
CORRECTED STATUTES OF
THE INTERNATIONAL FEDERATION OF AMERICAN FOOTBALL
June 2017

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1 PRELIMINARY

1.1 The provisions set out in this document, as amended from time to time, shall constitute the Statutes of Association of the Organisation.

1.2 The official language of the Organisation is English. English is the standard language for the Minutes, the official correspondence and the communications. Each member shall be responsible for its own translation. Where required and in accordance with local law, the Organisation may operate a further official language.

1.3 Capitalised terms in these Statutes will have the meanings given to them in Article 17.

1.4 American football is considered to refer to all disciplines of the game derived from the 11 v 11 contact format, including but not limited to flag football and beach flag football and variations in team sizes.

1.5 The Organisation is a non-profit association. The Organisation shall consist of the National Associations that are affiliated to it under Article 3. The Organisation is duly organized under the laws governing bodies of its type within the country of its legal seat. For trading, promotional and other purposes a brand name may be established by the Board.

1.6 The name and brand of the Organisation are protected by copyright and trademark.

1.7 The number of Members may not be less than three, representing at least two different continents.

1.8 In case of divergence in the interpretation of the statutes, the original text, written in English, will be considered authoritative

2 PURPOSES, POWERS, AUTHORITY and LEGAL SEAT

2.1 The Organisation's fundamental purposes are:

(a) to promote, improve and develop the sport of American football globally, at all levels, in accordance with the ideals and objects of the Olympic movement, and without any discrimination on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation or trade union activity;

(b) to act as the ultimate governing body for the sport of American football throughout the world, governing and regulating the sport at the international level, and recognising the authority of National Associations to govern and regulate the sport at a continental/national level in accordance with, and subject to, the Organisation's ultimate authority over the sport;

(c) to protect the independence and autonomy of the Organisation and Members to govern and regulate the sport (including exercising the right of democratic elections) free from any outside influence;

(d) to control the organisation and scheduling of the international sporting calendar (including competitions denoted as "world," "international," and "continental" championships, or similar) in accordance with the best long-term interests and priorities of the sport as a whole;

(e) to promote international competition and the organisation of international events to world class standards by the Organisation and/or on its behalf;

- (f) to preserve the integrity of the sport, including by adopting rules implementing the World Anti-Doping Code and other appropriate codes of conduct and regulations, and ensuring that such rules, codes, and regulations are enforced at all American football events sanctioned by the Organisation, and/or a Member (as applicable);
- (g) to promote the education, training, and development of knowledge and skills in American football, and to promote the development of excellence in administration, assessment, coaching, officiating, and competitions across the globe;
- (h) to examine and promote research and development and the dissemination of information in all areas relating to American football;
- (i) to establish and maintain an efficient administration to control, regulate and direct the affairs of the Organisation and the sport of American football, and to foster high standards of administration by Members;
- (j) to strive for the addition of American football to the Olympic programme; Commonwealth programme, or any other relevant major sporting event programme;
- (k) to assume responsibility for the technical control and direction of American football at the Olympic Games, Commonwealth Games, World Games, World Student Games or other such major event; and
- (l) to open offices and issue mandates worldwide.

2.2 In furtherance of its purposes the Organisation may, without limitation:

- (a) amend its Statutes, Rules, and Regulations to make further provision for the management and control of the sport of American football and/or the affairs of the Organisation, and/or Members, and for the resolution of disputes relating thereto;
- (b) establish or refine Regulations and Dispute Resolution procedures concerning the conduct of the sport of American football throughout the world, including the official rules of the game, a code of ethics (including Conflicts of Interest) for those involved in the governance of American football, rules governing eligibility of players to represent a National Association in International Events, rules governing the sanctioning and/or conduct of events (including national events), establishing an ethics commission, and creating codes of conduct for participants in events;
- (c) apply and enforce these Statutes, Rules, and the Regulations, and/or ensure their application and enforcement by Members, throughout the sport;
- (d) organise and/or sanction the organisation of International Events;
- (e) raise funds to finance the activities of the Organisation by any available means, including by seeking donations and/or grants, by levying subscriptions and other fees (for example, fees for sanctioning events) from Members, as well as by exploiting the commercial assets of the Organisation, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls, including the commercial rights to International Events. The income and property of the Organisation shall be applied solely towards the promotion of its Purposes and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Organisation notwithstanding the payment in good faith of the below 2.2 f – l;

(f) employ, contract, and pay any person(s) (including by way of salaries, wages, charges and pensions) to supervise, organise and carry out the work of the Organisation;

