

Statutes of The International Football Association Board (The IFAB)

Version 3, 3 March 2017

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

Article 1

The International Football Association Board (The IFAB) is an association registered in the Commercial Register of the Canton of Zurich in accordance with art. 60 ff. of the Swiss Civil Code (Zivilgesetzbuch – ZGB) with its registered office in Zurich (Switzerland).

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 association football as controlled by FIFA and organised by FIFA, the confederations and/or national football associations. This includes ensuring that the LoG are uniformly applied worldwide and monitored accordingly, and that organised football is practised consistently.

Only The IFAB may lay down and alter the LoG and each member association of FIFA as well as the confederations, and any leagues, clubs or any other groups directly or indirectly affiliated to them, shall play association football in compliance with the LoG issued by The IFAB (see also FIFA Statutes).

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

III. Funds

Article 3

In pursuit of its objective, The IFAB 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 IFAB 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.

Only legal persons may be members of The IFAB.

Any new members may only be admitted to The IFAB 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 General Assembly, which can only accept a new 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 General Assembly must be ratified by the FIFA Congress prior to becoming a member of The IFAB.

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Rights

The members of The IFAB have the following rights in accordance with these statutes and the applicable regulations of The IFAB:

- a) to take part in the meetings of the General Assembly (AGM or Special Meeting) and execute their corresponding voting rights;
- b) to draw up proposals for inclusion in the agenda of the General Assembly;
- c) to call for a Special Meeting;
- d) to send representatives to any other meeting organised by The IFAB; and
- e) to exercise their rights in accordance with these statutes and other applicable regulations of The IFAB.

Obligations

The members of The IFAB have the following obligations in accordance with these statutes and the applicable regulations of The IFAB:

- a) to comply fully with the statutes, regulations, directives and decisions of The IFAB at any time as well as the decisions of the Court of Arbitration for Sport (CAS) passed on appeal on the basis of art. 21 of the statutes of The IFAB;
- b) to act faithfully and loyally in the best interest of The IFAB and the safeguarding and development of the LoG and to do everything possible that is conducive to fulfilling The IFAB's objectives;
- c) to pay their membership fee;
- d) to participate in the meetings of the General Assembly (AGM or Special Meeting); and
- e) to comply fully with all other duties arising from these statutes and other applicable regulations of The IFAB.

Article 5

Termination of membership

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

A member may leave The IFAB 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 as well as to the Secretary of The IFAB.

Only at the request of the Board of Directors, a member can be excluded from The IFAB by decision of the General Assembly if it causes lasting damage to the interests of The IFAB or continually disrupts its affairs or seriously violates the statutes, regulations or decisions of The IFAB.

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. 21 (Arbitration), the decision to exclude a member is final.

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V. Organisation

Article 6

Bodies

The bodies of The IFAB include:

- General Assembly
- Board of Directors
- Technical Subcommittee (TSC)
- Football Advisory Panel (FAP)
- Technical Advisory Panel (TAP)
- Executive Support Office (ESO) and the Secretary of The IFAB
- The independent auditors

Article 7

General Assembly

The General Assembly is the supreme and legislative authority of The IFAB and meets at least once per year in form of the Annual General Meeting (AGM), which shall take place in either February or March, and, if requested as stipulated herein, in form of an extraordinary meeting of the General Assembly (Special Meeting).

Each member of The IFAB shall send a delegation to a meeting of the General Assembly, with the head of the delegation representing the respective member.

A meeting of the General Assembly is properly constituted if all the members eligible to vote are present. In exceptional circumstances (e.g. force majeure) and if unanimously approved by the members, participation by telephone or video conference call is considered as present.

Except as set out in articles 4 and 5 relating to the voting rights for the approval of (a) new member(s) or an exclusion of (a) member(s), voting arrangements of the General Assembly are as follows:

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

However, if a member is not able to carry out a reasonable decision-making process in the interest of The IFAB due to its own involvement or any other reason of a conflict of interest with regard to a certain matter, it shall abstain from voting in relation to this matter.

Voting rights shall be exercised by the respective head of the delegation of the member who must be present at a meeting of the General Assembly to be entitled to vote.

All votes are conducted openly by a show of hands.

Voting by proxy or by letter/fax/email is not permitted.

Decisions to be passed at a meeting of the General Assembly require a three-quarters (3/4) majority of the votes allocated to the members present and eligible to vote, except if set out differently in these statutes or other applicable regulations of The IFAB. The ordinary meeting of the General Assembly (AGM) shall be convened at the headquarters of a member, subject to rotation in the following sequence:

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- 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 a location defined by FIFA.

