

# Statutes of The International Football Association Board (IFAB)

Version 2, 5 March 2016

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## I. Name, registered office and entry in the Commercial Register

### Article 1

An association within the meaning of art. 60 ff. of the Swiss Civil Code (*Zivilgesetzbuch – ZGB*) is hereby founded under the name of “The International Football Association Board (IFAB)” with its headquarters in Zurich.

The association has been entered in the Commercial Register for the Canton of Zurich.

## II. Objective

### Article 2

The IFAB is the universal decision-making body for the Laws of the Game (LoG) of association football. Its objectives are to safeguard, compile and amend the LoG as they apply within the scope of world football as organised by FIFA which includes ensuring that the LoG are uniformly applied worldwide and monitored accordingly, and that organised football is practised consistently.

According to the FIFA Statutes, only The IFAB may lay down and alter the LoG and each member of FIFA shall play association football in compliance with the LoG issued by The IFAB.

The association has no political or religious affiliation and is not for profit.

## III. Funds

### Article 3

In pursuit of its objective, the association can make use of the membership fees and of other kinds of contributions and proceeds, such as its annual budget, which is approved at the Annual General Meeting (AGM) of the previous year.

## IV. Membership

### Article 4

#### Membership

The association comprises the five founding members: the four British football associations (The Football Association, the Football Association of Wales, the Irish Football Association and the Scottish Football Association) and FIFA.

Members of the association may only be legal persons.

Any new members may only be accepted for vote at the AGM if: (i) the proposed member is a member association of FIFA; and (ii) the proposed member is seconded by another member association of FIFA. Applications shall be submitted to the AGM, which can only accept a member by a unanimous vote of the five founding members (each having one vote) with no abstentions.

Any proposed members who are unanimously approved by the AGM must be ratified by the FIFA Congress prior to becoming a member.

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## Article 5

### Termination of membership

Membership will automatically terminate if a member loses its legal personality and therefore no longer exists.

A member may leave the association by providing a period of notice of six months to the end of the calendar year. Notice shall be sent in writing to the Board of Directors.

A member can be excluded from the association if it causes lasting damage to the interests of the association or continually disrupts association affairs. A hearing will take place before the General Assembly prior to any exclusion of a member. A decision to exclude a member requires the unanimous vote of the members, each member having one vote (the member to be excluded having to abstain). Subject to art. 20 (Arbitration), the decision to exclude a member is final.

## V. Association organisation

### Article 6

#### Bodies

The bodies of the association include:

- General Assembly
- Board of Directors
- Technical Subcommittee ("TSC")
- Football Advisory Panel ("FAP")
- Technical Advisory Panel ("TAP")
- Executive Support Office
- The auditors

### Article 7

#### General Assembly

The General Assembly is the supreme authority of the association and meets at least once per year as part of the Annual General Meeting (AGM).

The Ordinary AGM shall take place every year in either February or March.

Each association member shall send a delegation to the AGM, with the head of the delegation representing the respective association.

Except as set out in arts 4 and 5 relating to the voting rights for the approval of new members (or exclusion of membership), voting arrangements at the AGM shall be as follows:

- The four British associations shall each have one vote.
- FIFA shall have four votes (as the representative of the other 205 FIFA member associations), which may be exercised en bloc.

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- Voting rights shall be exercised by the respective head of the delegation. In exceptional circumstances, resolutions can also be sent to the General Assembly in writing and addressed to the Board of Directors.

Decisions passed at the AGM require a majority of three-quarters of the votes cast.

The AGM shall convene on an annual basis at the headquarters of the relevant association member, subject to rotation in the following sequence:

- Northern Ireland
- Wales
- England
- Scotland

An exception to the above rotation principle shall occur in the years in which the FIFA World Cup™ takes place. In such years, the AGM shall convene at FIFA's headquarters.

The president and/or head of the delegation of the respective association in whose country the AGM is convened holds office ex officio as chairman of the AGM.

Members will be invited to the AGM no later than four weeks in advance and will be provided with an agenda as well as the relevant supporting documents, which – under exceptional circumstances – can also be dispatched at a later stage, but always at least seven days before the meeting.

Generally, agenda items submitted late will be dealt with at the next AGM. The respective submission deadlines are listed in the Organisation Regulations of The IFAB.

