officers” means the President, Senior Vice-President, Junior Vice-President, Honorary Treasurer, Assistant Treasurer and Honorary Secretary of the Branch elected pursuant to these Bye Laws as well as the immediate Past 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; (World Rugby)

“Player” means (i) a player of the Game who is a non-contract player or a contract player, in accordance with the definition laid down in the IRFU Laws and (ii) any player of the game whether male or female who is registered, intends to register or is required to register as a playing member of a club affiliated to the IRFU in order to play the Game within the jurisdiction of the IRFU, in accordance with the definition laid down in IRFU Regulation 6;

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

“Regulations relating to the Game” means the regulations laid down by the Branch, the Union or World Rugby from time to time;

“Rugby Committee” means the Standing Rugby Committee;

“Schedules” shall mean the schedules attached which shall be incorporated in and form part of these Bye Laws;

“Senior Club” means Clubs playing in the All-Ireland League (or its equivalent) and eligible, by right, to play in the Munster Senior Challenge Cup;

Special General Meeting” means a special general meeting pursuant to these Bye Laws;

“Standing Committee” means each of the (i) Rugby (ii) Finance Commercial &Marketing (iv) Governance and Nominations and (v) Professional Game Committees; (BC 12.06.19)

“Sub-Committee” means such Sub-Committee of the Standing Committees as may be appointed by the Standing Committee and ratified by the Board and/or the Branch Committee pursuant to these Bye Laws;

Sub-Committee Officers means the sub-committee Chairman / Honorary Secretary /Honorary Fixtures Secretary if such appointments are filled;

“Trustees” mean the trustees appointed by the Branch pursuant to these Bye Laws;

“World Rugby means the association of Unions and/or Associations, in membership of World Rugby in accordance with the Bye-Laws of World Rugby;

## **2 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.

### **Article 2**

#### **DESCRIPTION**

##### **2.1 Name**

The name of the “Munster Branch of The Irish Rugby Football Union” shall be Munster Rugby under whose jurisdiction all Games in the Province of Munster shall be played. For the avoidance of doubt the terms “Branch” “Munster Branch” and “Munster Rugby” shall be interchangeable as the context permits.

##### **2.2 Objects**

The objects of the Branch shall be:

- (a) Administration: To administer the Game as its governing body and to promote, foster and develop the Game in Munster.
- (b) 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.
- (c) Regulation: To develop regulations and to take all steps that may be necessary or advisable to prevent infringements of such regulations, the Regulations relating to the Game, the Laws of the Game, the Laws of the Union or these Bye-laws and to prevent other improper methods or practices in the Game and to protect it from abuses.
- (d) To promote inclusivity and diversity within the Game.
- (e) To provide, maintain and operate provincial stadia.
- (f) To operate representative teams.

##### **2.3 Jurisdiction**

- (a) The Branch shall be responsible for the management of the affairs of the Game in the province.
- (b) All Clubs must play all matches under Regulations and Laws relating to the Game.

### **Article 3**

#### **MEMBERSHIP**

##### **3.1 Membership of the IRFU.**

As a Branch of the IRFU., 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 the Branch**

- (a) Any club, school, college, university or association in Munster participating in or playing the Game at a competitive level (a “candidate club”) and who is willing to conform to the Laws of the Union, Regulations relating to the Game and to these Bye Laws shall be eligible to apply for membership of the Branch as a Club. All applications for membership of the Branch must be made on the prescribed form obtainable from the Honorary Secretary of the Branch.

Before being admitted to membership of the Branch, such candidate club must:

- (i) satisfy the Rugby Committee that it has the use of satisfactory ground and dressing accommodation;
  - (ii) be duly proposed and seconded by two Clubs of ten years standing;
  - (iii) make a written Declaration that its Officers have read, understand and accept that its own members, employees, volunteers and invitees shall be bound by the Laws of the Union, Regulations relating to the Game, these Bye Laws and any other rules or regulations as laid down by the Branch.
- (b) The Rugby Committee will elect by ballot, with or without conditions, the candidate club for membership of the Branch. The decision will be forwarded to the Branch Committee for ratification.
- (c) Any candidate club excluded by the Rugby Committee shall have the right to appeal to the Branch Committee against such exclusion with an ultimate appeal to the IRFU Committee or IRFU Council.
- (d) Clubs shall not be permitted to play against clubs or teams who are not affiliated to a branch of the IRFU., without the prior sanction of the Rugby Committee.
- (e) Any club, school, association or university or association [in Munster] playing or participating in the Game but not at a competitive level and who is willing to comply with these Bye Laws may apply for membership of the Branch as an Associate Club with a right to attend Annual General Meetings and Special 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 Rugby Committee by ballot subject to ratification by the Branch Committee.

### **3.3 Criteria for Eligible Clubs to Affiliate to the Munster Branch**

- (a) Each Club shall be bound by (and shall procure that each of its members shall agree to be bound by) the Laws and Regulations of the Union, the Regulations and Laws relating to the Game, these Bye Laws and any other rules or regulations as laid down by the Branch.
- (b) Save as authorised in advance by the Branch Committee, no person shall take part in the management of the Branch, nor hold any office or membership of a Committee or Sub-committee under these Bye Laws, unless he is a member of a Club and have their up-to-date membership verified in writing by their Club Honorary Secretary to the Branch Honorary Sec.

### **3.4 Code of Conduct**

- (a) No person involved in Munster Rugby, at any and all levels, shall act in any manner, in any forum or media platform, in public or in private that might or might reasonably be construed, to bring the game of rugby or the name of Munster Rugby into disrepute. They shall conduct themselves in a fair, honest, responsible and sporting manner in the best interests of rugby and Munster Rugby in particular.
- (b) All persons involved in Munster Rugby, at any and all levels, shall behave with integrity. They 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 Branch Committee or the Standing Committee or any relevant Sub-Committee to disclose any information which could be considered of such a nature.

They shall act with fairness and independence and disclose any conflict of interest or loyalty they may have, to the

Branch Honorary Secretary, before engaging in any process or decision-making exercise.

Every person proposed for appointment as a member of any Committee, Sub-committee or the Board, and the Independent Chairman shall disclose any directorships or interests that may be in conflict with Munster Rugby prior to his/her appointment to any position.

- (c) All persons involved in Munster Rugby at any and all levels shall, to the best of their ability, safeguard the interests of Munster Rugby and are duty bound to report any infractions of any rules or regulations made under these Bye Laws, to the Branch Honorary Secretary.
- (d) All persons holding a position on any committee in Munster Rugby will sign and comply with Munster Rugby Confidentiality Agreement

## **Article 4**

### **THE CLUBS**

#### **4.1 Grading of Clubs**

- (a) The Rugby Committee will grade all Clubs.
- (b) When a Senior club is relegated from the AIL (or its equivalent) at the end of a season, it shall be deemed a Junior club from the 1<sup>st</sup> August of the following season and lose all rights as a Senior club.  
Conversely, when a Junior club gains promotion to the AIL (or its equivalent) at the end of a season, it shall be deemed a Senior Club from the 1<sup>st</sup> August of the following season with all rights attaching.

#### **4.2 Rights and Responsibilities of Clubs**

- (a) Every Club or Associate Club, shall, before 31st October each year, send to the Honorary Secretary of the Branch, the names of its honorary secretary and honorary treasurer, together with the number of its paid up members during the preceding season, and a statement of its accounts accompanied by an accountant's report for that preceding season. Sanctions for failure to comply with these Bye Laws will be at the discretion of the Branch Committee.
- (b) Every Club or Associate Club, on being elected to membership of the Branch, shall be furnished with a copy of the Laws of the IRFU. and these Bye Laws of the Branch and be bound thereby and by any subsequent amendments thereto. In the case of wilful or systematic infringement of such Laws or these Bye Laws or of objectionable conduct by any Club or Associate Club, such Club or Associate Club shall be expelled from the Branch if at any Annual General Meeting of the Branch a majority of those present and voting are in favour of such expulsion.

#### **4.3 Participation in Leagues and Matches**

- (a) Any league or combination of Clubs belonging to the Branch shall be under the authority of, and shall obtain the consent of the Rugby Committee to its formation, and shall be required to submit its proposed rules and any subsequent alterations thereof for approval to the Rugby Committee who shall have the power:-
  - (i) To forbid the formation or continuance of such league or combination of Clubs in its absolute discretion.
  - (ii) To expel or suspend any Clubs contravening these Bye Laws from membership of the Branch.
  - (iii) To suspend any Club which plays a match with a Club that has been suspended or expelled from membership of the Branch under these Bye Laws, or with a Club which has been formed out of the nucleus of any suspended Club.

- (b) The Rugby Committee shall have full discretionary powers as to what Clubs shall be allowed to take part in any competition.

#### **4.4 Subscriptions**

- (a) The annual subscription of each Club to the Branch shall be such sum as the Committee of the IRFU. may decide upon and which shall be paid to the Branch before 1st October each year.
- (b) A Club whose annual subscription to the Branch is unpaid on 1st October shall receive notice from the Branch that in the event of its subscription remaining unpaid thirty days after the date of such notice the name of the Club will be struck off the list of Clubs; and a Club whose name has been so struck off shall not be eligible for membership of the Branch until all monies due by it to the Branch have been paid.
- (c) A Club shall not be entitled to send delegates to any meeting of the Branch or take any part in any Committee at any level, unless the number of its own paid up members during the preceding season exceeded thirty, and unless an audited statement of its accounts for that previous season has been furnished to the Honorary Secretary of the Branch in accordance with these Bye Laws, before October 1<sup>st</sup>.

### **Article 5**

#### **BRANCH COMMITTEE**

(Organogramme is included in Appendix III)

Subject always to the authority of the Branch in General Meeting and to the Laws of the IRFU, the Branch Committee shall govern the affairs of the Branch.

#### **5.1 Composition:**

- (a) The Officers:
  - (i) A President – elected at a General Meeting.
  - (ii) A Senior-Vice President – elected at a General Meeting.
  - (iii) A Junior Vice-President - elected at a General Meeting.

Any person for the position of Junior Vice President shall be nominated in accordance with the rota that is agreed from time to time by the Branch Committee (Appendix xxx). It is the right of a Club or sub-committee as appropriate, to nominate whomsoever it wishes. He / they will be nominated to the Governance and Nominations Committee to undergo the process set out in paragraph 5.8 below.

- (iv) An Honorary Secretary – elected at a General Meeting.

Any person(s) for the position of Honorary Secretary shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8.

Any person(s) is elected for a term of four years, subject to annual review and can be re-elected, on an annual basis thereafter. An annual review will be conducted by the Governance and Nominations Committee.

- (v) Honorary Treasurer - elected at a General Meeting.

Any person(s) for the position of Honorary Treasurer shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8. Any person(s) is elected for a term of four years, subject to annual review and can be re-elected, on an annual basis thereafter. The Treasurer will act as Chairman of the Finance Commercial & Marketing Committee.