The president and/or head of the delegation of the hosting member shall act ex officio as chairman of the respective meeting of the General Assembly.

The date and place of an AGM shall be proposed to the members by the hosting member during the AGM prior to it. The members shall be formally invited to the AGM by the respective hosting member in writing no later than four weeks in advance.

The Secretary of The IFAB shall draw up the agenda based on proposals from the Board of Directors and the members. Any proposal that a member wishes to submit to the AGM shall be sent to the Executive Support Office (ESO) in writing, with a brief explanation, at least eight weeks before the date of the respective AGM. Generally, proposals for agenda items submitted late will be dealt with at the next AGM.

National football associations may also submit proposals for agenda items through one of The IFAB's members. The respective submission deadlines are listed in the organisational regulations of The IFAB.

The members will be provided with an agenda as well as the relevant supporting documents at least four weeks before the date of the respective AGM. Under exceptional circumstances, the relevant supporting documents can also be dispatched at a later stage, but always at least seven days before the date of the AGM.

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. Items for discussion and decision and enclosures (e.g. proposals for amendments to the LoG or the statutes of The IFAB, experiment reports, financial statements and the independent auditors' report, etc.)
- VII. Any other business
- VIII. Next meeting

The agenda of an AGM may only be altered by unanimous decision of the members eligible to vote.

The General Assembly is responsible for adopting and amending the statutes of The IFAB and supervising the activity of the other bodies of The IFAB. Furthermore, the General Assembly shall exercise the following powers:

- to decide on changes to the LoG as proposed in writing by the Board of Directors; rejected proposals shall be publicised, providing written justification for the rejection;

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- to appoint or dismiss the members of the Football Advisory Panel (FAP) and the Technical Advisory Panel (TAP) as recommended by the Board of Directors;
- to approve the minutes of the last meeting(s) of the General Assembly;
- to appoint the independent auditors;
- to accept and approve the annual accounts (income statement and balance sheet) and the independent auditors' report;
- to determine the budget for the accounting year;
- to determine the membership fees with a payment period as defined in art. 16 of these statutes;
- to pass a resolution to dissolve The IFAB, or with regard to a merger, and to determine the appropriate liquidation assets should The IFAB be dissolved.

If requested by one (or more) member(s) of The IFAB, an extraordinary meeting of the General Assembly (Special Meeting) shall be convened within 28 days of receipt of a corresponding written request (including the items of the agenda). The Board of Directors shall decide on the place and date as well as the distribution of the costs for the Special Meeting.

The Board of Directors may convene a Special Meeting at any time.

The same principles apply for Special Meetings as set out above for the AGM, unless for matters which foresee a specific provision for Special Meetings.

Further detailed provisions regarding the specific duties, powers and meetings of the General Assembly shall be stipulated in the organisational regulations of The IFAB.

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 ordinary meeting of the Board of Directors, the Annual Business Meeting (ABM).

Moreover, extraordinary meetings of the Board of Directors (BoD meetings) shall be convened at the end of each quarter and/or if required for dealing with business as it arises. If requested by one (or more) member(s) of the Board of Directors, a BoD meeting shall be convened with a minimum notice of two weeks.

The Board of Directors defines The IFAB's mission, strategic direction, policies and values, in particular with regard to the LoG and all related matters, and oversees the activity of other bodies of The IFAB. In particular, the Board of Directors has the following powers and responsibilities:

- to consult on proposed changes to the LoG presented by the Executive Support Office (ESO) and the Technical Subcommittee (TSC), in collaboration with the Football Advisory Panel (FAP) and the Technology Advisory Panel (TAP);
- to assess the proposed changes to the LoG and decide whether they should be presented to the General Assembly for it to pass judgement. In addition, the Board of Directors can recommend to the General Assembly to accept, reject, discuss or test the proposed changes to the LoG;
- to mandate - within the scope of its consultations regarding changes to the LoG - further consultation with the FAP and the TAP or to arrange a research or pilot study;

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- to submit proposals to the General Assembly regarding the composition of the FAP and the TAP;
- to appoint or dismiss the Secretary of The IFAB;
- to transfer The IFAB's registered office to another location;
- to approve organisational regulations for the efficient operation of The IFAB;
- to maintain The IFAB's business ledgers (see also art. 69a ZGB).

Furthermore, the Board of Directors shall deal with all matters relating to The IFAB that do not fall within the sphere of responsibility of another body in accordance with these statutes or other applicable regulations of The IFAB.

The Board of Directors may delegate specific duties to the FAP, TAP, TSC or the ESO at any time.

