

INDIAN RUGBY FOOTBALL UNION

CODE OF ETHICS

Date:

Introduction

The Indian Rugby Football Union (“**IRFU**”) is a non-profit company limited by guarantee which has been incorporated to establish, promote, arrange, regulate, organize, encourage, support, assist, aid and/or control the game of Rugby in India. IRFU is formally recognised by the Ministry of Youth Affairs and Sports, Government of India as the National Sports Federation for the sport of Rugby in India and by World Rugby as the sole national body with jurisdiction for Rugby in India.

As the governing body for Rugby in India, IRFU is conscious of the trust bestowed on it by stakeholders to protect, promote and advance the sport of Rugby in India.

The objects of the IRFU and its responsibilities toward its Members (as defined herein below) and the wider Rugby stakeholders can be furthered effectively only in an environment which facilitates ethical conduct, accountability and good governance and IRFU is committed to following the highest standards of corporate governance in all its activities and processes.

Towards this end, the IRFU’s Board of Directors has adopted this Code of Ethics, which aims at maintaining the highest standard of conduct and ethics for the IRFU, provides guidance in difficult situations involving conflict of interest and moral dilemma and ensures compliance with applicable laws.

This Code of Ethics may be reviewed and/or revised by the IRFU’s Board of Directors from time to time to reflect the regulatory environment and best standards of governance and ethical conduct. Any amendments to this Code of Ethics shall be approved by the IRFU’s Board of Directors as provided hereunder.

1. Definitions

1.1. In this Code of Ethics, unless the context otherwise requires, the following terms shall have the meaning ascribed to them below:

1.1.1. “**Articles**” shall mean the Articles of Association of the IRFU, as adopted and amended by the IRFU from time to time;

1.1.2. “**Board**” or “**Board of Directors**” shall mean the collective body of the Directors of the IRFU;

1.1.3. “**Code**” shall mean this Code of Ethics adopted by the Board, with the approval of the Members, and applicable to all Functionaries;

1.1.4. “**Conflict of Interest**” refers to situations where an individual associated with the IRFU in any capacity acts or omits to act in a manner that brings, or is perceived to bring the personal or other professional interest of the individual in conflict with the interest of individual’s role in the IRFU and that may cause or give rise to apprehensions of, favouritism, lack of objectivity, lack of independence, bias, external interest, benefits (monetary or otherwise) or linkages, as set out in Clause 5 below;

- 1.1.5. **“Director”** shall mean the director appointed to the Board of the IRFU in accordance with the Articles;
 - 1.1.6. **“Effective Date”** shall mean the date on which this Code comes into force;
 - 1.1.7. **“Election Representative”** means either of the two (2) individuals who is duly authorized to represent a Member at an election conducted in accordance with the Election Regulations;
 - 1.1.8. **“Election Regulations”** means the Election Regulations of the IRFU as adopted by the Board in accordance with the Articles, and as amended from time to time;
 - 1.1.9. **“Functionaries”** shall mean the functionaries of the IRFU, including without limitation, the Directors, the Representatives (in their capacity as appointees to the Board, as members of Sub-Committees, or otherwise as representatives of the IRFU), any other members of Sub-Committees, officers, employees and other personnel of the IRFU;
 - 1.1.10. **“IRFU”** shall mean the Indian Rugby Football Union;
 - 1.1.11. **“IRFU Website”** shall mean the official website of the IRFU, located at <https://indiarugby.com/>;
 - 1.1.12. **“Member”** shall mean a person who has been duly admitted to the membership of the IRFU in accordance with the Articles;
 - 1.1.13. **“Ombudsman and Ethics Officer”** shall mean the Ombudsman and Ethics Officer for the IRFU appointed by the Board from time to time in pursuance of the Articles;
 - 1.1.14. **“Ombudsman and Ethics Officer Rules”** shall mean the IRFU’s Ombudsman and Ethics Officer Rules as adopted by the Board and applicable from time to time;
 - 1.1.15. **“Representative”** means an individual who is duly authorized to represent a Member at/before the IRFU in accordance with the Articles; and
 - 1.1.16. **“Sub-Committees”** shall mean the Sub-Committees constituted by the Board in accordance with the Articles.
- 1.2. Capitalised terms used in this Code but not defined herein shall have the meaning ascribed to them in the Articles.
- 2. Effect and Applicability**
 - 2.1. This Code shall come into force on the day specified by the Board through notification to the Members.
 - 2.2. The Board reserves the right to review, change, update, or withdraw this Code and any changes shall be effective upon the Board notifying the Members of the changes by posting the revised Code on the IRFU Website. Provided that prior to effecting any material changes to the Code, the Board shall obtain the views of the individual (if any), who at that point of time is occupying the office of the Ombudsman and Ethics Officer.
 - 2.3. The Code is applicable to each Functionary individually.