- (vi) Assistant Treasurer with specific responsibility for the Domestic Game – elected at a General Meeting



Any person(s) for the position of Assistant Treasurer with specific responsibility for the domestic game shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 8. Any person(s) is elected for a term of three years, subject to annual review and can be re-elected, on an annual basis thereafter. The Assistant Treasurer will report to the Honorary Treasurer and dotted line to the Rugby Committee

- (vii) The outgoing president, who shall be a member of the Branch Committee for one year after the expiration of his term of office.
  - (b) The Union Delegates more particularly referred to in Article 5.2 (k) and (l).
    - (i) Any person(s) for the position of Union Delegate shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8. Selected Delegates must be from different clubs.
    - (ii) Each Delegate shall be ratified annually. His role is to represent and promote the views of Munster Rugby and to report back on all issues that arise at such meetings.
    - (iii) Union Delegates have a fiduciary responsibility towards the Branch to keep the Branch informed and to report upon the activities of the IRFU but such responsibility shall at all times be subject to the Code of Conduct and Confidentiality requirements of the IRFU Committee. Accordingly, the Branch recognises that Delegates may only be able to report on the matters in generalised terms. Subject to the above, and save where an absolute confidentiality restriction has been placed on any particular matter, within one week following any IRFU meeting the Delegate shall forward to the Branch Officers, the Board and to the Secretary and Chairman of the relevant Standing Committee a written report in generalised terms outlining the matters discussed, the various views espoused and the decisions made. IRFU Committee members shall attend all Branch Committee meetings(non-voting) and Standing Committee meetings relevant to the position that they hold on the IRFU Committee. .
- Note: where a club / sub-committee delegate is appointed to the IRFU Committee, outside the Senior Club Rota his club/ sub-committee shall nominate a replacement to any position that he held previously within Munster Rugby, subject to the provisions of Article 5.8 where appropriate.
- (c) Other Delegates:
    - (i) Senior Clubs: A delegate or his deputy from each of the Senior Clubs in the following season (i.e. the season which starts after the annual meeting of Council held on or before the last Friday of June each year).
    - (ii) Junior Clubs: Six delegates (Chairman + 5) or their deputies to be appointed from the Junior Clubs Sub-Committee. Delegates must have representation as outlined under Schedule E, Clause 1.4: Based on the number of clubs, the allocation of delegates for the time being shall be as follows; South = 2, East = 1, North = 1 and West = 1.
    - (iii) Age Grade: The Chairman and two delegates or their deputies from the Age Grade Sub-Committee; i.e. the Chairman of the Schools Sub-Committee and the Chairman of the Youths Sub-Committee.
    - (iv) MAR: The Chairman or his deputy who shall not be an active referee to represent the Munster Association of Referees.
    - (v) Womens: The Chairman or deputy of the Women's Sub-Committee.
    - (vi) Any persons co-opted in accordance with Article 5.2 (non-voting).
  - (d) Independent Chairmen (other than the Honorary Treasurer) are entitled to attend all Branch Committee meetings (non-voting).
  - (e) Where Branch Officers and/or Union delegates and/or Independent Chairmen choose to represent their club(s) at any objection, disciplinary or appeal process at provincial or IRFU level, they shall be deemed to have resigned their position as Branch Officer / Union delegate /Independent Chairman.

- (f) Any vacancy arising on the Branch Committee during the year, other than those positions referred to in Article 5.8, shall be filled by a person elected by the Branch Committee.

## 5.2 Terms of Reference

- (a)
  - (i) To appoint or remove the Board, set up under Article 6 below.
  - (ii) To appoint or remove the Chairman of the Board.
  - (iv) To appoint or remove Standing Committees under Article 5.8 below.
  - (i) To ratify the person nominated for the position of the Junior Vice President, Honorary Secretary, Honorary Treasurer, and Independent Nominees to the Board, respectively.

To annually review the performance of the Governance and Nominations Committee and its Chairman.

- (ii) To annually review the performance of the Board and its Chairman
- (b) To empower the Board to carry out the functions in Article 6.1 and to administer and manage the affairs of the Munster Branch IRFU under these Bye Laws, for the well-being of the Munster Branch IRFU.
- (c) Monitoring the implementation and performance of the strategies agreed by the Branch Committee against defined indicators and to delegate to the Standing Committees the powers set out in this sub-clause.
- (d) The Branch Committee, in addition to the powers hereinafter specially conferred on it, shall be responsible for
  - (i) the carrying out of a review of these Bye Laws, in conjunction with the Board, on a three-yearly basis, or more often if desired and bring any recommendations to the Board and thereafter to the Branch Committee.
  - (ii) the management and control of the Branch in accordance with these Bye Laws, and may from time to time make, repeal and amend all such regulations as it thinks expedient for the well-being of the Branch, provided such regulations are not inconsistent with the Laws and Regulations of the Union.

All regulations made by the Branch Committee shall be binding on Clubs, Associate Clubs and the members thereof, until repealed by the Branch Committee or set aside by an Annual General Meeting or Special General Meeting of the Branch.

- (e)
  - (i) To hear or arrange to hear any appeal by a person or Club affected by a decision of any of the Standing Committees or any of their Sub-Committees and to make such ruling or rulings as it sees fit. Such appeals shall be referred to the Appeals Officer and dealt with under Article 15.
  - (ii) To investigate and, where appropriate, to hear any allegation of an infringement, by a Club, Associate Club or a member thereof, or any Player of the Laws of the Union, the Regulations relating to the Game, 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 objection, disciplinary or appeal process, to recommend to the IRFU the expulsion or suspension of the Club or Associate Club from the Branch, or to otherwise punish by sanction or otherwise as it deems appropriate, the Club, Associate Club or member thereof or any Player or to otherwise decide in such manner as it may deem fit and to delegate to the Rugby Committee or any other Standing Committee the powers set out in this sub-clause.
  - (iii) To adjudicate on disputes.
  - (iv) To appoint independent arbitrators to hear or report on any disputes.
  - (v) To refer any matter, infringement, complaint or allegation to the IRFU, whether by way of appeal or otherwise, for determination.
- (f) To convene the Annual General Meeting and Special General Meetings of the Branch.
- (g) To co-opt, if it sees fit, not more than two persons to be members of the Branch Committee. Such co-option shall take place only if three-quarters of the members of the Branch Committee, present and voting at a meeting of the Branch Committee, 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 Branch Committee by the Honorary Secretary.

- (h) To control and apply the finances of the Branch, subject to any special direction of an Annual General Meeting or Special General Meeting of the Branch, and to incur any expenses it thinks desirable to further the interests of the Game.
- (i) To interpret these Bye Laws and any rules and regulations of the Branch, subject to the right of appeal to the Council.
- (j) To suspend from the Branch or otherwise sanction any Club, Associate Club or member of a Club or Associate Club or Player infringing these Bye Laws, rules of competition or the Laws of the Game, and generally to deal with any Club or Associate Club or member of a Club or Associate Club or Player whose conduct the Branch Committee may deem detrimental to the best interests of the Game. Such Club, Associate Club, member of a Club or Associate Club or Player shall have the right to appeal to the IRFU Council.
- (k) To ratify, as per the Clubs rota, two persons selected under Article 5.8 and approved under Article 6.4(i), to act as delegates of Munster Rugby on the IRFU Committee.  
Each person shall be ratified for a period of 4 years, subject to annual review and thereafter, annually, for a maximum of 2 further years,
- (l) To ratify annually, for the vote at Council onto the IRFU Committee, two persons to act as delegates of Munster Rugby. Each person shall be selected under Article 5.8 and approved under Article 6.4(i).
- (m) To appoint legal representatives to represent the Branch in any such matters as it may decide.
- (n) To authorise, where required, Officers of the Branch to act in matters that may arise between ordinary meetings of the Branch Committee save where such functions can be carried out by the Board or any other Standing Committee.
- (o) 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.
- (p) 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 Branch and to secure the repayment of same on behalf of the Branch by mortgage, charge, guarantee, negotiable instrument or otherwise whether over the property of the Branch or otherwise.
- (q) To promote, incorporate, appoint Directors to or hold shares or stock in any company or enterprise(s). The names of the current such companies / enterprises are in Appendix II.
- (r) To elect delegates and deputies to the IRFU Council.

### **5.3 Meetings**

- (a) Where two or more Officers seek a meeting of the Officers, the Honorary Secretary shall call such a meeting as soon as possible.
- (b) The Branch Committee shall meet at least four times per year or more frequently as appropriate.  
The quorum for a meeting of the Branch Committee shall be seventeen voting members of the Branch Committee.

### **5.4 Binding Decisions**

All regulations and decisions of the Branch Committee shall be binding on all Clubs and Associate Clubs.

### **5.5 Voting at Committee Meetings**

- (a) Every question at any Committee meeting shall be determined by a majority of the members that Committee present and voting thereon. No resolution previously agreed to or adopted by that Committee shall be rescinded,

altered or amended, unless a member of the Branch Committee has given to the Honorary Secretary fourteen days' notice of a motion to rescind or alter such resolution, and such notice shall be in writing and a copy of the notice shall be forwarded by the Honorary Secretary within seven days of the receipt thereof to each member of the Branch Committee.

- (b) No voting by proxy is allowed at any Branch Committee, Standing Committee or Sub-Committee meetings.
- (c) Voting at the Committee meeting shall be by majority vote of those entitled to vote but may be by secret ballot if so requested by three or more members of the Committee entitled to vote.
- (d) The Chairman of any meeting of the Branch Committee, the Board, a Standing Committee and/ or Sub-Committee shall have a casting vote in the event of a tie.

## **5.6 Ultimate Authority**

- (a) Should the Committee of the I.R.F.U. withhold its approval in respect of these Bye Laws or any alterations thereto, the Branch shall have a right to appeal to Council.
- (b) In the event of any conflict or inconsistency between the Laws of the Union and these Bye Laws, the Laws of the Union shall prevail.

## **5.7 Power to Appoint or Remove Standing Committees**

- (a) The Branch Committee shall appoint, from time to time, Standing Committees and unless and until the Branch Committee decides otherwise the Standing Committees shall be known as:

Rugby Committee (RC) • Finance Commercial and Marketing Committee (FCMC) • Governance and Nominations Committee (GNC) • Professional Game Committee (PGC); \* (BC 12.06.19)

- (b) The Branch Committee may remove or replace any committee set up under paragraph (a).

## **5.8 Selection / Election / Nomination**

- (a) The Junior Vice President, Honorary Secretary, Honorary Treasurer, IRFU Delegates, IRFU Sub-committee Delegates (e.g. Schools, Youths, Womens etc), Chair of Competitions Committee, Chairman of the Board, Independent Chairmen, Independent Nominees to the Board and any other positions specified by the Board and/or Branch Committee shall be elected or appointed (as the case may be) using the following process:

the person(s) shall be selected and nominated by a Club, sub-committee, respective Standing Committee or the Branch Committee as the case may be, to the Governance and Nominations Standing Committee for interview and if successful, be recommended to the appropriate body in accordance with Article 8.2 for approval and/or ratification.

For avoidance of doubt, if not so approved and/or ratified, the process shall re-commence.

The Governance and Nominations Standing Committee shall set down the competency-based criteria to be used and procedures to be followed in each case.

## **Article 6**

### **THE BOARD**

#### **6.1 General**

The Board members are the fiduciaries who steer the organisation towards a sustainable future by adopting sound,

ethical and legal governance and financial management policies and ensuring that Munster Rugby has adequate resources to advance its mission.

## **6.2 Composition and Election**

The Board shall consist of the following members:

- (a) The Chairman - who shall be appointed by the Branch Committee in accordance with Article 5.8 for a period of four years subject to annual review and annually thereafter.
- (b) The Chairman of the Finance Commercial and Marketing Committee.
- (c) The Chairman of Governance and Nominations Committee.
- (d) The Chairman of the Professional Game Committee.
- (e) The Chairman of the Rugby Committee.
- (f) One of the IRFU Delegates.
- (g) Two Independent Nominees (as defined).
- (h) The CEO (non-voting).
- (i) The President is entitled to attend any and all meetings (non-voting).

Each of the Independent Nominees to the Board will be appointed for a period of three years with the option to be appointed annually for a further two years (five years in total) subject to annual review and ratification by the Branch Committee.

## **6.3 Term**

The Board shall be ratified annually by the Branch Committee.

## **6.4 Terms of Reference**

- (a) Subject to the authority of the Branch Committee, the affairs of the Munster Branch shall be administered, managed and delegated to the Board, in accordance with these Bye Laws. The Board has the power to make such decisions as it thinks fit for the well-being of, and best interests of the Munster Branch IRFU.
- (b) To approve and oversee implementation of the overall strategic and operating plans of Munster Rugby.
- (c) To ensure compliance with good governance, legal, statutory, and regulatory requirements.
- (d) (i) Approval of acquisitions and divestitures, subject always to the ratification of the Branch Committee.  
(ii) To advise on the identification and development of business opportunities and the profitable management of projects and contracts, from inception to completion.
- (e) Approval of all financial statements and to provide quarterly reports to the Branch Committee.
- (f) To oversee the operation and implementation of the policy of the IRFU and the Munster Branch IRFU and to deal with matters arising from time to time within the guidelines, directions and parameters set out for it by the IRFU or the Branch Committee.
- (g) To report, in the manner prescribed by the IRFU, to the Management Committee of the IRFU or any other Committee of the IRFU.

- (h) (i) To oversee all operations of Munster Rugby.  
  
(ii) To support and to discuss any matters raised by and with the CEO and to engage with him.
- (i) (i) To approve the person(s) as recommended under Article 8.2 (b) and, as appropriate, recommend such person(s), to the Branch Committee for ratification.  
  