The Board of Directors shall report and is accountable to the General Assembly.

A meeting of the Board of Directors (incl. ABM) is properly constituted if at least three of the five members of the Board of Directors are present, whereby the FIFA Secretary General must be one of them. In exceptional circumstances (e.g. force majeure) and if unanimously approved by the members present, participation by telephone or video conference call is considered as present.

Each member of the Board of Directors has one vote.

All votes are conducted openly by a show of hands.

Voting by proxy or by letter/fax/email is not permitted.

Decisions are passed by a simple majority (more than 50%) of the votes cast. The chairman of the Board of Directors has the casting vote in the event of a tie.

Minutes of decisions shall be taken for every ABM and BoD meeting by the Secretary of The IFAB who attends the meetings without voting rights.

Further detailed provisions regarding the composition, structure and meetings of the Board of Directors as well as the specific duties and powers of its members shall be stipulated in the organisational regulations of The IFAB.

Article 9

Annual Business Meeting (ABM)

The ABM prepares the decisions to be discussed by the General Assembly.

Besides the Board of Directors, the ABM is furthermore attended by the technical experts of the members as well as the Executive Support Office (ESO). In addition, experts can be invited to the ABM to provide their expertise on specific topics. The ABM is chaired ex officio by the general secretary of the hosting member of 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 convene once per year, in November. The attendees shall be formally invited to the ABM by the respective chairman in writing - stating the date, time and place of the ABM - no later than four weeks in advance.

An ABM is properly constituted if at least three of the five members of the Board of Directors attend, whereby the FIFA Secretary General must be one of them.

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Each member of the Board of Directors has one vote. The technical experts of the members as well as the ESO (or any other invited participants) shall attend the ABM without voting rights.

Decisions are passed by a simple majority (more than 50%) of votes cast. The FIFA Secretary General has the casting vote in the event of a tie.

Article 10

Technical Subcommittee (TSC)

The 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 football experts appointed by the four British associations, FIFA and The IFAB.

Meetings of the TSC are chaired by the Secretary or, if unavailable, by the technical director 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.

The members of the TSC are ex officio members of the TAP.

The TSC shall report to the Board of Directors.

Further detailed provisions regarding the composition, structure and meetings of the TSC as well as the specific duties and powers of its members shall be stipulated in the organisational regulations of The IFAB.

Article 11

Football Advisory Panel (FAP)

The 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 General Assembly, the Board of Directors or the Executive Support Office (ESO) on footballing issues and to supply these bodies with a practical and well-founded appraisal of the sporting aspects of intended changes to the LoG.

Unless appointed otherwise by the Board of Directors, the general secretary of the hosting member of the following AGM holds office ex officio as chairman of the FAP.

The composition of the FAP shall be balanced, comprising, among others, former football players, former and current managers, representatives from the International Federation of Professional Footballers' Associations (FIFPro) and representatives proposed by the confederations.

Members of the FAP are appointed by the General Assembly upon recommendation of the Board of Directors for a term of two years. They may be reappointed or relieved of their duties by the General Assembly at any time, upon recommendation of the Board of Directors.

The FAP shall report to the Board of Directors.

All votes are conducted openly by a show of hands.

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Further detailed provisions regarding the composition, structure and meetings of the FAP as well as the specific duties and powers of its members shall be stipulated in the organisational regulations of The IFAB.

Article 12

Technical Advisory Panel (TAP)

The TAP is a consultation committee within The IFAB. The TAP consists of a maximum of 14 persons.

On request, it evaluates proposed changes to the LoG for the General Assembly, the Board of Directors or the Executive Support Office (ESO), 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 changes to the LoG for the ESO.

Unless appointed otherwise by the Board of Directors, the general secretary of the hosting member of the following AGM holds office ex officio as chairman of the TAP.

The composition of the TAP shall be balanced, comprising leading refereeing experts from the six confederations as well as the members of the TSC.

Members of the TAP are appointed by the General Assembly upon recommendation of the Board of Directors for a term of two years. They may be reappointed or relieved of their duties by the General Assembly at any time, upon recommendation of the Board of Directors.

The TAP shall report to the Board of Directors.

All votes are conducted openly by a show of hands.

Further detailed provisions regarding the composition, structure and meetings of the TAP as well as the specific duties and powers of its members shall be stipulated in the organisational regulations of The IFAB.

Article 13

Executive Support Office (ESO) and the Secretary of The IFAB

Executive Support Office (ESO)

The ESO is The IFAB's administrative arm, is led by the Secretary of The IFAB and located at The IFAB's registered office.