- 2.4. Functionaries are required to read and understand this Code and adhere and uphold these principles and standards at all times.
- 2.5. Functionaries are advised to seek independent legal advice if they have any queries or require any clarifications concerning this Code.
- 2.6. It is clarified that this Code is not exhaustive and cannot anticipate and provide for every situation that may arise in the course of a Functionary's involvement with the IRFU or the discharge of their duties. The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Functionaries will exercise upright and honest judgment in compliance with the principles set out in the Code.
- 2.7. Functionaries have a duty to avoid any circumstances that would violate the letter or spirit of this Code. In case of any doubt/ambiguity as to the course of action to be taken, the Functionary should consider as to whether the action would be legal, ethical and whether it would cause a negative perception of the IRFU.
- 2.8. Functionaries have a duty to comply with the Code, read with other applicable policies and procedures of the IRFU, including, but not limited to, the Articles.

3. General Obligations

- 3.1. The first and foremost duty of every Functionary is to uphold the interests of the IRFU, its Members and its stakeholders and fulfil the fiduciary obligations towards them.
- 3.2. It is the general obligation of Functionaries to conduct the business and operations of the IRFU in accordance with the laws, rules, regulations, agreements, guidelines, and standards including accounting standards governing the IRFU's operations and functioning.
- 3.3. In the discharge of their duties, the Functionaries shall comply at all times with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the IRFU, including, but not limited to, any policies relating to workplace harassment or sexual harassment to the extent applicable to Functionaries.
- 3.4. Functionaries shall acquire appropriate knowledge of the legal requirements relating to their duties to the IRFU sufficient to enable them to perform their obligations diligently. In the event of any conflict between the terms of this Code and the applicable law, Functionaries shall act in accordance with the law provided that any such conflict shall be immediately brought to attention of the Board, so that this Code maybe brought in line with the law.
- 3.5. Functionaries shall act in accordance with the highest standards of honesty, integrity, fairness, professionalism and ethical conduct and exercise utmost good faith, due care and diligence. Without prejudice to the generality of the foregoing, Functionaries shall, at all times:
 - 3.5.1. Act within the authority, conferred or delegated upon them;
 - 3.5.2. Exercise independent judgment and not assign their powers to any other person, except as explicitly permitted under the Articles;

- 3.5.3. Bring to the attention of the Board any information or development either within the IRFU (relating to its Members, Functionaries, employees or other stakeholders) or external to the IRFU, which could impact the IRFU's functioning, its reputation or fulfilment of its objectives;
 - 3.5.4. Devote adequate time and attention to the IRFU's affairs and be proactive in the discharge of their duties;
 - 3.5.5. Read in advance any material distributed and otherwise acquaint themselves with the matters proposed to be discussed for constructive deliberations at the concerned meetings;
 - 3.5.6. Attend any applicable meetings, and actively participate and contribute to the discussion and decision making at the concerned meetings;
 - 3.5.7. Promote an atmosphere and culture of inclusivity, accountability, integrity, fairness, equality, honesty, safety and transparency and encourage free and frank discussions on all relevant issues;
 - 3.5.8. Keep themselves well informed about the IRFU and the external environment in which it is operating;
 - 3.5.9. Regularly update themselves and refresh their skills and knowledge in connection with the discharge of their duties as Functionaries, including without limitation by keeping themselves abreast of the developments impacting sport in general and Rugby in particular and attending all relevant training programmes and workshops as may be organised by the IRFU;
 - 3.5.10. Preserve and protect the IRFU's assets and resources (including information and intellectual property rights) and use the same only for the IRFU's activities and affairs and not for personal gain/advantage or for the gain/advantage of a third party;
 - 3.5.11. Not undertake any activity or be party to any relationship which may conflict with the IRFU's interests as further detailed in this Code; and
 - 3.5.12. Report concerns about unethical behaviour, actual or suspected fraud or any violation of the IRFU's policies to the Ombudsman and Ethics Officer.
- 3.6. Functionaries shall not engage in any conduct that in any way denigrates IRFU or harms its public image or that brings IRFU into disrepute. Functionaries shall owe to IRFU a duty of care and loyalty and ensure that they:
- 3.6.1. Present accurate and factual information with regard to any relationship and transaction involving or relating to the IRFU;
 - 3.6.2. Do not suppress relevant information with potential ramifications to the IRFU;
 - 3.6.3. Lead conversations with available information and do not attempt to falsify information in any scenario; and
 - 3.6.4. Accept responsibility for any situation that is a result of that Functionary's decision making.