(ii) In special circumstances, the Board may waive the 'Article 5.8 process' but must notify the Governance & Nominations Committee as to the reasons why and get agreement therefrom and have the decision ratified as soon as possible by the Branch Committee.
- (j) To receive reports on a regular basis from each of the delegates to all IRFU Committees, IRFU sub-committees, the Chair of the Competitions Committee and any other committees and bodies from which it desires information and to brief and direct those delegates subject always to the Code of Conduct and Confidentiality requirements of the IRFU Committee.
- (k) To ensure that the tenure of the Standing Committee Chairmen is staggered, so as to avoid all ending their tenure at the same time.
- (l) In the event of any particular crisis situation, to convene an ad hoc Crisis Committee, for as long as is required, consisting of whomsoever the Board deem necessary, to enable the crisis to be managed in the best interests of Munster Rugby and members of the Branch.
- (m) to amend where necessary, the Appendices attached to these Bye Laws.
- (n) To ensure each Standing Committee has prepared its own strategic plan for the season and to receive regular reports from those Standing Committees.
- (o) To measure each Standing Committee's performance against this strategic plan.
- (p) To carry out such functions or act in matters or emergencies that may arise between Branch Committee meetings and make decisions as appropriate.
- (q) To oversee Rugby and Player Development to include player identification and player pathway programmes.

## **6.5 Meetings, Quorums and Voting**

- (a) The Board shall meet a minimum of 6 times per season. In the absence of the Chairman, his nominee shall chair the meeting.
- (b) A quorum shall be Five (5) Six voting members.
- (c) Voting shall be by a majority vote.

## **Article 7**

### **STANDING COMMITTEES**

#### **7.1 General**

- (a) Each Standing Committee is hereby empowered to carry out its own terms of reference and to appoint or dissolve sub-committees from time to time, as it sees fit.

The Composition, Terms of Reference and other matters pertaining to any sub-committee shall be laid down by the relevant Standing Committee and can be amended subject to ratification by the relevant Standing Committee. Each Standing Committee shall carry out an annual review of the sub-committees and appointed Chairmen under its jurisdiction.

Following upon the AGM, the Branch Committee may appoint a Branch member to any Standing Committees.

- (b) The Governance and Nominations Committee shall recommend, to the Board, a person or persons to be the Independent Chairman of each Standing Committee. The Board shall appoint or remove any such Chairman subject to ratification by the Branch Committee, whose decision shall be final.

If the Independent Chairman comes from within the Branch Committee his Club or sub-committee, as appropriate, shall be entitled to appoint a Branch delegate to the Branch Committee in his place.

- (c) Each Standing Committee is accountable to the Board and shall report regularly or as often as requested thereto.
- (d) The Officers, CEO and Chairman may attend any meeting of any Standing and/or sub-committee and/or group concerning rugby matters. They do not have a vote at such meeting, unless they are a listed member of that particular committee.
- (e) Each Standing Committee has the authority to co-opt, if it sees fit, not more than two persons to be members of the committee, from time to time or for such periods or purposes as the committee deems fit. However, that number may be higher, provided there is justification and the written agreement of the Board. Each such co-option shall take place only if three-quarters of the members of the committee present and voting at a meeting of the committee, support the proposed co-option. Each co-option must be ratified annually by the Board.
- (f) Each Standing Committee shall be represented at Branch meetings by its Chairman or his nominee (non-voting).
- (g) If a Standing Committee Chairman (or deputy) or any person approved by Munster Rugby is attending any meeting at IRFU level, the following shall apply:  
Prior to such a meeting, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board and to the Secretary of the relevant Standing Committee. Within one week of that meeting he shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above. All the above requirements shall at all times be subject to the Code of Conduct and any Confidentiality requirements imposed at IRFU level.

## **Article 8**

### **GOVERNANCE AND NOMINATIONS COMMITTEE (GNC)**

#### **8.1 Composition and Election**

The Governance and Nominations Committee shall consist of five people:

- (a) An Independent Chairman who will be appointed by the Branch Committee for a period of three years, subject to annual review with the option to be appointed annually for a further two years.
- (b) The President (in his absence, the SVP).
- (c) The Chairman of the Board or his Nominee.
- (d) Nominee of the Branch Committee.
- (e) Nominee of the Board.

#### **8.2 Terms of Reference**

- (a) (i) To recommend to the Branch Committee for approval, suitable person(s) for the position of Chairman of the Board. During this particular selection process, neither the Chairman of the Board nor his Nominee may sit on the GNC and shall be replaced by the immediate Past President.
- (b) (i) To recommend to the Board for approval, suitable person(s) for the position of Junior Vice President, Honorary

Secretary, Honorary Treasurer, Independent Chairman of each Standing Committee (except Finance, Commercial and Marketing where the Honorary Treasurer is the Chairman), Independent Nominees to the Board.

Upon approval by the Board, the names of the person(s) recommended will be forwarded to the Branch Committee for ratification.

- (ii) To recommend to the Board for approval, suitable persons for the remaining positions listed under Article 5.8 and/or any other Committee or body where such nomination is required or sought.
- (c) To fill vacancies where the Chairman of a Standing Committee resigns or takes up an Officer's position.
- (d) Upon being notified by the Board, the GNC shall advertise and publicise, via the official media communication routes of Munster Rugby, within and outside the organization, any upcoming position in advance of any appointment and invite applications from suitable persons and make a recommendation to the Board and/or Branch Committee (as appropriate) within two calendar months.
- (e) To ensure an open and transparent procedure for the competency-based interviewing of all persons.
- (f) Evaluation of the Performance of
  - (i) the Board, all Committees and all sub-committees;
  - (ii) all Board, Committee and sub-committee members;
  - (iii) all delegates to all Committees and sub-committees;
  - (iv) all facets of the organisation.
- (g) Evaluation of the overall operation of the organisation.
- (h) Ensure plans and processes are in place for succession planning, in particular Independent Chairmen, Nominees to the Board and Union Delegates.
- (i) Ensure formal induction plans are in place.
- (j) To monitor and update the Governance and its implementation on an ongoing basis and /or as required.
- (k) To engage, where necessary, professional advisors, to help carry out the functions laid down above.

### **8.3 Meetings and Quorums**

- (a) The Governance and Nominations Committee shall meet as required.
- (b) A quorum shall be at least three of the voting members of this Committee
- (c) The Chair of the GNC shall submit reports to the Board in advance of any proposed Board meeting.

## **Article 9**

### **RUGBY COMMITTEE (RC)**

#### **9.1 Composition and Election**

The Rugby Committee shall consist of:

- (a) An Independent Chairman who shall be appointed for a period of three years subject to annual review with an option to be reappointed annually for a further two years.



- (b) The Chairman of each of the sub-committees under the jurisdiction of the Rugby Committee as listed in Appendix I.
- (c) One Munster Delegate to the Union Committee who sits on the I.R.F.U. Rugby Committee.
- (d) The Head of Rugby Development (non-voting).

Any of the above delegates may be replaced by a nominee.

The Secretary of the Committee shall be appointed by the Chairman, preferably from within the Committee but in any event, shall have experience in rugby matters. If a delegate to the Rugby Committee is appointed, that sub-committee should replace the Secretary by another delegate.

## **9.2 Term**

This Committee shall be appointed annually for three years with a right for a member to be appointed annually, for another two years subject to the replacement of any delegate by his/her subcommittee. The Chairman shall ensure the rotation of delegates to avoid all delegates ending their terms together.

## **9.3 Terms of Reference**

- (a) To formulate and recommend policies and strategies to the Board and Branch Committee in relation to Rugby at provincial level not covered by the PGC & Academy Board, which will meet the strategic objectives of the Branch and where relevant the IRFU.,

The Rugby Committee and all its sub-committees shall prioritise and be actively involved, with the Rugby Development Department in the promotion and development of all aspects of the game throughout the province, at all ages, at all levels and in all formats.

- (b) To review the Committee's performance against the set strategic objectives and be responsible for the management, improvements and development of all aspects within its remit.
- (c) To establish Sub-Committees, set their Terms of Reference, receive regular reports therefrom, ensure that such sub-committees carry out their Terms of Reference.
- (d) To develop and manage all competitions.
- (e) To exercise all powers set out in Article 4.3 (a) and (b).
- (f) To approve, implement, amend when necessary and supervise the rules of all Competitions in Munster.
- (g) To receive regular reports from all IRFU Delegates (Committee and sub-committee) and to brief and direct such delegates.
- (h) To ensure that the Rugby Development Dept. co-ordinates with the various sub-committees in achieving the aims of para (a) above.
- (i) To make any decision necessary to ensure these Terms of Reference are carried out.

## **9.4 Meetings, Quorums and Voting**

- (a) This Committee shall meet a minimum of eight times per annum or as appropriate. In the absence of the Chairman, a Branch Officer should chair the meeting.
- (b) A quorum shall be nine (9).
- (c) Voting will be by a majority vote.

## **Article 10**

### **FINANCE COMMERCIAL AND MARKETING (FCM)**

#### **10.1 Composition and Election**

The Finance Commercial and Marketing Committee shall consist of six people:

- (a) Honorary Treasurer of the Finance Commercial and Marketing. The Honorary Treasurer, who will act as Chairman.
- (b) A Munster delegate to the Union Committee – preferably sitting on the IRFU Finance Committee or the IRFU Rugby Committee.
- (c) One suitably qualified member of the Branch Committee appointed by the Branch Committee.
- (d) The appointment of two Independent nominees chosen by the Honorary Treasurer and considered suitably qualified and experienced.
- (e) Assistant Treasurer with specific responsibility for the Domestic Game
- (f) CEO (non-voting).
- (g) The Head of Finance & Operations who should attend all meetings (non-voting).
- (h) The Commercial & Marketing Manager who should attend all meetings (non-voting).

#### **10.2 Term**

This Committee shall be appointed annually for three years with a right for members to be appointed annually for another two years.

#### **10.3 Terms of Reference**

- (a) (i) To manage the financial commercial and marketing affairs of the Branch in accordance with the policies approved from time to time by the Board and the Branch Committee.  
(ii) Monitoring and review of risk management and internal control systems.
- (b) To formulate and recommend financial commercial and marketing policies and strategies and internal controls to the Branch Committee.
- (c) To manage and operate the Branch bank accounts.
- (d) To manage and control the Branch assets in accordance with Branch and IRFU policies.
- (e) To monitor the Branch financial position and report to the Branch Committee.
- (f) To evaluate all material financial investments and expenditures by the organisation.
- (g) Ensure monthly or regular financial statements are prepared in a timely fashion and presented as appropriate to the Board, the Branch Committee and the IRFU.
- (h) To approve and monitor the implementation and performance of the Financial Commercial and Marketing strategies and plans as agreed, against defined indicators.
- (i) To establish Sub-Committees and ad hoc working parties as required.

- (j) To receive reports and minutes on a regular basis from IRFU delegates (Committee and sub-committee levels) and from Sub-Committees and ad hoc working parties established by the Finance Committee.
- (k) In accordance with Article 5.2 (r), to propose, where necessary, to the Board for approval, and thereafter to the Branch Committee for ratification, the directors of the enterprises referred to in Appendix II and the terms of their appointment.
- (l) Oversight of the operation of the companies / enterprises listed in Appendix II and to receive regular reports from the Boards of those enterprises on the operations being undertaken.
- (m) To set up an Audit, Risk and Remuneration sub-committee and assign functions thereto.
- (n) Manage the selection and appointment of Auditors who will be appointed on a 3-year term with the option to extend annually for a further two years. Following the three- or five-year term, Auditing services will be subject to an open tender process.

### **10.3 Nominations**

- (a) The Chair shall prepare job description for their role. This specification shall be approved and signed-off by the Governance and nominations committee.
- (B) The Chair shall nominate each appointee to the board for ratification.

### **10.4 Meetings and Quorums**

- (a) This Committee shall meet a minimum of six times per annum. In the absence of the Chairman an Officer should chair the meeting.
- (b) A quorum shall be four.

## **Article 11**

### **PROFESSIONAL GAME COMMITTEE**

#### **11.1 Composition and Election**

The Professional Game Committee (PGC) shall consist of up to seven people:

- (a) An Independent Chairman who shall be appointed for a period of three years subject to annual review with an option to be reappointed annually for a further two years.