(g) purchase, lease, or otherwise acquire any property or other rights and privileges, construct, maintain, and alter any buildings or premises, and/or sell, let, mortgage, dispose of, turn to account, or otherwise deal with any or all of the property or assets of the Organisation;

(h) invest any funds in such manner as thought fit and which are subject to the scrutiny of Congress through annual reporting;

(i) establish, acquire or otherwise control other legal entities such as foundations, trusts or corporations;

(j) insure, arrange insurance for, and/or indemnify its officers, servants, voluntary workers and such other persons as thought fit in respect to work carried out in the performance of their duties;

(k) provide oversight and regulation of Committees; and

(l) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its purposes.

2.3 All Committees (Section 7) Members (Section 3), as well as all of the Organisation's constituent bodies, officers, employees, and appointees (including, without limitation, any person holding any Organisation appointment or sitting on any Organisation board or committee), and all persons participating in any way in activities controlled and/or sanctioned by the Organisation (including, without limitation, any person who is involved in organising and/or participates as a player, official, tournament official or team official in any International Event), will be deemed to have agreed and acknowledged that:

(a) the Organisation has ultimate authority over the governance, regulation, and playing of American football;

(b) they shall not become a member of or recognise or otherwise support any organisation with similar objects to the Organisation unless that organisation is recognised by the Organisation;

(c) they are bound by and must comply with these Statutes, Rules, and the Regulations, and with the decisions taken by the Organisation and its constituent bodies (including Congress, the Board, and other duly appointed officials and bodies of the Organisation) pursuant to and in application and enforcement of these Statutes, Rules, and the Regulations; and

(d) they submit to the jurisdiction of the CAS to hear and determine disputes as set out in these Statutes and the Regulations, to the exclusion of all other courts, tribunals, and arbitration bodies of any country or organisation whatsoever; and the Organisation may from time to time require any of them to execute a written agreement (in a form to be determined by the Board) confirming that acknowledgement and agreement.

2.4 Without prejudice to Article 2.3, each Member will procure (by suitable provision in its own constitution, in a form approved by the Board) that each of its members and all persons under its jurisdiction acknowledges and agrees on her/its own part to each of the matters set out in Article 2.3.

2.5 The Legal seat of IFAF is located at 79 rue Rateau, 93120 La Courneuve, France. It may be transferred to any other place by a decision of the Council.

3 MEMBERSHIP

3.1 One Country, one Member

3.1.1 Membership of the Organisation is open to one Member per Country. The sole and exclusive authority of a Member to govern American football at national level will extend as far as the political boundaries of the Country that it represents. Where there is conflict on this matter IFAF will refer to the area as reflected in the recognition from the National Olympic Committee.

3.1.2 *Membership Categories.* There are four membership categories which operate on an annual basis:

- (a) Full Member
- (b) Associate Member
- (c) Allied Member
- (d) Inactive Member

3.2.Full Members.

3.2.1 *Membership Criteria.* To be and to remain a Full Member, a National Association must substantially satisfy (both at the time it applies for membership and at all times thereafter) the following requirements:

- (a) it must be concerned solely and exclusively with the administration, organisation and playing of American football and not with any other sport (unless authorized to operate as a multi-sport federation by the relevant national government or lead sports development agencies in its respective country);
- (b) it must pay all Full Member subscriptions;
- (c) it must claim the exclusive right to govern amateur American football in its Country;
- (d) its constitution must be democratic and declare its opposition to any discrimination on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation or trade union activity, and its formal undertaking to be bound by and to comply with the obligations placed on Members pursuant to the Statutes and the Regulations;
- (e) its governing documents (as amended from time to time) shall, to the fullest extent permitted by its national laws, comply with the Statutes, Rules, and the Regulations;
- (f) it must have an organizational or Corporate bank account (i.e., not an individual's account) and have been solvent for a minimum of two years continuous prior to applying for Full Member status;
- (g) it must have organised, under its auspices, regulated competitions and implemented referee and coach development systems, as part of a published development strategy;

(h) it must present its statutes, regulations, and annual accounts, to the Organisation's Board on an annual basis;

(i) it must appoint a minimum of one delegate to attend and participate in each Congress; and

(j) it must have recognised national teams competing in the current cycle of at least two of the principle World Championship Disciplines and working towards participation in all disciplines; these teams must have taken part in an event approved by the Organisation (i.e. World Championship, Continental Championship or qualifiers for; or an approved international competition which consists of no less than three (for tackle events) or four (for non contact events) Member nations of either Full Member or Associate Member status) within the last cycle for the World Championship Discipline.