The agenda shall contain the following items:

- I. Welcome
- II. Chairman's remarks
- III. Roll call
- IV. Approval of the agenda
- V. Approval of the minutes of the last meeting
- VI. Agenda containing the items to be discussed and enclosures
- VII. Any other business
- VIII. Next meeting

In addition to the powers reserved for the General Assembly by dint of its position, the Ordinary AGM shall exercise the following powers:

- Deciding on changes to the LoG as proposed by the Annual Business Meeting (ABM): rejected proposals shall be publicised, providing written justification for the rejection;
- Appointing the members of the Football Advisory Panel (FAP) and the Technical Advisory Panel (TAP) as recommended by the ABM;
- Approving the minutes of the last AGM;
- Selecting the auditors;
- Accepting and approving the annual accounts (income statement and balance sheet) and the auditors' report;

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- Determining the budget for the accounting year;
- Determining membership fees with a payment period as defined in art. 15;
- Passing a resolution to dissolve the association, or with regard to a merger, and to determine the appropriate liquidation assets should the association be dissolved.

Every properly convened AGM constitutes a quorum.

An Extraordinary AGM (Special Meeting) may be convened by mutual agreement of the members; the Special Meeting shall be convened within 28 days by the association responsible for organising the next Ordinary AGM. Decisions may be made during a Special Meeting, provided the above provisions of the AGM are complied with.

Minutes of decisions shall be taken for all items on the agenda.

## Article 8

### Board of Directors

The Board of Directors is the executive body of The IFAB.

The general secretaries of the four British associations and the FIFA Secretary General make up the Board of Directors. The Board of Directors is chaired ex officio by the FIFA Secretary General.

The Board of Directors shall meet at least once per year as part of the ABM and consult on proposed changes to the LoG presented by the Executive Support Office and the TSC, in collaboration with the Football Advisory Panel (FAP) and the Technology Advisory Panel (TAP).

The Board of Directors shall pass decisions on all cases that do not come within the sphere of responsibility of the General Assembly or are not reserved for other bodies by law or under these Statutes.

The Board of Directors assesses the proposed changes to the LoG and decides whether they should be presented at the AGM for it to pass judgement. In addition, it can recommend to the AGM to accept, reject, discuss or test rule changes.

Within the scope of its consultations regarding rule changes, the Board of Directors may mandate further consultation with the FAP and the TAP or may arrange a pilot study.

The Board of Directors appoints the Secretary of The IFAB.

Moreover, the Board of Directors convenes for any meetings that may become necessary for dealing with business as it arises. Each member of the Board of Directors is entitled to convene a meeting with a minimum of one month's notice. The meetings of the Board of Directors may also take place by means of a (video) conference call. A meeting is properly constituted if at least three of the five invited members attend, whereby FIFA must be one of them.

Minutes of decisions shall be taken for all Board of Directors meetings.

Decisions are passed by a simple majority of votes cast. The chairman of the Board of Directors has the casting vote in the event of a tie.

The Board of Directors may approve organisational regulations for the efficient operation of The IFAB.

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## Article 9

### Annual Business Meeting (ABM)

The ABM prepares the decisions to be discussed by the AGM.

The ABM comprises the general secretaries of the four British associations, the FIFA Secretary General, technical experts of the five members as well as the Executive Support Office. In addition, it can invite experts to provide their expertise on specific topics. The ABM is chaired ex officio by the general secretary of the association responsible for the following AGM.

The ABM may decide to admit other representatives to its meetings who shall not have any voting rights. These may include members of the FAP and the TAP.

The ABM shall normally convene at least once per year in October. The chairman of the meeting shall give a minimum of one month's notice to convene the ABM. A meeting is properly constituted if at least three of the five invited members attend, whereby FIFA must be one of them.

Moreover, the ABM submits proposals to the AGM regarding the composition of the FAP and the TAP.

Each member of the Board of Directors has one vote.

Decisions are passed by a simple majority of votes cast. The FIFA Secretary General has the casting vote in the event of a tie.

## Article 10

### Technical Subcommittee

The Technical Subcommittee (TSC) is the body responsible for considering and evaluating potential changes to the LoG and any related matters, and responding to inquiries relating to the LoG and their interpretation/application.

The TSC also oversees experiments, tests or pilot studies approved by the Board of Directors and/or the General Assembly.

The TSC is composed of technical experts appointed by the four British associations, FIFA and The IFAB. Meetings of the TSC are chaired by the Secretary of The IFAB.

The TSC shall meet at least once per year after the ABM to draft proposed changes to the LoG to be presented at the next General Assembly. The TSC may have other meetings, if business requires and its members are members of the TAP.

## Article 11

### Football Advisory Panel (FAP)

The Football Advisory Panel (FAP) is a consultation committee within The IFAB. The FAP consists of a maximum of 20 persons.

It can be called upon to advise the AGM, the Board of Directors, the ABM or the Executive Support Office on footballing issues and to supply these bodies with a practical and well-founded appraisal of the sporting aspects of intended rule changes.

Unless appointed otherwise by the Board of Directors, the general secretary of the association in whose country the following AGM is convened holds office ex officio as chairman of the FAP.