It supports The IFAB, its bodies and any of The IFAB's representatives in administrative matters and is responsible for the office management and proper accounting of The IFAB in accordance with the parameters established by the Board of Directors. Furthermore, the ESO is responsible for taking the minutes of meetings of The IFAB and its bodies, for The IFAB's correspondence and website content, for the organisation of the ESO and for all meetings and consultations of The IFAB and its bodies.

Any official correspondence to The IFAB shall be addressed to the ESO.

Further detailed provisions regarding the specific duties, powers and requirements of the ESO shall be stipulated in the organisational regulations of The IFAB.

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The Secretary of The IFAB

The Secretary of The IFAB is appointed on the basis of an employment agreement governed by Swiss private law and shall report to the Board of Directors.

The Secretary of The IFAB shall ensure that the duties and responsibilities of the ESO are carried out properly as defined in these statutes.

The Secretary of The IFAB shall ensure The IFAB's mission, strategic direction, policies and values, as defined by the Board of Directors, are protected, advanced and executed.

The Secretary has the authority and responsibility to decide on all administrative matters of The IFAB, carry out the duties assigned to the ESO and issue the necessary regulations for the execution of these tasks.

Further detailed provisions regarding the specific duties, powers and requirements of the Secretary of The IFAB shall be stipulated in the organisational regulations of The IFAB.

Article 14

Enforcement of decisions of The IFAB

Decisions passed by the General Assembly with respect to changes to the LoG are binding on the confederations and FIFA member associations and come into force on 1 June following the respective meeting of the General Assembly, unless agreed otherwise (see also FIFA Statutes).

In exceptional circumstances and if agreed so, decisions passed by the Board of Directors shall come into force the day after the meeting.

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

Article 15

The independent auditors

The independent auditors are composed of one or two natural persons authorised to conduct financial audits and who shall not belong to any body of The IFAB. A highly recognised fiduciary company may also be appointed as independent auditors.

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

The independent auditors perform all audits of The IFAB's accounts and annual financial statements approved by the Board of Directors and present a report to the General Assembly (normally during the AGM), in accordance with the applicable Swiss law.

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

Notwithstanding the above, art. 69b ZGB applies.

Further detailed provisions regarding the specific duties, powers and requirements of the independent auditors shall be stipulated in the organisational regulations of The IFAB.

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VI. Membership fees and liability

Article 16

Membership fees

The General Assembly determines the membership fees each year at the AGM on the recommendation of the Board of Directors.

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

Article 17

Liability

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

VII. Business year

Article 18

The IFAB's business year is the calendar year.

VIII. Official language

Article 19

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

The IFAB may decide to issue any official documents or any other information in further languages.

IX. Distribution of assets upon dissolution

Article 20

Should the General Assembly not reach any conclusion on the distribution of assets if The IFAB is dissolved, the assets shall be donated to a project that promotes youth football.

X. Arbitration

Article 21

The members of The IFAB agree that any disputes or other differences of opinion between The IFAB, its members and the members of its bodies as well as all other persons obliged to comply with the statutes of The IFAB, shall be heard exclusively by the Court of Arbitration for Sport (CAS) in Lausanne (Switzerland), provided the dispute does not fall within the competence of a body of The IFAB.

Appeals - including appeals against an exclusion (see art. 5 above) - may be made to the CAS against any decision of The IFAB that infringes the law or these statutes within 21 days of becoming aware of the decision.

Recourse to CAS can only be made when all internal channels have been exhausted. An appeal does not have a suspensive effect, unless decided otherwise by CAS.

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The provisions of the CAS Code of Sports-related Arbitration shall apply to the proceedings. CAS shall primarily apply the regulations of The IFAB and, additionally, Swiss law.

Recourse to ordinary courts of law is prohibited unless specifically provided for in The IFAB's regulations. Recourse to ordinary courts of law for all types of provisional measures is also prohibited.

Article 22

Human rights

The IFAB is committed to respecting and promoting the protection of all internationally recognised human rights.

Article 23

Non-discrimination, gender equality and stance against racism

The IFAB declares to stand against discrimination of any kind against a country, group of people or a private person on account of race, skin colour, ethnic, national or social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason.

Article 24

Conduct of members, bodies and their members

All members of The IFAB, its bodies and their members must observe the statutes, regulations and decisions of The IFAB in their activities.

XI. Amendments

Article 25

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

XII. Adoption and enforcement

Article 26

These statutes were adopted by the 131st AGM in London on 3 March 2017 and came into force with immediate effect.

London, 3 March 2017