The Chairman or his nominee will be the representative on the NPGB.

- (b) The CEO
- (c) Up to Three (3) Independent Nominees with a strong rugby background and knowledge of the professional game.
- (d) The Chairman of Finance Commercial and Marketing Committee.
- (e) The Chair of the Academy
- (f) The Director of Rugby will be invited to attend in a non-voting capacity as considered relevant by the Chair

#### **11.2 Term**

- (a) This Committee shall be appointed annually for three years with a right for members to be appointed annually for another two years. The appointments shall be ratified annually by the Board.

### 11.3 Terms of Reference

The PGC is the delegated authority by the Board to develop and manage the operation of the Professional Game and Elite Player Development process and pathways in accordance with policies as approved by the IRFU. from time to time. More specifically, this includes:

- (a) Formulating and recommending policies and strategies to the Branch in relation to the professional and age grade representative games that will meet the strategic objectives of the Branch and the IRFU.
- (b) Formulating and developing policies and strategies in relation to the elite player development process and pathways within the province.
- (c) Responsibility for professional player recruitment and retention along with coaching, management and staff appointments to professional and age grade representative teams.
- (d) Responsibility for all operations of the Elite Player Academy.
- (e) Formulating annual key performance indicators for the professional game and elite player academy and monitoring performance against them.
- (f) Compliance with IRFU. directives in relation to the player management programme of professional players and reporting of any breaches to the Branch Committee.
- (g) To receive reports from The Head Coach, Team Manager and Academy Manager as required.
- (h) To make monthly reports to the scheduled Board meetings on all matters in relation to the matters above.

### 11.4 Nominations

- (a) The Chair shall prepare job descriptions for their role. This specification shall be approved and signed-off by the Governance and Nominations committee.
- (b) The Chair shall nominate each appointee to the board for ratification.

### 11.5 Meetings and Quorums

- (a) This Committee shall meet a minimum of six times per annum.
- (b) A quorum shall be four (4)

### 11.6 Professional Game Committee

The Professional Games Committee will form two working groups under the structure of a Professional Games subcommittee as outlined in Schedule P.

- (i) Technical Engagement Group 1 : Chaired by the Chair of the Munster Academy or a suitable replacement, its purpose is to agree a schedule of engagement and agenda between the Professional Game representatives (Munster Rugby Head Coach and Coaches) and stakeholders outlined in Schedule P, Clause (i).
- (ii) Technical Engagement Group 2 : Chaired by the Chair of the Munster Academy or a suitable replacement and with representatives from all stakeholders in Munster Rugby (excluding Division 1 clubs) its purpose is to agree a schedule of engagement and agenda between the Professional Game and all Stakeholders outlined in Schedule P Clause (ii). Its aim will focus on how to grow rugby in the province and how collectively we develop players, inclusively in line with Munster's stated aim of developing home grown talent.

## **Article 12**

### **BRANCH SUB-COMMITTEES**

#### **12.1 General**

- (a) All Sub-Committees shall be appointed by the relevant Standing Committee and shall report to their relevant Standing Committee as required.
- (b) The Branch Officers, Chairman of the Board and CEO may attend any meeting of any Standing and/or sub-committee and/or group concerning rugby matters. They do not have a vote at such meeting, unless they are a listed member of that particular committee.
- (c) All persons nominated, appointed or elected by a sub-committee, must be notified to and ratified by its Standing Committee before they can be deemed valid nominations, appointments or elections.
- (d) Where a sub-committee has an AGM and unless specified in that sub-committee Schedule, it shall be carried out in the same manner as that of the Branch AGM except that voting is one club one vote. Sub-Committee Officers also have one vote.
- (e) All sub-committee officers and delegates shall be elected annually, for the period laid down, unless specified otherwise in a specific Schedule. A person shall be an officer on only one sub-committee.
- (f)
  - (i) The Sub-Committees, as specified in the Schedules to these Bye Laws, shall be established and may be dissolved by the relevant Standing Committee and the relevant Standing Committee is hereby empowered so to do without the need to convene an AGM or a Special General Meeting subject to the right of the Sub-Committee to appeal to the Branch Committee in the event of a dissolution.
  - (ii) The composition, Terms of Reference and modus operandi of each sub-committee shall be specified and ratified by the relevant Standing Committee. Any decisions made and/or motions adopted and/or rules adopted by a sub-committee are subject to ratification by the relevant Standing Committee.
  - (iii) As per Article 5.5, in the event of a tie, the Chairman shall have a casting vote at any meeting.

## **Article 13**

### **GENERAL MEETINGS OF THE BRANCH**

#### **13.1 General**

- (a) The AGM of the Branch shall be held annually not later than the third Thursday in June for the purpose of the election of the President, the Senior Vice President, the Junior Vice President, the Honorary Secretary and the Honorary Treasurer and Committee for the ensuing year and to receive abstracts of the accounts of the Branch to the latest available date and for the consideration of amendments to these Bye Laws.
- (b) Fourteen days' notice shall be given of the AGM, the same to be printed on an agenda and posted to all the Clubs, Associate Clubs, past presidents and trustees 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 Article 17.1. In special circumstances the Officers of the Branch may decide to extend the date of the AGM.
- (c) Nomination for the positions of Officers of the Branch shall be submitted in writing, by the Governance and Nominations Committee, to the Honorary Secretary, 14 days prior to the AGM.

### 13.2 Eligibility to Attend the AGM

- (a) The Officers, Trustees, representatives of each Club, Schools, 3<sup>rd</sup> level Colleges and of the Munster Association of Referees, CEO and any invited staff.

Each Club and sub-committee shall be entitled to send the following representatives:

Senior Clubs – 6 representatives each

Qualifying League Clubs:

Qualifying League Division 1 of Munster League - 3 representatives each.

Qualifying League Division 2 of Munster League - 2 representatives each.

Qualifying League Division 3 of Munster League - 1 representative each.

Non-Qualifying League Clubs - 1 representative each.

The Schools s/c is entitled to send two representatives.

The Munster Association of Referees is entitled to send two representatives.

The Colleges s/c is entitled to send one representative.

The Women's s/c is entitled to send two representatives.

The Youths' s/c is entitled to send two representatives.

The Auditors are entitled to attend but may not vote.

The Associate Clubs are entitled to send two representatives but are not entitled to vote.

- (b) The voting powers at any such meeting shall be as follows:

Branch Officers (6): 1 vote each

Trustees (5): 1 vote each

Munster Referees Association (2): 1 vote each

Senior Clubs: 1 vote per representative present – Max 6 per club

Qualifying League Clubs:

Div. 1 Clubs: 1 vote per representative present – Max 3 per club

Div. 2 Clubs: 1 vote per representative present – Max 2 per club

Div. 3 Clubs: 1 vote per representative present – Max 1 per club

Non-Qualifying League Clubs: 1 vote each

Schools s/c representatives (max 2): 1 vote per representative present – Max 2

Women's s/c representatives (max 2): 1 vote per representative present – Max 2

Youth s/c representatives (max 2): 1 vote per representative present – Max 2

3<sup>rd</sup> level Colleges representative s/c: 1 vote

### **13.3 Quorum & Voting**

- (a) Thirty persons are required to form a quorum. No voting by proxy is permissible and no delegate may represent more than one Club. The Branch Committee shall decide the playing status of a Club for the purpose of this meeting. In the event of a dispute, the Branch Committee shall decide the voting status of each Club for the purpose of an AGM or Special General Meeting.
- (b) Any member of the Branch Committee who is not a person mentioned in paragraph 13.2 above may be entitled to attend an AGM or Special General Meeting of the Branch, but he shall not be entitled to a vote.
- (c) An AGM may be adjourned to such date and place as the meeting may direct, in which case thirty shall be a quorum for such adjourned meeting.
- (d) 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 persons duly proposed and seconded. The Chairman of the meeting shall declare the result of the ballot and after any necessary recount that may have been called, the person or persons receiving the most votes are to be elected and the Ballot papers are then destroyed by a Branch officer if present or the Chairman otherwise. In a ballot, any voting paper which purports to cast votes for a greater or a lesser number of persons than the number of offices to be filled shall be deemed to be a spoiled vote.

### **13.4 Business of the Branch AGM**

The Branch shall at each AGM or, if necessary, at any adjournment thereof, transact the following business:-

- (a) Consider and approve, with or without amendment, the minutes of the previous meeting.
- (b) Receive a report from the Honorary Secretary of the Branch Committee and adopt or make any order or amendment to the report that may be appropriate.
- (c) Receive the accounts and balance sheet of the Branch 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.
- (d) Elect, by ballot or otherwise, the President, the Senior Vice President, the Junior Vice President, the Honorary Secretary and the Honorary Treasurer.
- (e) Appoint a firm of auditors to audit and report upon the accounts;
- (f) Adjudicate on all matters submitted by any Club;
- (g) Consider, with or without amendment, accept or reject any amendment or alteration to these Bye Laws of the Branch duly proposed and of which due notice shall have been given, or dispensed with, in accordance with these Bye Laws.
- (h) The Branch may, at any Annual General Meeting or adjournment thereof, transact in accordance with these Bye Laws any business relating to the affairs of the Branch and in particular (without prejudice to the generality of this paragraph) may:
  - (i) Set aside or amend any regulation, adjudication, interpretation, or decision made by the Branch Committee;
  - (ii) Make any such regulation or regulations, as it shall think fit, for the administration, management and control of the Branch;
  - (iii) Make any interpretation of this or any Regulation as it considers appropriate.

### **13.5 SPECIAL GENERAL MEETINGS**

(a) Convening

A Special General Meeting shall be convened in the following manner:

- (i) By the Honorary Secretary of the Branch at any time on being instructed to do so by the Branch Committee or on receipt of a requisition to do so signed by the club secretaries on their club headed notepaper of not less than 6 of the clubs (the requisition stating that each said club, in annual or special general meetings, resolved to request a special general meeting of the Munster Branch) accompanied by a deposit of nine hundred euro and a statement of the reasons for which such a special general meeting is desired. The said fee may be returned if the Branch Committee so directs in its absolute discretion.
- (ii) Notice of the Special General Meeting shall be sent by the Honorary Secretary at least fourteen days before the date on which such a meeting is to be held to each Club or Associate Club and the Trustees.

(b) Voting, adjournments etc.

The provisions applying to an AGM shall apply equally to a Special General Meeting.

## **Article 14**

### **CHIEF EXECUTIVE OFFICER**

#### **14.1 Chief Executive Officer**

- (a) The CEO may be appointed by the Branch and the Union for such term and at such remuneration and upon such conditions as they think fit; and any CEO so appointed may be removed by the Branch and the Union. The Union and the Branch shall put in place arrangements for the line management of the CEO and for the monitoring and appraisal of his performance.
- (b) The CEO reports operationally to the Chairman of the Board and functionally to the CEO of the IRFU.
- (c) The appointment and removal of Branch employees, other than those employed to work with the senior professional team, is the responsibility of the CEO. The CEO in conjunction with the IRFU and the Professional Game Committee are responsible for the appointment of Branch employees working with the senior (professional) team and the associated academy programme.
- (d) The CEO, under the control of the Board, shall ensure compliance with all legislative and statutory obligations and ensure oversight of the various policies in relation to but not exclusively limited to, safeguarding, anti-doping, social media, anti-corruption, employment law, agents, health & safety, data protection, player contracts, etc

#### **14.2 Employees**

Subject to Board approval, the CEO shall engage other officials and employees upon such terms and at such remuneration as the Board and/or Branch Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.

All employees shall report on their activities and areas of responsibility to the Board, if and when requested.



## **Article 15**

### **APPEALS**

Appeals made to the Branch Honorary Secretary will be referred to the Appeals Officer who shall deal with such matters as soon as possible. The Appeals Officer has full discretion in how any objection, disciplinary or appeal process may be conducted, provided it is within the guidelines of the IRFU and in accordance with the rules of natural justice.

The Decision of any Appeal is Final unless it's an appeal made under Article 3.2(c).

## **Article 16**

### **TRUSTEES AND PROPERTY**

#### **16.1 Trustees**

- (a) There shall be no more than Five Trustees who can act by majority, in the absence of any Trustee
- (b) The Trustees shall be selected by the Officers and shall hold office for a max period of Ten years or until the Branch Committee decides to remove them.
- (c) They shall be appointed annually, by resolution at the AGM, en bloc or individually as determined by the Chairman of the meeting.