3.2.2. Full Membership Rights and Benefits

3.2.2.1 Full Members have the right to host and/or participate in all recognised International Events.

3.2.2.2 Full Members are entitled to one voting delegate at Congress. Each vote made by a Full Member's delegate will be weighted as 3 votes.

3.2.2.3 Full Members may submit Motions for Congress and nominate candidates for Board and Committee positions.

3.3 Associate Members.

3.3.1 *Membership Criteria.* Any National Association (or other entity) that is not a Full Member may be eligible to be an Associate Member upon meeting the following requirements:

(a) it has been charged with the leadership and management of the sport in their country (as per Section 3.2.1.c) and meet the requirements laid down in Sections 3.2.1.d, 3.2.1.e, 3.2.1.f, and 3.2.1.h.; and

(b) it must pay all Associate Member subscriptions.

3.3.2 Associate Membership Rights and Benefits

3.3.2.1 Associate Members are entitled to host and/or participate in all non-World Championship recognised International Events.

3.3.2.2 Associate Members are entitled to one voting delegate at Congress. Each vote will be weighted as one vote.

3.3.2.3 Associate Members may submit Motions for Congress and nominate candidates for Board and Committee positions.

3.3.2.4 Associate Members may exercise other rights arising from the Governing Documents.

3.4 Allied Members.

3.4.1. *Allied Membership Criteria.* The Board may assign the category of Allied Organisation to any organisation, other than National Associations for American football.

(a) Allied Members must pay all Allied Member subscriptions.

3.4.2 *Allied Membership Benefits.*

3.4.2.1 Allied Members may send non-voting members to Congress.

3.4.2.2. Allied Members may bid to host tournaments.

3.5. **Inactive Members.**

3.5.1 *Inactive Membership Criteria.* Any National Association which no longer meets the criteria of Full, Associate, or Allied Member will be deemed an Inactive Member until such time as it meets the criteria, its membership is terminated, or it is replaced as the National Association. Any Inactive Member may apply to the Executive Board for reinstatement and must pay a reinstatement fee (which may be waived). Reinstatement will be at the Executive Board's full discretion as Full, Associate, or Allied Member upon the Inactive Member meeting certain requirements as set forth by the Executive Board.

3.5.2 *Inactive Membership Benefits.*

3.5.2.1 Inactive Members may send non-voting members to Congress.

3.6 **Applications for Membership**

3.6.1 Applications for membership may be made as follows:

(a) Any organisation wishing to become a Member in respect of a Country for which there is no current Member must apply in writing to the Board.

(b) A Member may not transfer its membership of the Organisation without the prior written permission of the Organisation. A Member may apply in writing to the Board for such permission, and the proposed transferee must also be a party to the application.

(c) Where a National Association's membership has been terminated because of withdrawal, suspension, or other failure to meet the membership requirements in Articles 3.2.1 or 3.3.1, another entity may apply in writing to the Board to be admitted in place of that Member. Upon receipt, the Managing Director or Secretary will send a copy of the application to the suspended Member, which will have 30 days from receipt of the application to notify the Managing Director or Secretary if it disputes the application. Congress will consider the application at its next ordinary meeting. If the suspended Member has given notice by the required deadline, it will be given the opportunity to be heard by Congress before any final decision is made on the application. Any such decision will be subject to appeal by the suspended Member to CAS in accordance with Article 15.1(a).

(d) Any other type of application for membership may be made in writing to the Board.

3.6.2 All applications for membership must be in such form as prescribed by the Board from time to time, and must be accompanied by:

(a) a copy of the written constitution of the applicant;

(b) a list of the names, residential addresses, email addresses, telephone and fax numbers of the principal office holders of the applicant and, where appropriate, its most senior employee;

(c) the most recent annual accounts of the applicant;

(d) an application fee as set by Executive Board;

(e) evidence establishing that the applicant satisfies the criteria set out in Article 3.2.1;

(f) any further information requested by the Board.

3.6.3 On receipt of an application for membership, the Board will charge a designated committee with a review of the application and following this review, will submit the application to Congress along with its recommendations as to acceptance of the application. If an application for membership is to be considered at Congress, it must be received by the Board at least 100 days before the date of the relevant Congress.

3.6.4 Except as otherwise provided by these Statutes, applications for membership will be determined by Congress at the absolute discretion of the voting Members.