3.7. All Functionaries have a responsibility to:

3.7.1. Set and protect the vision, mission, values and reputation of IRFU and the game of Rugby;

3.7.2. Maintain high ethical standards;

3.7.3. Respect other Functionaries and any person involved with the IRFU or the sport of Rugby in India, regardless of body image/type, athletic ability, gender, caste, region, ethnic or racial origin, sexual orientation, age, marital status, background, religion, political belief, disability or economic status, and treat all individuals fairly and reasonably;

3.7.4. Avoid public criticism of any Functionaries or Members;

3.7.5. Prevent or correct practices that are unjustly discriminatory;

3.7.6. Reasonably take all opinions and views into consideration during decision-making processes; and

3.7.7. Make decisions with the underlying principle of advancing the objects of the IRFU and protecting and promoting the mental, moral and physical wellbeing of all players of Rugby.

3.8. In addition to the above obligations, Functionaries shall, at all times:

3.8.1. Exercise independent judgment and not assign their office to any other person;

3.8.2. Strive to attend all meetings of the Board (which the Functionary is eligible to attend/obligated to attend), Sub-Committees (of which the Functionary is a member) and all general meetings of the IRFU (which the Functionary is eligible to attend/required to attend);

3.8.3. Promote adherence to the norms of accuracy, diligence and reliability in the preparation and maintenance of the IRFU's financial records; and

3.8.4. Not unfairly obstruct the functioning of an otherwise proper Board or any Sub-Committee.

4. Confidentiality and External Communications

4.1. All information of a confidential nature, whether tangible or intangible, learnt, received or otherwise accessed by a Functionary in the course of the performance of their duties or by virtue of their position as a Functionary, and which information is not in the public domain through lawful and proper means, shall be treated by the Functionary as confidential and shall not be disclosed without express authorisation by the Board. Such confidential information may include, without limitation, information concerning the IRFU's activities, current or projected plans, strategies, Functionaries, Members, administration, finances, contributors, intellectual property rights, personnel and deliberations/proceedings during any meetings of the Board, Sub-Committees or the IRFU.

4.2. No Functionary, unless authorized by the Board, shall either formally or informally, engage in any external communication regarding any information relating to the IRFU. The IRFU shall be represented externally only by specifically authorized persons, whom the Board may authorize for this purpose. The

list of such authorized persons shall be notified by the Board from time to time. The contents, tone and tenor or any statement made by such authorized person to the press, publicity media, the Asia Rugby, World Rugby or any other third party, in so far as it represents the position, stance or interest of the IRFU, shall have been pre-cleared and approved by the Board.

- 4.3. Without prejudice to Clause 4.2, no Functionary shall disclose any confidential information either formally or informally, to any person including press or publicity media, unless such information:
 - 4.3.1. Is duly authorized or required to be disclosed by such Functionary, pursuant to the decision of the general meeting of the IRFU or pursuant to a decision of the Board / Sub-Committee of which the Functionary is a member; or
 - 4.3.2. Is required to be disclosed by such Functionary in accordance with applicable laws or requirement of any government authority.
- 4.4. Notwithstanding anything contained herein, the Functionary must not use, or permit anyone to use, any confidential information in any manner which is prejudicial to the interests of the IRFU or its Members.
- 4.5. The confidentiality obligation specified herein with respect to any confidential information learnt, received or otherwise accessed by a Functionary in the course of the performance of their duties or by virtue of their position as a Functionary, shall continue to remain in effect after the end of their term/association with the IRFU.