#### **16.2 Property**

- (a) All property of the Branch, real and personal, of whatever kind, shall be vested in the Trustees or vested in a company, to be formed by the Trustees on the instructions of the Branch Committee to act as a property holding company.
- (b) The Trustees may from time to time, with the sanction of a resolution of the Branch Committee, passed in manner provided by this Article, 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 the Branch (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 Branch Committee and passed by a two thirds majority of those present and voting;
  - (ii) A certificate signed by the Chairman 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 Article and of the terms of such resolution.
- (c) The Trustees for the time being of the Branch be and are hereby authorised to borrow in their own names on behalf of the Branch 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 Branch Committee.
- (d) The said Trustees be and are hereby authorised to open an account or accounts in their own names on behalf of the Branch with any bank or banks and that the said bank or banks be requested to grant accommodation under said account.
- (e) The Trustees for the time being of the Branch be and are hereby authorised to give security for the aforementioned borrowings by mortgaging or charging all or any of the property and assets of the Branch.

## Article 17

### AMENDMENTS ALTERATIONS

1. (i) Notice of any amendment or alterations to these Bye Laws, together with the names of the proposer and seconder (in each case being a paid up, member of a Club, an officer of a Club, or a club or an Officer or a Board member) of every such amendment or alteration shall be sent in writing to the Honorary Secretary of the Branch at least 14 days prior to the Annual General Meeting and notice of all such amendments or alterations shall be sent by the Honorary Secretary of the Branch to each Club or Associate Club and the Trustees at least one week before the said AGM of the Branch and shall not be considered unless such notice has been given.
- (ii) No Article of these Bye Laws shall be altered, rescinded or added to without the consent of at least two-thirds of the delegates present and voting.
- (iii) Changes to these Bye Laws shall comply with the Laws and Regulations of the Union. Where such Laws and Regulations of the Union are changed or amended, the Board is authorised to amend these Bye Laws and notify the Branch Committee and other Committees accordingly.
2. These Bye Laws may be amended or rescinded under the foregoing procedure to enable the Branch to be converted from its present form as an unincorporated association into a company registered under the Companies Acts 2014 (as amended or replaced) or to form a company for specific purposes as required by the Branch.
3. Any such amendment shall authorise any seven members of the Branch Committee to be designated by the Branch Committee to subscribe to the memorandum of association and articles of association of such a company.
4. The immediately preceding amendment shall authorise the transfer of all property of the Branch to the said company free of the trusts presently affecting same, imposed by these Bye Laws or arising out of the Branch's present unincorporated association.
5. (i) These Bye Laws can only be altered or amended at an AGM or by a Special General Meeting. However, in unforeseen circumstances, the Board in conjunction with the Officers may amend any particular provision provided it is in the best interests of Munster Rugby and such amendment is ratified as soon as possible by the Branch Committee in the first instance and subsequently by the Branch at its next General Meeting.
- (ii) In accordance with Article 7, the Appendices and Schedules may be amended by the relevant Standing Committee.

## Article 18

### FISCAL PROVISIONS

#### 18.1 Assets

All the assets, funds and income of the Branch including profits and surpluses howsoever arising shall be applied to the administration, promotion, development, general advancement and benefit of the Game.

#### 18.2 Dissolution

In the event of the dissolution of the Branch for any cause or purpose, other than the incorporation envisaged by Article 16, all funds and assets remaining after due settlement of all liabilities and claims shall be apportioned and distributed amongst the Clubs in such proportions as the Branch Committee may determine but subject to the express condition that such funds and assets may only be applied in the manner specified in paragraph (18.1) above.

### **18.3 Monies**

All money shall be lodged in the bank as soon as possible after receipt, in the name of the "Irish Rugby Football Union, Munster Branch". The three persons entitled to sign cheques shall be nominated by resolution of the Branch Committee and their names notified to the bank, with each cheque requiring two of the signatories to be valid.

### **18.4 Report**

The Finance, Commercial and Marketing Committee shall ensure that three monthly reports shall be presented to the Branch Committee.

### **18.5 Accounts**

The audited accounts of the Branch shall be prepared to the 30th June of the previous rugby season and shall be furnished to the Branch Committee as soon as available and made available to the clubs at the next AGM.

## **Article 19**

### **INDEMNITY**

In this Article the expression "official of the Branch" shall include any member of a Committee, Sub-Committee or the Board, a Trustee, the Chief Executive and any other person holding office in the Branch whom the Branch shall decide is an official of the Branch.

Every official of the Branch and acting on behalf of the Branch for the time being and their executors and administrators shall be indemnified and kept indemnified out of the assets of the Branch 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 the Branch in his capacity as an official of the Branch 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 the Branch.

## **Article 20**

### **INTERPRETATION**

In the case of any inconsistency between these Bye-Laws and the Schedules or Appendices attached thereto, the said Bye-Laws shall prevail.

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 Branch Committee shall determine same.

These Bye Laws and any regulations made thereunder shall in all respects be governed by and construed in accordance with The Law of the Republic of Ireland and any dispute arising thereunder shall be subject to the exclusive jurisdiction of the Courts of the Republic of Ireland.

## **Article 21**

### **TRANSITIONAL MEASURES**

To ensure continuity and to avoid wholesale change and disruption, all periods already served in any of the positions outlined above shall count as time served in those positions, as if the service had commenced under these Bye Laws (e.g. an Honorary Sec who is in year 2 of his tenure under the previous Bye Laws, remains in year

2 under these Bye Laws). The Board shall apply these transitional measures in whichever way it deems appropriate to achieve the desired aim.

## **Article 22**

### **MATTERS NOT PROVIDED FOR**

Any Matters not provided for in these Bye Laws shall be dealt with by the Board.

## **Article 23**

These Bye Laws shall enter into force on 01.01.2019.

G. Malone, President, J. Murphy, Honorary Secretary

These Bye laws were amended and approved at AGM held 15.10.2020

S. McCullagh, President, M. Mahon, Honorary Secretary

These Bye Laws were amended and approved at EGM held 11.1.2021

Sean McCullagh, President, M. Mahon, Honorary Secretary

**Appendix I**

<u>Schedules</u>	<u>Sub-Committee</u>	<u>Reports to</u>
Schedule A	Fixtures	Rugby Committee
Schedule B	Referees / MAR	Rugby Committee
Schedule C	Arbitration and Disciplinary	Rugby Committee
Schedule D	Senior Clubs	Rugby Committee
Schedule E	Junior Clubs	Rugby Committee
Schedule F	Women's	Rugby Committee
Schedule G	North and South Munster	Fixtures Sub-Committee
Schedule H	Colleges	Rugby Committee
Schedule I	Age Grade	Rugby Committee
Schedule J	Youths	Age Grade Sub-Committee
Schedule K	Schools	Age Grade Sub-Committee
Schedule L	Development	Finance Committee
Schedule M	International Ticket	Finance Committee
Schedule N	Commercial & Marketing	FCM Committee
Schedule O	Domestic Game Finance Committee	FMC Committee
Schedule P	Professional Game Committee	
	Engagement Group Sub Committees	PGC Committee

FCM = Financial Commercial &amp; Marketing

PGC = Professional Games Committee

## **Schedule A**

### **COMPETITIONS Sub-Committee**

Reports to: The Rugby Committee

#### **1. Composition**

1.1 The Chairperson - appointed annually by the Rugby Committee for a period of three years, subject to annual review, with an option to be reappointed annually for a further two years (maximum 5 years).

1.2 The Committee shall be composed of one delegate from each of the sub-committees under the jurisdiction of the Rugby Committee (Appendix I) except for the Age Grade Committee which will be represented by one Schools' delegate and one Youths' delegate. There will also be one delegate from each of the North and South Munster Sub Committees.

1.3 The Chairperson may co-opt a maximum of two other people.

1.4 The Committee will be ratified annually by the Rugby Committee.

1.5 (a) The Chairperson will sit on the IRFU National Competitions Committee

(b) Prior to any meeting of the IRFU National Competitions Committee, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board Chairperson, and the Secretary & Chairperson of the Rugby Standing Committee. Within one week of that meeting he shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above.

#### **2. Terms of Reference**

2.1 The committee is delegated the responsibility to organise and oversee the running of competitions.

2.2 The committee is empowered to delegate to other sub-committees, as it sees fit, the efficient and effective running of competitions in compliance with the rules and regulations that are in place.

2.3 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.

2.4 Decisions to exclude or expel clubs from a competition must be ratified by three members of the Rugby Committee i.e. the Chairperson or his/her nominee + 2 others, not already members of the Competitions subcommittee.

#### **3. Meetings**

Meetings shall be at least quarterly and more often if deemed necessary. In the absence of the Chairperson, the Chairperson of the Rugby Committee shall chair the meeting.

## **Schedule 'B'**

### **REFEREES / MAR Sub-Committee**

Reports to: The Rugby Committee

#### 1. Composition and Election:

The Referees / MAR Sub-Committee shall consist of:

- 1.1 A Chairperson may hold office for a period of three years, subject to annual review, with the option to be reappointed annually for a further two years (maximum 5 years). This person shall represent the MAR on the Munster Branch Committee.
- 1.2 A President who shall be elected for a 1-year term of office. The position of President shall rotate between North and South Munster annually.
- 1.3 A Senior Vice President (SVP) and a Junior Vice President (JVP) who shall be elected at the AGM for a 1-year term of office while ensuring the rotation of the Presidency is maintained.
- 1.4 An Honorary Treasurer may hold office for a period of three years, subject to annual review, with the option to be reappointed annually (up to a maximum of 5 years) thereafter. This appointment is subject to prior agreement of Munster Rugby.
- 1.5 An Honorary Secretary may hold office for a period three years, subject to annual review, with the option to be reappointed annually for a further two years (maximum 5 years).
- 1.6 A Chairperson of the MAR Rugby Committee may hold this office for a period of 3 years, subject to an annual review, with the option to be reappointed for a further two years (maximum 5 years). This person shall represent the MAR on the Munster Rugby Committee and IRFU Referee Committee.
- 1.7 The immediate Past President for a period of 1 year following their presidency.
- 1.8 The Spirit Officer who shall be elected annually at the AGM and may hold the position for a maximum period of three years subject to annual review.
- 1.9 An Officer of the Munster Branch who shall be appointed annually
- 1.10 An Independent representative nominated by Munster Rugby – non-voting
- 1.11 The Referee Development Manager as appointed by the IRFU - non-voting

The Chair of the MAR, Honorary Secretary, Honorary Treasurer and Chair of the MAR Rugby Committee shall be elected using the following process:

the person(s), an active member(s) of the MAR, can apply to the current President for interview and if successful, shall be recommended to the Executive for ratification. The interview panel shall include the President and two independent appointees appointed by the President.

- 2.1 The majority of games in the province are refereed by members of the Munster Association of Referees (MAR). However, Non-MAR members (e.g. Community / Affiliate referees) also officiate at games and these games have the same standing as those officiated by MAR members.
- 2.2 The MAR Rugby Committee shall be responsible for the organisation of refereeing of the game in Munster.
- The Rugby Committee shall consider the selection of Referees and the assessment of Referees.
  - The committee shall ensure implementation of the MAR Referee pathway directives, shall monitor promote and review Referee performance and fitness.
  - The Committee shall convene as often as it is deemed necessary by the Chairperson of the Rugby Committee
  - Selectors (eight) (4 North and 4 South) shall be elected annually at the AGM. The Chair of Selectors and Vice Chair will be appointed by the Chairperson of the Rugby Committee as recommended by the selection committee
  - Two fixture secretaries shall be elected annually at the AGM, to cover the two regions in the province who will also act as selectors.
  - The disciplinary officer shall be elected annually at the AGM.
  - The chairperson shall appoint Evaluation Analyst
  - The chairperson shall appoint a Secretary from within the committee who will take minutes.
  - Munster Rugby appoints an independent representative annually.
  - The Chair of the MAR Rugby Committee may co-opt independent personnel if considered relevant.
- 2.3. The objectives of the MAR shall be the promotion, recruiting, coaching, control and administration of refereeing rugby football in Munster in accordance with these Bye Laws.
- 2.4 Where possible, MAR will appoint the referee (MAR and non-MAR) to a game.
3. Meetings
- 3.1 Shall be held bi-monthly during the rugby season and at a suitable location to be agreed, with Executive Committee and Rugby Committee meeting taking place in alternate months.
- 3.2 A quorum shall consist of 5 Referee / MAR committee members.
- 3.3 In the absence of the Chairperson, the Chairperson shall appoint the Chair of the Rugby Committee in advance of the meeting.