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The composition of the FAP shall be balanced, comprising, among others, former football players, former and current managers, representatives from the Fédération Internationale des Associations de Footballeurs Professionnels (FIFPro) and technical directors from FIFA confederations.

Members of the FAP are appointed by the AGM upon recommendation of the ABM, which will also recommend a suitable term of office.

The Board of Directors may approve organisational regulations for the efficient operation of the FAP.

### **Article 12**

#### **Technical Advisory Panel (TAP)**

The Technical Advisory Panel (TAP) is a consultation committee within The IFAB.

The TAP consists of a maximum of 14 persons.

On request, it evaluates proposed rule changes for the AGM, the Board of Directors, the ABM or the Executive Support Office, focusing on technical issues and drawing on the refereeing and technical knowledge acquired and applied in practice.

In addition, it can draw up its own proposals and drafts for LoG changes for the Executive Support Office.

Unless appointed otherwise by the Board of Directors, the general secretary of the association in whose country the following AGM is convened holds office ex officio as chairman of the TAP.

The composition of the TAP shall be balanced, comprising leading refereeing experts from the six FIFA confederations and the TSC.

Members of the TAP are appointed by the AGM upon recommendation of the ABM, which will also recommend a suitable term of office.

The Board of Directors may approve organisational regulations for the efficient operation of the TAP.

### **Article 13**

#### **Executive Support Office**

The Executive Support Office is The IFAB's administrative arm.

It supports The IFAB, its bodies and any IFAB representatives in all administrative matters and is responsible for the office management and proper accounting of The IFAB. Furthermore, the Executive Support Office is responsible for taking the minutes of meetings of The IFAB and its bodies, for IFAB correspondence and website content, for the organisation of the Executive Support Office and for all meetings and consultations of The IFAB, its bodies and panels.

The Executive Support Office is located at the association's headquarters and is headed by the IFAB Secretary, who is appointed by the Board of Directors and reports directly to the FIFA Secretary General (in the first instance) and to the Board of Directors.

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## **Article 14**

### **Enforcement of IFAB decisions**

According to the FIFA Statutes, decisions passed by the AGM with respect to changes to the LoG are binding on FIFA confederations and member associations and come into force on 1 June following the AGM, unless agreed otherwise. In exceptional circumstances, decisions passed by the Board of Directors and the ABM shall come into force the day after the meeting.

FIFA confederations and member associations whose season or competition is not completed on the above date are entitled to postpone the introduction of accepted changes until the commencement of the subsequent season; those whose season or competition starts before 1 June may introduce the accepted changes once they have been officially circulated by The IFAB.

## **Article 15**

### **The auditors**

The auditors are composed of one or two natural persons authorised to conduct financial audits. A highly recognised fiduciary company may also be appointed as legal auditors.

The auditors are appointed by the General Assembly for a period of two years and may be reappointed.

The auditors approve the annual accounts (income statement and balance sheet) and present the AGM with an auditors' report.

The auditors are entitled to make spot checks of the association's financial books at any time.

Notwithstanding the above, art. 69 (b) of the ZGB applies.

## **VI. Insurance and liability**

### **Article 16**

#### **Membership fees**

The General Assembly determines the membership fees each year at the Ordinary AGM.

The membership fees should not exceed CHF 5,000 per year and should be paid by each member into the association's account by no later than 31 January of the following year.

### **Article 17**

#### **Liability**

The association is only liable for liabilities up to the amount of its assets.

## **VII. Business year**

### **Article 18**

The association's business year is the calendar year.

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## **VIII. Official language**

### **Article 19**

English is the official language of The IFAB and shall be used for all of The IFAB's minutes, correspondence and announcements.

## **IX. Distribution of liquid assets on dissolution**

### **Article 20**

Should the AGM not reach any conclusion on the distribution of liquid assets if the association is dissolved, the assets shall be donated to a project that promotes youth football.

## **X. Arbitration clause**

### **Article 21**

The association members agree that any disputes or other differences of opinion among association members, or between one or more association members and the association, shall be heard exclusively by the Court of Arbitration for Sport (CAS) in Lausanne, provided the dispute does not fall within the competence of an association body or other panel. Arbitration shall also apply to appeals against exclusion (see art. 5 above).

Any member may appeal to the CAS against any IFAB decision that infringes the law or these statutes within one month of becoming aware of the decision.

Recourse to the CAS only applies when all internal channels have been exhausted. An appeal does not have a suspensory effect.

CAS proceedings are based on the CAS arbitration rules.

## **XI. Amendment**

### **Article 22**

These statutes shall only be amended by a unanimous decision of the General Assembly.

## **XII. Enforcement**

### **Article 23**

These statutes were adopted at the founding meeting on 13 January 2014. They were updated at the 130<sup>th</sup> AGM on 5 March 2016 and came into force with immediate effect.

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Cardiff, 5 March 2016

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