5. Conflict of Interest

- 5.1. The Functionary shall avoid, any personal/professional activity or association of a Functionary that creates or appears to create a Conflict of Interest or potential Conflict of Interest or perceived Conflict of Interest with such Functionary's duties/responsibilities towards the IRFU.
- 5.2. A Conflict of Interest, without limitation, may take any of the following forms as far as any Functionary is concerned:
 - 5.2.1. *Direct or Indirect Interest:* When the IRFU enters into contractual arrangements with entities in which the Functionary concerned or his/her relative, partner or close associate has any direct or indirect interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise the Functionary's participation, performance and/or discharge of obligations.
 - 5.2.2. *Roles compromised:* When a Functionary holds two separate or distinct posts or positions under the IRFU and any Member, the functions of which would require the one to be beholden to the other, or in opposition thereof.
 - 5.2.3. *Commercial conflicts:* When a Functionary enters into contracts or other professional engagements with third parties, the discharge of which would compromise the Functionary's obligations to the IRFU.
 - 5.2.4. *Prior relationship:* When a Functionary has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the IRFU.

- 5.2.5. *Position of influence:* When a Functionary occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate of the Functionary is in the zone of consideration or subject to such decision-making, control or management.
- 5.3. Within a period of 15 days of taking any office under the IRFU, every Functionary shall disclose in writing to the Board any existing ,potential or perceived event or position he/she holds that could reasonably be deemed to cause a Conflict of Interest. Further, in the event of any change in circumstances which would render the aforesaid disclosure incomplete/inaccurate, the Functionary shall immediately after such change in circumstances, update the disclosure. The failure to issue a complete disclosure, failure to update the disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.
- 5.4. A Conflict of Interest may be either Tractable or Intractable (each as defined herein):
- 5.4.1. “**Tractable**” conflicts are those that are resolvable or permissible or excusable through recusal of the Functionary concerned and/or with full disclosure of the interest involved.
- 5.4.2. “**Intractable**” conflicts are those that cannot be resolved through disclosure and/or recusal, and would necessitate the removal of the Functionary from a post or position occupied so that the conflict can cease to exist.
- 5.4.3. Unless the posts are held *ex-officio*, as a result of a nomination by IRFU or otherwise without leave of the Ombudsman and Ethics Officer, an individual:
- i) May not occupy more than one of the following posts at a single point of time:
- (a) Director;
 - (b) Employee, personnel, or member of staff of the IRFU or a Member, including any staff engaged on a consulting/temporary basis;
 - (c) Service provider to the IRFU (audit, legal, financial, technology, etc.);
- and,
- ii) May not occupy more than one of the following posts at a single point of time:
- (a) Representative;
 - (b) Employee, personnel, or member of staff of the IRFU or a Member, including any staff engaged on a consulting/temporary basis;
 - (c) Service provider to the IRFU (audit, legal, financial, technology, etc.);
- and,
- iii) May not occupy more than one of the following posts at a single point of time:
- (a) Election Representative;

- (b) Employee, personnel, or member of staff of the IRFU or a Member, including any staff engaged on a consulting/temporary basis;
- (c) Service provider to the IRFU (audit, legal, financial, technology, etc.).

- 5.5. A Functionary shall not discuss, advocate or vote on any matter in which he/she has an actual, potential or perceived Conflict of Interest or any interest, which might reasonably appear to be in conflict with the concept of fairness when dealing with the activities of the IRFU. In particular, Functionaries who are also Representatives shall not, directly or indirectly, be involved in any decision making or deliberation that may involve the interests of the Member that such Functionary represents at the IRFU.
- 5.6. In the event that the Functionary becomes aware that he/she may be in a situation of actual, potential or perceived Conflict of Interest, he/she shall promptly disclose such conflict to the Board and recuse himself/herself from any decision making or deliberation that may be affected by such conflict or take necessary action as advised by the Board to resolve/avoid such conflict.
- 5.7. As a general norm, the Functionary should avoid conducting the IRFU's business with a close associate, or with a business in which a close associate is associated in any significant role. The employment of relatives of a Representative/officer-bearer of a Member/Functionary and senior management executives within the IRFU is discouraged and, in any event, employment of such individuals within the IRFU in positions that have a financial dependence or influence is not permitted unless such employment is unanimously approved by the Board by passing a resolution.
- 5.8. If a Functionary fails to make a disclosure as required herein, and the Board of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the concerned Functionary, the Board may report such Functionary to the Ombudsman and Ethics Officer for suitable disciplinary action.