## **SCHEDULE 'C'**

### **ARBITRATION & DISCIPLINARY Sub-committee**

Reports to: Rugby Committee

1. Composition and Election
- 1.1 The Chairperson who will be appointed annually by the Rugby Committee for a period of three years, subject to annual review, with an option to be reappointed annually for a further two years (maximum 5 years).



- 1.2 The sub-Committee shall be composed of one delegate from each of the sub-committees under the jurisdiction of the Rugby Committee.

2. Term

These other members will be appointed annually for a maximum of 3 years with an option to be appointed annually for a further two years.

3. Terms of Reference:

- 3.1 To deal with all matters pertaining to Objections and Disciplinary issues (including Citings) and/or any other matter referred to it by the Rugby Committee, with full power to impose any penalties or sanctions authorized by the Laws of the Game, the regulations of the IRFU and/or Munster Branch.
- 3.2 To select annually, in addition to the members of the sub-Committee, a panel of 11 persons, one representative from each of the various Rugby Committee sub-Committees listed in Appendix I, with legal and/or rugby experience at the various levels. This panel will be known as the Arbitration & Disciplinary Panel (ADP). Members of the ADP will be selected by the Chairman to hear and arbitrate on the matters referred to it. A maximum of two non-members of the ADP, with particular legal and/or rugby experience, may be co-opted onto the panel, by the Chairman, for a specified period.
- 3.3 To set up, as quickly as possible, Hearing Committees, of at least 3 persons from the ADP to hear any Objections and Disciplinary cases, with full power to impose any penalties or sanctions authorised by the Laws of the Game, and/or the IRFU and/or the Munster Branch. Disciplinary cases should ideally be heard within 7 days of the alleged Incident.
- 3.4 To make rules and guidelines in relation to the conduct of Hearing Committees.
- 3.5 No member of this sub-Committee shall represent his Club or another Sub-Committee at any Hearing set up by this sub-committee.
- 3.6 At all Objection Hearings, the sub-Committee running the competition under Objection should be represented or available to give evidence and/or be a witness.
- 3.7 All final Decisions in relation to rugby matters will be relayed to the Rugby Committee to ensure uniformity of rule applications.

## **SCHEDULE 'D'**

### **SENIOR CLUBS Sub-Committee**

Reports to: The Rugby Committee

#### **2. Composition and Election:**

The Senior Clubs Sub-Committee shall consist of:

2.3 A Chairperson shall be elected annually at the AGM and may hold office for a period of three years, subject to annual review, with the option to be reappointed annually for a further two years (maximum 5 years).

2.4 A Secretary shall be appointed annually at the AGM, preferably from within the Committee but in any event, shall have experience in rugby matters. S/he may hold office for a period of three years, subject to annual review, with the option to be reappointed annually for a further two years (maximum 5 years). If a delegate of the Committee is appointed, the Secretary should be replaced by another delegate.

1.3 One delegate from each senior club shall be entitled to attend any meetings of the sub-committee. Each club should appoint a deputy to attend in the delegate's absence.

#### **2. Terms of Reference**

2.1 To carry out the functions delegated by (i) the Rugby Committee and (ii) the Competitions sub-committee.

2.2 To annually appoint a representative to the Arbitration and Disciplinary sub-Committee for a period of up to three years with the option of a further 2 years.

2.3 To annually appoint a representative to the Competitions Sub-committee for a period of three years with the option of a further 2 years.

2.4 To hold an Annual General Meeting.

2.5 To ensure that all Rugby is Player centered.

#### **3. Meetings**

3.1 Shall be held monthly or bi-monthly at a suitable location to be agreed.

3.2 A quorum shall consist of 9 delegates.

3.3 In the absence of the Chairperson, the Chairperson's nominee shall chair the meeting.

#### **4. Voting**

4.1 Each Club shall have one vote.

4.2 All votes shall be by secret ballot.

4.3 Decisions will be by a simple majority and in the event of a tie the Chairperson shall have the casting vote.

## SCHEDULE 'E'

### JUNIOR CLUBS Sub-Committee

Reports to: The Rugby Committee

#### 1. Composition & Election

##### 1.1 Chairman

Each County Committee, in alphabetical order, will nominate their incoming Chairman who shall be a member of the Junior clubs Committee for at least 4 years; The Chairman will be appointed annually, at the AGM, for a period of up to Two years or longer if the AGM decides, subject to annual review. If the AGM, by a majority vote fails to ratify, then the chairman shall be nominated by the next county committee in alphabetical order and so on.

The Chairman shall be a delegate to the Branch Committee.

##### 1.2 Honorary Secretary,

##### 1.3 Five other Delegates to the Branch Committee, who must be continuous members of the Committee for at least, the previous 2 years (time served on another sub-committee / committee may be taken also).

Based on the number of clubs, the allocation of delegates for the time being shall be as follows:

South = 2, East = 1, North = 1 and West = 1

##### 1.4 One delegate nominated by each County Committee except, counties with more than 4 clubs shall be entitled to 1 Delegate per 4 Clubs or part thereof (e.g. a county with 5, 6 or 7 clubs shall have 2 delegates).

##### 1.5 The Branch Committee will be represented on the Committee by a Vice-President.

##### 1.6 Each of those listed above will have a vote at Committee Meetings.

##### 1.7 In all events the Chairman will have a casting vote.

##### 1.8 Quorum shall be Six exclusive of any attending Branch officers.

##### 1.9 In the absence of the Chairman, the Chairman's nominee shall chair the meeting.

#### 2. General Meeting

##### 2.1 An AGM (to be known as the Junior Clubs sub-committee AGM) shall be held annually prior to the AGM of the Branch to consider matters affecting the Junior Clubs.

##### 2.2 Special General Meetings.

A special general meeting shall be convened in the following manner:

By the Honorary Secretary of the Junior Clubs Sub Committee at any time on being instructed to do so by the Junior Clubs Committee or on receipt of a requisition to do so by the club secretaries on their club headed notepaper of not less than three clubs, (the requisition stating that said three clubs in annual or special General meetings of each such clubs resolved to request a special General meeting of the Junior Clubs Committee) accompanied by a deposit of five hundred euro and a statement of the reasons for which such a special General meeting is desired. The said fee may be returned if the Junior Clubs Committee so directs in its absolute discretion.

Notice of the special General meeting shall be sent by the Honorary Secretary of the Junior Clubs Committee at least fourteen days before the date on which such a meeting is to be held to each Club or Associate Club and the Trustees.

#### 3. Voting, adjournments etc.

- 3.1 The following persons shall be entitled to attend a General or Special General meeting of the Junior Clubs Sub-Committee and shall receive fourteen days' notice of each such meeting for which the quorum shall be twelve.
- 3.1.1 The Officers, One delegate from each Junior Club and the Six representatives to the Branch Committee.
- 3.2 All notices of motion and nominations must be submitted to the Honorary Secretary of the Junior Clubs Sub Committee by April 20th of each year.
- 3.3. The business of the AGM of the Junior Clubs Sub Committee shall include:
  - 3.3.1 Consideration of the report of the Honorary Secretary of the Committee.
  - 3.3.2 The election of the Honorary Secretary of the committee for the ensuing season.
  - 3.3.3 The Nomination to the Branch committee for the ensuing season of the five representatives and their deputies. (provided that in each case any person for election must be a member of a club entitled to take part in the election).
  - 3.3.4 The Chairman, Secretary and five delegates and their deputies to the Branch Committee will be elected at the AGM at which each properly affiliated Club will have 1 vote, as will the outgoing Chairman, Secretary, the Five other delegates to the Branch Committee and the Branch Vice President.
  - 3.3.5 Voting at the AGM and at any EGM will be secret ballot.
  - 3.3.6 In all events the Chairman will have a casting vote.
  - 3.3.7 The Honorary Secretary and the five Delegates to the Branch Committee shall hold office for a maximum period of 4 consecutive years. (The Chairman being a delegate for the duration of his office).
  - 3.3.8 At the end of their term of office, the standing officers may be elected annually to another position on the committee for a further period of three years maximum.
  - 3.3.9 If there is no opposition to an outgoing officer or delegate, they may be voted, annually, into the same office again for a maximum period of 3 years. In the event there is opposition the out-going officer or delegate must step down.
- 4. Terms of Reference
  - 4.1 The Sub-Committee shall be responsible for the functions delegated to it by (a) the Rugby Committee and (b) The Fixtures sub-committee and will have the power to amend, when necessary the rules of the Munster Junior Clubs Leagues and the Munster Junior Clubs Cups subject to approval of the Rugby Committee.
  - 4.2 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.
  - 4.3 At its first meeting after the A.G.M. the Committee may elect an Assistant Secretary if the Committee so wishes.
  - 4.4 To replace any of the nominated committee members to the Rugby Committee and/or any other committees / sub-committees.
  - 4.5 To seek Nominations for the Junior team Management in writing from the Junior Clubs.
  - 4.6 (i) Nominations received must be on club headed notepaper and signed by the clubs Honorary Secretary. In the event of two or more nominations received for team Manager and three or more nominations received for Coaches/Selectors the Junior Clubs Committee shall appoint the Junior Team Management by majority vote.  
  
(ii) The Junior Clubs Committee will nominate a committee member who will be responsible for all matters relating to the Munster Junior Team.

(iii) The Munster team Management will consist of: • Team Manager. • Two Coaches. • Two Selectors. The Management shall have overall control of the Selection and Management of the Munster Junior Team.

4.7 Subject to the authority of the Fixtures Sub-Committee, the Committee will be responsible for the running of the MUNSTER JUNIOR CLUBS LEAGUES and the MUNSTER JUNIOR CLUBS CUPS and will have jurisdiction with respect to any other competition under the auspices of County Committees.

4.8 This Committee shall ensure that County Committees run their competitions in accordance with their Competition Rules. To do this, each County Committee must lodge their current rules of their competitions with this Committee.

4.9 To ensure that all Rugby is Player centred.

#### 5. Review

These Terms of Reference and Procedures should be reviewed every two years, or earlier, if the majority at an AGM or at an EGM so demand.

## **SCHEDULE 'F'**

### **WOMENS Sub-Committee**

Reports to: The Rugby Committee

#### 1. Composition

- 1.1. A Chairperson – elected annually at the AGM, for a period of three years, subject to annual review, with the option of a further two years and who will also act as the representative to the Branch Committee and the deputy to the IRFU Womens sub-committee, unless indisposed and in that case may nominate a deputy.
- 1.2 A Secretary – elected annually at the AGM, for a period of three years with the option of a further two years.
- 1.3 A Fixtures Secretary – appointed annually at the AGM for a period of three years with the option of a further two years.
- 1.4 A delegate to the Youths sub-committee, appointed annually at the AGM for a period of three years with the option of a further two years.
- 1.5 A delegate to the IRFU Womens Committee appointed as per para 2 below.

#### 2. Election

##### 2.1 Delegates:

(a) It is the right of the sub-committee to replace or remove any delegates.

(b) The IRFU Women's sub-Committee delegate shall be appointed annually for a maximum period of four years. Any person for that position shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8.

Prior to any IRFU meeting, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board Chairman and the Secretary and Chairman of the Rugby Committee. Within one week of that meeting he / she shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above.

- 2.2 Each Club with a team playing in any of the competitions organised by the sub-committee shall have one vote at an AGM / EGM.

#### 3. Terms of Reference

- 3.1 To formulate policy and strategic objectives for the Women's Sub-Committee.
- 3.2 To foster, encourage, guide, promote and direct women's rugby for all age groups.
- 3.3 To draw up and administer rules to govern women's rugby subject to ratification of the Rugby Committee
- 3.4 To investigate the needs of Women's Rugby in Munster.
- 3.5 To ensure that Rugby is Player centred.
- 3.6 To formulate an effective administration system between this Committee and Clubs Women's section.