3.6.5 Where more than one entity applies to be a Full Member or Associate Member in respect of a Country for which there is no current Full Member or Associate Member, the competing claims will be resolved as follows:

(a) The Board will specify the criteria by which the competing claims are to be assessed.

(b) The Board will consider (or will appoint appropriate persons to a committee to consider) the competing claims, in accordance with a published fair and impartial process, and make a written recommendation to Congress as to which entity best meets the specified criteria and so should be admitted to membership of the Organisation.

(c) Congress will consider the applications (and Board recommendation) at its next meeting and will give each applicant an equal opportunity to be heard before making its decision.

(d) The decision of Congress will be final. The unsuccessful applicant may appeal that decision to CAS in accordance with Article 15.1(a).

3.6.6 If an application for membership of the Organisation is approved, such membership will take effect upon the close of the meeting at which the application was approved or on the date of the written resolution, as appropriate.

3.6.7 Successful applicants will be allocated by the Executive Board to one of the recognised Continental areas—Africa, Americas, Asia, Europe and Oceania.

3.7 Withdrawal from membership

3.7.1 Any Member may withdraw from membership of the Organisation at the end of any financial year provided it has given the Organisation at least three months' notice in writing of such withdrawal.

3.7.2 Reinstatement of a Member will be subject to the discretion of the Executive Board and may require payment of any monies owed to the Organisation or any Member at time of withdrawal in accordance with the reinstatement procedures set out above

3.8 Suspension and expulsion from membership

3.8.1 Subject to Article 3.8.2, a Full Member that fails to pay its annual subscription by 31 January of any year will be automatically become an Associate Member and an Associate Member that fails to pay that subscription by the end of that calendar year will be automatically become an Inactive Member

3.8.2 In the event of circumstances outside a Member's reasonable control (for example, a natural disaster), the Board will have the power to defer or excuse a Member's obligation to pay its annual subscription, in whole or part, for up to two years, on such conditions as the Board deems appropriate. At the end of that period, however, Article 3.5.1 will apply.

3.8.3 In addition to Sections 3.8.1 and 3.8.2, the voting Members may, by Special Resolution, suspend or expel any Member from membership in the Organisation on any of the following grounds:

- (a) a Member has become insolvent, suspended operations, dissolved, or otherwise ceased to exist, or proposes to do any of those things;
- (b) a Member no longer satisfies all of the criteria for membership set out in Statute 3.2.
- (c) a Member ceases to be autonomous in respect of its operations and/or its composition;
- (d) a Member commits a serious or persistent breach of its obligations as a Member, or brings the Organisation or the sport of American football into disrepute, or otherwise neglects or compromises the interests of the Organisation;
- (e) upon the recommendation of the Board, for example, where a Member fails to comply with the reasonable directions of the Board; provided always that the Member will be given due notice of any such proposal (and the grounds for such proposal) and an opportunity to be heard by the Full Members before any final decision is made. Any such decision will be subject to appeal by the Member to CAS in accordance with Article 15.1(a); or
- (f) there is other just cause to expel the Member.

3.8.4 Upon a Special Resolution to suspend or expel any Member, the Board will give the Member due notice and an opportunity to be heard (by written submission unless otherwise determined by the Board) before make any such decision. The suspended Member may appeal to CAS in accordance with Article 15.1(a) against any refusal by the Board to stay its decision to suspend the Member pending consideration of the matter by the Full Members.

3.8.5 A Member that has been suspended may not exercise any of the rights or benefits of membership of the Organisation during the period of such suspension. In particular, a suspended Member may not attend, speak, or vote at any meeting of the Organisation (save as expressly set out in these Statutes), participate in any capacity in the governance of the Organisation or in the activities or events of any Regional Federation, or participate (or have any representative team participate) in any International Events. Other Members may not maintain sporting contact (i.e. games, training sessions and similar) with a suspended Member.

3.8.6 A Member that has been expelled ceases to be a Member and, if it wishes to regain membership, must make a new application in accordance with Article 3.3.1 and on such terms as to the payment of any outstanding sums owed to the Organisation and as to security for future subscriptions (and any other conditions) as determined by the Full Members and/or the Board in their absolute discretion.