6. Integrity

- 6.1. No Functionary may directly or indirectly, accept any bribe, payment, commission, gift, donation, kick-back, hospitality, facilitation payment, favour or other inducement or incentive (whether monetary or otherwise) (each an "**Incentive**") under circumstances that could reasonably be construed to mean that such Incentive is motivated by the position of the Functionary or where the same is to influence or has the potential to influence the Board or the Functionary's discharge of their duties relating to the IRFU.
- 6.2. No Functionary may offer any Incentive where it could be reasonably construed that the Incentive is intended to affect the policies, decisions or performance of the Board, the Members of the IRFU, or any of the Functionaries.
- 6.3. Each Functionary shall comply with all applicable laws and regulations, undertake responsible financial strategic planning, and follow prescribed controls and risk management procedures.
- 6.4. Any individual Incentive or other advantages which are received by a Functionary, either directly or indirectly, which in any way relates to, or which arose as a result of, their position could be seen to potentially influence the judgment of the Functionary in the discharge of their duties. Therefore, for the purposes of transparency, these must be disclosed in writing to the Board, who will determine if the Incentive in question may be accepted.

- 6.5. The acceptance of a cash Incentive (in any form) is strictly prohibited. Functionaries should not accept a cash payment personally from any third party while dealing with such third parties on behalf of the IRFU.
- 6.6. Functionaries must not offer or accept any Incentive (whether of a monetary value or otherwise) in circumstances where such offer or acceptance brings IRFU into disrepute.

7. Enforcement

- 7.1. It shall be the duty of each Functionary to help with the enforcement of the Code and any breach or violation of this Code as applicable to the Functionaries, should be promptly reported to the Ombudsman and Ethics Officer.
- 7.2. The Ombudsman and Ethics Officer shall, in accordance with the Ombudsman and Ethics Officer Rules, have the power to investigate, in such manner as the Ombudsman and Ethics Officer may deem fit, any violation or alleged violation of the Code.
- 7.3. Pursuant to the findings and in line with the recommendations of the Ombudsman and Ethics Officer, appropriate action is to be initiated against any Functionary whose actions are found to violate this Code.
- 7.4. In respect of matters relating to Conflict of Interest in particular, the Ombudsman and Ethics Officer, may, after considering the relevant factors and following the principles of natural justice, do any of the following:
 - 7.4.1. Declare the conflict as Tractable and direct that:
 - (a) the person declare the Conflict of Interest as per Clause 5.4.1;
 - (b) the interest that causes the conflict be relinquished; or
 - (c) the person recuse himself/herself from discharging the obligation or duty so vested in him or her.
 - 7.4.2. Declare the conflict as Intractable and direct that:
 - (a) the person be suspended or removed from his or her post;
 - (b) any suitable monetary or other penalty be imposed; and
 - (c) the person be barred for a specified period or for life from involvement with the IRFU or its activities.
- 7.5. The Ombudsman and Ethics Officer is wholly empowered to also direct any additional measures or restitution as they deemed fit in the circumstances.
- 7.6. The initiation of action against a Functionary on the part of the IRFU for any violation shall, unless otherwise specified under applicable law, not be limited by the imposition of any sanctions under applicable law for such violation.
- 7.7. Reporters of violations shall not be victimised. Should any Functionary who has reported a violation feel victimised, such Functionary shall bring their concerns to the attention of the Ombudsman and Ethics Officer.

8. No Rights Created

- 8.1. It is clarified that this Code is neither intended to nor does it create any right in favour of any Functionary, Member, management executive, personnel contributor of the IRFU or any other person or entity, whatsoever.