- 3.7 To organise Regional Structures at Youth Level as required.
- 3.8 To organise development games at each age group as required.
- 3.9 To elect the Chairperson of Women's selectors.
- 3.10 To organise representative games at all levels as required.
- 3.11 To liaise with the Age Grade, Schools and Youth sub-committees in fostering the game at schools level.
- 3.12 To administer any other business pertaining to Women's Rugby affairs that may be given to it by the Rugby Committee.
- 3.13 To make Decisions arising from Incidents / Events in competitions which it operates.

## **SCHEDULE 'G'**

### **NORTH AND SOUTH MUNSTER Sub-Committees**

Report to: The Fixtures Committee

#### **1. Composition**

Each of the North and South Munster Sub-Committees shall be comprised of the following:

- 1.1 A Chairman, who shall be the President, Senior Vice-President, Junior Vice-President or immediate past president of the Branch.
- 1.2 An Honorary Secretary and an Honorary Fixtures Secretary (to administer local competitions) who shall be elected annually at the A.G.M. which shall be held prior to the Branch A.G.M.
- 1.3 One delegate from each Club and a delegate from the Munster Association of Referees.

#### **2. Terms of Reference**

- 2.1 Each of the Sub-Committees shall be responsible for the functions delegated to it by (a) the Rugby Committee and (b) the Fixtures sub-committee.
- 2.2 To appoint annually, by majority vote of the sub-committee, one representative from the North and one representative from the South to the Rugby Committee for a period of three years with the right of the subcommittee to replace or remove such representatives at any time.
- 2.3 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.
- 2.4 To ensure that Rugby is Player centred.

#### **3. Meetings**

Each of the Sub-Committees shall meet as often as it deems necessary.



## Schedule 'H'

### THIRD LEVEL COLLEGES Sub-Committee

Reports to: The Rugby Committee

#### 1. Composition

- 1.1 A Chairman – elected annually at the AGM, for a period of three years, subject to annual review, with the option of a further two years and who will also act as the representative to the Branch Committee and the deputy to the IRFU Third Level Colleges sub-committee, unless indisposed and in that case may nominate a deputy.
- 1.2 An Honorary Secretary – elected annually at the AGM, for a period of three years with the option of a further two years.
- 1.3 a Fixtures Secretary – appointed annually at the AGM for a period of three years with the option of a further two years.
- 1.4 The Committee, elected annually, shall be composed of two delegates from each of the Third level colleges in the province; one representing male rugby and one representing female rugby.
- 1.5 A delegate to the IRFU Third Level s/c

A delegate to the IRFU Third Level sub-committee shall be appointed annually for a maximum period of four years. At the first meeting after each AGM, persons from within the sub-committee will be selected. Any person for those positions shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8.

Prior to any IRFU meeting, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board and the Secretary and Chairman of the Rugby Committee. Within one week of that meeting he shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above.

#### 2. Terms of Reference

- 2.1 To formulate policy and strategic objectives for the Sub-Committee.
- 2.2 To foster, encourage, guide, promote and direct rugby in Third Level colleges.
- 2.3 To ensure that 3<sup>rd</sup> Level Colleges Rugby is Player centred.
- 2.4 To draw up and administer rules to govern Colleges rugby subject to ratification of the Rugby Committee.
- 2.5 To investigate the needs of 3<sup>rd</sup> Level Colleges Rugby in Munster.
- 2.6 To formulate an effective administration system between the Colleges and CUSAI.
- 2.7 To administer any other business pertaining to 3<sup>rd</sup> Level Colleges rugby affairs that may be given to it by the Rugby Committee.
- 2.8 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.
- 2.9 To ensure that rugby is player centred.

3. Meetings

Meetings shall be at least quarterly and more often if deemed necessary. In the absence of the Chairman, the Chairman's nominee shall chair the meeting.

## **SCHEDULE ' I '**

### **AGE GRADE Sub-Committee**

Reports to: The Rugby Committee

#### 1. Composition and Election

The Committee will consist of five Members:

- 1.1 The Chairman – appointed annually by the Rugby Committee for a period of three years, subject to annual review, with the option for a further two years.

The Chairman is a member of and will report to the Rugby Committee and will be responsible for ensuring minutes of meetings are available to the Rugby Committee. The Chairperson shall have the casting vote.

- 1.2 the Schools Sub-Committee Chairman and one other representative of that Sub-Committee.

- 1.3 the Youths Sub-Committee Chairman, and one other representative of that Sub-Committee.

#### 2. Meetings

- 2.1 There should be, not less than, eight (8) meetings throughout each season.

- 2.2 The Quorum shall be four (4).

#### 3. Terms of Reference

- 3.1 To formulate policy for age grade rugby in Munster.

- 3.2 To oversee interaction of Schools and Club Youths.

- 3.3 To implement Age Grade Competition Rules.

- 3.4 To promote the game of rugby in Schools and Clubs at age grade level.

- 3.5 To ensure that Age Grade Rugby is Player centred.

- 3.6 To provide advice and programmes to ensure the transition of players from age grade to adult rugby.

4. To adjudicate on disputes within all Age Grade Rugby in Munster.

- 4.1 To adjudicate as necessary on any issues between and among (1) Schools (2) Clubs (3) Schools and Clubs. All such matters, referred to the Age Grade Sub-Committee, should be submitted in writing on Schools/Clubs headed paper and signed by an appropriate authorised person for the School /Club. The decision of the Age Grade Sub-Committee can be Appealed to the Rugby Committee and that Appeal decision is final.

5. To co-opt additional members as required.

## SCHEDULE 'J'

### YOUTHS SUB-COMMITTEE

#### Reports to: The Age Grade Sub-committee

#### 1. Composition

This Sub-Committee shall be composed of

1.1 A Chairperson – appointed annually by the Rugby Committee for a period of three years, subject to annual review, with the option of a further two years and who will also act as the representative to the Branch Committee and the deputy to the IRFU Youth sub-committee, unless indisposed and in that case may nominate a deputy.

1.2 A Secretary – elected annually at the AGM, for a maximum period of three years.

1.3 A Fixtures Sec – appointed annually by the Rugby Committee for a period of three years with the option of a further two years.

1.4 Two delegates from each region – North, East, West and South - one of whom will be the Regional Chairman. The second delegate will, inter alia, be tasked with transitioning players from age grade to adult rugby and therefore, each person must have an in-depth knowledge and experience of Youth rugby and will be subject to the approval of the Youth s/c Chairman before appointment to this sub-Committee.

1.5 A delegate from the Women's Committee.

#### 2. Meetings

2.1 There should not be less than 6 meeting in the season or as often as the chair or committee deem necessary.

2.1.1 In all matters, the Chair shall have a casting vote.

#### 3. Election

3.1 A delegate to the IRFU Youth sub-committee shall be appointed annually for a maximum period of four years. At the first meeting after each AGM, persons from within the sub-committee will be selected. Any person for those positions shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8.

Prior to any IRFU meeting, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board and the Secretary and Chairman of the Rugby Committee. Within one week of that meeting he shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above.

3.2 At the first meeting after the AGM, a representative to the Age Grade sub-committee shall be appointed (in addition to the Chairman).

#### 4. Terms of Reference

The business of the Youth Sub-Committee shall be:

- 4.1 To foster, encourage, guide, promote and direct youth rugby in the area under its jurisdiction for all age groups up to and including the under 19 group. r 1 40
- 4.2 To draw up and administer rules to govern youth rugby subject to ratification by the Rugby Committee.
- 4.3 To investigate the needs of youth rugby in Munster.
- 4.4 To organise courses for youth rugby trainers and coaches in conjunction with the Rugby Development Dept.
- 4.5 To formulate an effective administration system between this Committee and Club Youth sections.
- 4.6 To organise regional structures at youth level if required.
- 4.7 To organise in conjunction with the Rugby Development Dept., regional and other initiatives for the development of the game at each age group as required.
- 4.8 To administer any other business pertaining to youth affairs that may be given to it by the Branch Committee, Rugby Committee and / or Age Grade Sub-Committee.
- 4.9 To report to and refer issues of dispute between club youths and schools to the Age Grade Sub-Committee as required from time to time.
- 4.10 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.
- 4.11 To manage and account for the annual allocation of tickets it receives and to develop a transparent distribution system for same.
- 4.12 The AGM of this committee will be held at least 21 days before the AGM of the Munster Branch IRFU.
- 4.13 To ensure that Youth Rugby is Player centred.
- 4.14 There are no transfers at age grade level in Munster
- 4.15 All loan applications must be presented to Munster Youth Committee for approval
- 4.16 Rejected loan applications can be appealed to Munster Rugby Committee under Article 4.13 citing fully the special circumstances. All applications to be accompanied by a non-refundable €50 administration fee.”

## **SCHEDULE 'K'**

### **SCHOOLS Sub-Committee**

Reports to: The Age Grade Sub-Committee

#### **1. Composition**

This Sub-Committee shall be composed of

- 1.1 a Chairman who shall, preferably, be a teacher or a retired teacher or alternatively a person who has knowledge of schools rugby and shall be appointed for a period of three years, subject to annual review, with the right to be appointed, for a further period of two years at the relevant AGM. He shall also act as delegate to the Branch Committee.
- 1.2 Honorary Secretary and Honorary Fixtures Secretary – each elected annually at the AGM for a maximum period of three years with the right to be elected annually for a further two years.
- 1.3 a delegate from the Womens Committee.
- 1.4 A Delegate to the Irish Schools committee will be appointed annually for a maximum period of four years. Persons for those positions shall be nominated to the Governance and Nominations Committee and undergo the process set out in Article 5.8.

Prior to any IRFU meeting, he shall forward the meeting agenda and previous minutes, to the Branch Officers, the Board and the Secretary and Chairman of the Rugby Committee. Within one week of that meeting he shall furnish a written report to the above named, outlining the matters discussed, the various views espoused, and the decisions made. This report is in addition to any formal minutes that may be issued subsequently, and which will also be distributed as above.

#### **2. Terms of Reference**

- 2.1 To promote the game of rugby football in accordance with the Munster Schools mission statement as set out in the schedule hereto.
- 2.2 To foster, encourage, guide, promote and direct schools Rugby, up to and including the Under 19 Group.
- 2.3 To organise competitions/blitzes for each age group within the school.
- 2.4 To propose rules and regulations to govern schools rugby subject to ratification by the Rugby Committee.
- 2.5 To investigate the needs of Schools Rugby in Munster.
- 2.6 To organise, with the Rugby Development Dept., courses for coaches.
- 2.7 To organise development games at each age group as required.
- 2.8 To administer any other business pertaining to Schools affairs that may be given to it by the Age Grade Committee or the Rugby Committee.
- 2.9 To assist the Rugby Committee in the making of rules and regulations, for the purposes of registration of players, carrying on and organising of school competitions, exemptions and eligibility of players and all matters relating to schools rugby.
- 2.10 To ensure compliance with Player Registration systems.

- 2.11 To carry out the role delegated by the Fixtures sub-committee in organizing Schools' competitions.
- 2.12 To make Decisions arising from Incidents / Events in competitions that it operates. Objections arising from such Decisions will be sent to the Arbitration and Disciplinary sub-Committee.
- 2.13 To ensure that Schools Rugby is Player centred.
- 2.14 To provide advice and programmes to ensure that players transition from age grade to adult rugby.

### 3. Meetings & Management

- 3.1 Meetings will be held at a minimum of six times per year. Any decision of this sub-committee, other than those under paragraph 2.12 above, shall be subject to appeal to the Age Grade committee.

### 4. Reporting

- 4.1 Monthly reports shall be issued to the Age Grade and Rugby Committees.

### 5. AGM

- 5.1 The AGM shall be held annually, at least 21 days before the Branch AGM for the purpose of the election of officers and committee for the ensuing year and receiving reports and accounts of dealings of the sub-committee for the season.
- 5.2 Fourteen days' notice shall be given of the AGM and shall be posted, emailed or delivered to each school affiliated to the Munster Schools.
- 5.3 Each affiliated school shall have one vote at the AGM.
- 5.4 Notices of Motion for the AGM, signed by a proposer and seconded from two different affiliated schools, shall be sent in writing or by email to the Honorary Secretary of the sub-committee fourteen days before the AGM.

## **MISSION STATEMENT**

Munster Schools, in common with all affiliated schools in Ireland, aim to promote the personal, social, physical, psychological, moral growth and development of their students by playing rugby. As educators they aspire to teach the game skills required, encourage and develop the technical excellence and tactical understanding of the game of rugby, which is enjoyable to play. They endeavour to instil their pupils with the physical fitness, discipline, team spirit, co-operation, decision-making and leadership, which are at the heart of rugby football. It is the aim of the Munster Schools Committee to promote and foster the game of rugby football union in all of the schools in the province subject to the Governance of the Munster Branch IRFU. and the Education Act subscribed to by their Boards of Management.

## **SCHEDULE 'L'**

### **DEVELOPMENT Sub-Committee**

Reports to: The Finance Commercial & Marketing Committee (FCM)

If and when there is a specific Development project requiring such a sub-committee to be formed by the FCMC, it shall be done in conjunction with the Branch Committee and the Board. The composition and terms of reference will be laid down at that time.

## **SCHEDULE 'M'**

### **THE INTERNATIONAL TICKET Sub-Committee**

Reports to: The Finance Commercial & Marketing Committee

1. Composition and Election
  - 1.1 The Chairman and Committee shall be appointed by the Finance, Commercial & Marketing Committee.
2. Terms of Reference
  - 2.1 To present all proposals in relation to International ticketing to the Finance and Operations Committee for consideration and approval. Thereafter such approved proposals will be presented to the Board and the Branch Committee for ratification.
  - 2.2 To liaise with the IRFU. to ensure a fair and transparent system for international ticket allocation.
  - 2.3 To develop, maintain and monitor a fair and transparent system for international ticket allocation to the affiliated bodies, sponsors and key support bodies / people of the Munster Branch.



## **Schedule 'N'**

### **COMMERCIAL & MARKETING Sub-Committee**

Reports to: The Finance Commercial & Marketing Committee

#### **1. Composition and Election**

The Commercial and Marketing sub-committee shall consist of eight people;

- (a) A Chairman
- (b) Senior Vice President.
- (c) The Chairman of Finance, Commercial & Marketing Committee or his nominee.
- (d) Independent Nominee.
- (e) Independent Nominee.
- (f) Independent Nominee.
- (g) The Head of Finance and Operations (non-voting).
- (h) The Commercial and Marketing Manager (non-voting).

#### **2. Term**

The Committee shall be appointed annually for three years, subject to annual review, with a right for members to be appointed annually for another two years.

#### **3. Terms of Reference**

- (a) To formulate and recommend commercial and marketing policies and strategies for the support and betterment of Munster Rugby.
- (b) To engage in fund raising and other activities to support Munster Rugby and its Brand.
- (c) To enhance the Munster Rugby Brand.
- (d) To form sub-committees or groups to carry out these objectives.
- (e) To report regularly to the Board.

#### **4. Meetings and Quorums**

- (a) The Commercial and Marketing Committee shall meet a minimum of eight times per annum.
- (b) A quorum shall be Four voting members.

## Schedule O

### DOMESTIC GAME FINANCE SUB COMMITTEE (DGFC)

#### 10.1 Composition and Election

The Finance of the Domestic Game Committee shall consist of seven people:

- (a) Assistant Treasurer with specific responsibility for the Domestic Game who will act as Chairman.
- (b) A Munster delegate to the Union Committee – preferably who sits on the IRFU Finance Committee or IRFU Rugby Committee.
- (c) One suitably qualified member of the Senior Clubs Committee
- (d) One suitably qualified member of the Junior Clubs committee
- (e) One suitably qualified member of the Women's committee
- (f) The Head of Finance & Operations who should attend all meetings (non-voting).
- (g) Chair of the Rugby Committee
- (h) Head of Rugby Development

The Chair of Finance Commercial and marketing committee may attend all or any meetings at their discretion.

#### 10.2 Term

This Committee shall be appointed annually for three years with a right for members to be appointed annually for another two years.

#### 10.3 Terms of Reference

The Assistant Treasurer and committee report to the Honorary Treasurer and shall operate under the following terms of reference.

- (a) (i) To manage the financial affairs of the Domestic Game within the Branch in accordance with the policies approved from time to time by the Board and the Branch Committee.
- (ii) Monitoring and review of risk management and internal control systems as they relate to the Domestic Game.
- (b) To formulate and recommend financial commercial and marketing policies and strategies and internal controls to the Branch Committee as they relate to the Domestic Game.
- (c) To manage and operate the Branch bank accounts as they relate to the Domestic Game.
- (e) To monitor the Branch financial position and report to the Branch Committee as they relate to the Domestic Game .
- (g) Ensure monthly or regular financial statements are prepared in a timely fashion and presented as appropriate to the Board and the Branch Committee as they relate to the Domestic Game.
- (h) To approve and monitor the implementation and performance of the Financial Commercial and Marketing strategies and plans as agreed, against defined indicators.
- (i) To establish Sub-Committees and ad hoc working parties as required.

- (j) To receive reports and minutes on a regular basis from IRFU delegates (Committee and sub-committee levels) and from Sub-Committees and ad hoc working parties established by the Finance Committee as they relate to the Domestic Game.

### **10.3 Nominations**

- (a) The Chair shall prepare job descriptions for their role. This specification shall be approved and signed-off by the Governance and nominations committee and the Chair of the Finance Committee.
- (B) The Chair shall nominate each appointee to the Board for ratification.

### **10.4 Meetings and Quorums**

- (a) This Committee shall meet a minimum of six times per annum. In the absence of the Chairman an Officer should chair the meeting.
- (b) A quorum shall be four (4).

## Schedule P

### Professional Game Committee Engagement Group Sub Committees

#### Reports to the Chair of the Munster Academy

- (i) Technical Engagement Group 1 : Chaired by the Chair of the Munster Academy or a suitable replacement, its purpose is to agree a schedule of engagement and agenda between the Professional Game representatives (Munster Rugby Head Coach and Coaches) and stakeholders outlined below.

In attendance will be Professional Game representative (Munster Rugby Head Coach and/or coaches) PGC Member (Chair), Munster Academy Board members (Chair and Academy Manager), Rugby Development Department (Head of Rugby Development), Chair of Rugby, One Division 1A and One Division 1B Senior Club representatives, "A" Schools (1 representatives) and Women's (1 representative from Division 1 clubs) rugby.

#### Agenda

- Discuss Player development, availability, and access.
- Engagement on coaching classes, strength and conditioning courses and advice, nutrition advice, video analysis
- Engagement on player pathway programme & talent identification

This Group will meet 4 times a year.

- (ii) Technical Engagement Group 2 : Chaired by the Chair of the Munster Academy or a suitable replacement and with representatives from all stakeholders in Munster Rugby (excluding Division 1 clubs) its purpose is to agree a schedule of engagement and agenda between the Professional Game and all Stakeholders in Munster Rugby. Its aim will focus on how to grow rugby in the province and how collectively we develop players, inclusively, in line with Munster's stated aim of developing home grown talent.

In attendance will PGC Member (Chair), Munster Academy Board members (Chair and Academy Manager), Rugby Development Department (Head of Rugby Development), Chair of Rugby, Representative of the Senior clubs (1 each from Divisions 2A, 2B and 2C), Junior Clubs (1 representative each from each division), Age grades (covering schools and youths) (1 representative each) and Women's rugby (1 representative).

#### Agenda

- Discuss Player development, availability, and access.
- Engagement on coaching classes, strength and conditioning courses and advice, nutrition advice, video analysis
- Engagement on player pathway programme & talent identification

This group will meet 4 times a year.

The aim is to focus on how to grow rugby in the province and how collectively we develop players, inclusively, in line with Munster's stated aim of developing home grown talent.

## Schedule “Q”

### Standards in Office

Reports to : The Governance and Nominations Committee

The purpose of the attached schedule is to support Article 3.4 Code of Conduct in the bye-laws and gives further detail on what's expected of everyone holding any position within Munster Rugby.

- Any person in MB holding an Officer position cannot hold any committee role in any club/school.
- Any person who is an IRFU Delegate may actively participate in club/school affairs but cannot hold any committee role in any club/school.
- Any person appointed as an Independent Chairperson cannot hold any committee role in any club/school.
- Any person holding a position on any subcommittee in MB shall absent themselves from any involvement, contribution to or decision-making process where they have currently or in the past any association with a club/school that is directly involved or may benefit from any decision arrived at their club/school is involved or may indirectly benefit.
- No person who is an Officer, Independent Chairperson or IRFU Delegate may contribute or make representation to any hearing, appeal or disciplinary process where their current or previous club/school is involved.
- Bullying, harassment directly or indirectly of individuals and Office holders is unacceptable and any person engaging in such conduct will be subject to disciplinary action in the event of a complaint.
- It is the responsibility of all persons to voluntarily disclose in advance if they have any conflict of interest to their Chairperson and the Hon Secretary of the Munster Branch should they be invited to contribute or sit on any hearing, appeal or disciplinary matter. This includes examining such issues to determine whether there should be a hearing, appeal or disciplinary process.
- No person will accept or put themselves forward for any role or position in their club/school after they have become Officers, Chairpersons or nominated as IRFU Delegates
- No person or club/school shall write, email or verbally contact the IRFU on any matter pertaining to the MB. All communication shall be directed through the Honorary Secretary of the MB
- It is the responsibility of each affiliated Committee to instruct their members and officials of the Code of Conduct/Ethics. The Committee shall share responsibility with their members and officials should breaches occur of the Byelaws, Rules Regulations, and the Code of Conduct.
- It is incumbent on every person to act and address your fellow committee members in a professional, courteous manner and treat others with fairness, equality, dignity and respect
- Committee members should represent the views that have been expressed by their club and refrain from engaging in inflexibility and promoting personal agendas
- Gossip or act with bias or prejudice towards others is a breach of the code of conduct
- Use of offensive or discriminatory language or behaviour towards others is a breach of the code of conduct
- All members of the MB, shall:
  - 1) At all times act in the best interests of Munster Rugby and assist Munster Rugby in attaining the agreed objectives and policies as adopted by the Munster Branch.
  - 2) Conduct themselves in a respectful and professional manner when attending to the business of Munster Rugby.
  - 3) At all times act with care and diligence in the carrying out of their duties as members Munster Rugby.

- 4) Desist from behaving in any way or action that may cause embarrassment to Munster Rugby.
- 5) Observe a corporate code of confidentiality in respect of Munster Rugby business when the issues dealt with have been identified as "Confidential".
- 6) Uphold the principle of collective responsibility in respect of Munster Rugby decisions.
- 7) Desist from divulging to the media or any other third party any information that is identified as sensitive or as harmful to Munster Rugby save in circumstances where such utterances have been specifically sanctioned by Munster Rugby.
- 8) Desist from using their position as a member of Munster Rugby or as a member of any sub-committee thereof to obtain personal or professional gain save in circumstances specifically sanctioned by the said Committee.
- 9) Desist from communicating or engaging with any third parties on any matters that are considered confidential and currently subject of review or investigation.

The above Code and any alleged breach thereof shall be subject to and governed by the Laws of Ireland. In the event that Munster Rugby is made aware that an alleged breach, on the part of any Munster Rugby member, of the foregoing Code has occurred it shall forward a full complaint in writing setting out the circumstances of the said alleged breach together with all relevant supporting statements or other documents to the Chairman or next appropriate authority figure within the Board of Munster Rugby for that committee's attention.

Thereafter, subject to strict compliance with the rules of natural justice and constitutional principles of fairness, including the right to representation, the Disciplinary Committee (either by way of an individual designated member or by way of a designated tribunal of three members) shall carry out a full inquiry (and if necessary, a full hearing) into the matter. In the event of the Disciplinary Committee finding that the alleged breach is proven, the said Disciplinary Committee shall have wide discretion as to the sanction to be imposed, up to and including temporary or permanent suspension of the offender (or offenders) from any committee of Munster Rugby thereof.

Where a breach of confidentiality occurs and it is not possible to directly identify the particular person who is responsible, then the Officers / Chairperson, the club, committee or subcommittee from where the breach occurs shall be subject to review or investigation.

## **Appendix II**

### **List of Companies / Enterprises under the control of Munster Rugby per Article 5.2 (r)**

- |            |                                   |
|------------|-----------------------------------|
| Schedule 1 | Thomond Park Stadium Company DAC. |
| Schedule 2 | Cork Rugby Stadium Company DAC.   |
| Schedule 3 | Munster Wellness Enterprise DAC.  |



### Appendix III

#### Branch Structure