3.8.7 In cases where action is warranted but suspension or expulsion would be inappropriate, the Full Members (or the Board, subject to ratification by the Full Members) may, by Special Resolution, caution or censure a Member, withhold grants or subsidies from a Member, exclude a Member's national representative team(s) from International Event(s), remove or deny accreditation to representatives of a Member, or take such other action as they deem appropriate, provided that the Member will be given due notice and an opportunity to be heard before any final decision is made. Any such decision will be subject to appeal by the Member to CAS in accordance with Article 15.1(a). A decision by the Board will not be 'final' for these purposes, and therefore no appeal will lie

to CAS from such decision, but if necessary the Member affected may appeal to CAS in accordance with Article 15.1(a) against any refusal by the Board to stay its decision pending consideration of the matter by the Full Members.

3.9 Membership Fees

3.9.1 Each Member shall pay a fee on becoming a Member and an annual membership fee thereafter, in amounts to be determined by the Board and presented at the Congress.

3.9.2 The Board will notify Members of the amount of the annual fee for the following year by no later than 30 September of each year. Annual fees are due on 1 January of each year and must be paid by 31 January of that year. The Board will be entitled to adopt a policy for rewarding early payment by granting a discount on the fees.

3.10 Rights and obligations of Members

3.10.1 Subject always to the powers to suspend membership rights set out in these Statutes, a Member will enjoy all of the rights and benefits conferred on Members by the Statutes and the Regulations as set out in section 3.2.12 through to 3.2.17.

3.10.2 Each Member must:

- (a) respect and further the purposes set out in Article 2.1 of these Statutes;
- (b) pay when due all subscriptions and other monies owing to the Organisation or those Members or other designated bodies charged with delivering an event accredited by the Organisation;
- (c) select its office-holders by democratic elections free from any improper external influence;
- (d) manage its affairs autonomously and without interference from bodies outside the Olympic movement;
- (e) comply with these Statutes, the Regulations, and decisions and directives from Congress;
- (f) adopt, implement and enforce within its Country, statutes and/or regulations that are consistent with these Statutes and the Regulations, including (without limitation) anti-doping regulations that are compliant with the World Anti-Doping Code and the Organisation's anti-doping regulations (as amended from time to time);
- (g) comply with, recognise and enforce within its Country (i) all decisions of the Organisation's constituent bodies and/or officials made under these Statutes and the Regulations; (ii) periods of ineligibility and other disciplinary sanctions imposed by the Organisation; and (iii) periods of ineligibility and other disciplinary sanctions imposed by Continental Federations or Members;
- (h) keep the Organisation informed of its current contact details (including its postal address, telephone and fax numbers, and email address) as well as the current full names, residential addresses, telephone and fax numbers and email addresses of its principal office holders;
- (i) provide to the Board, upon request, a copy of its constitution and annual accounts;
- (j) file such reports on its activities and provide such other information as requested by the Board from time to time; and

(k) respond to requests from the Board and/or a designated committee, in a timely manner.

4. GOVERNING LAW

4.1 The Statutes, and any dispute or claim arising out of or in connection with them (including any dispute or claim relating to non-contractual obligations), will be governed by and construed in accordance with the laws of the legal seat of the Organisation (without regard to the conflict of law principles thereof).

5. CONGRESS

5.1 Composition and authority

5.1.1 Congress is the Members of the Organisation and its elected Board in general meeting.

5.1.2 Congress has supreme and ultimate authority in relation to the affairs of the Organisation, including sole and exclusive authority to:

- (a) give authority to amend the Statutes (which may only be effected by Special Resolution);
- (b) admit a Member;
- (c) expel a Member; and
- (d) elect the Board
- (e) elect an Auditor

5.2 Meetings

5.2.1 Ordinary meetings of Congress will be held once every year in conjunction with a world championship unless set at a date, time and location to be determined by the Executive Board. An ordinary Congress shall be held every calendar year. The Executive Board will seek but not be bound, to announce the venue of the forthcoming Congress as a Standing Order on the Congress Agenda thereby giving Members maximum notice.

5.2.2 Special meetings of Congress will be held at a date, time, and location to be determined by the Board (a) at the request of the Board, or (b) within 120 days of receipt by the Managing Director or Secretary of a written request, signed by Members entitled to exercise at least forty percent of the Voting Rights in respect of the matter for which the meeting is requested, setting out the object of the meeting and any resolutions or motions to be proposed.

5.3 Notice

5.3.1 Members must be given notice of the date, time, and location as soon as possible but no later than 120 days prior to the Congress. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Congress need be specified in the notice or waiver of such meeting. However, Congress may be called at shorter notice if Members holding at least ninety percent of the Voting Rights on all the matters to be considered at the meeting have waived notice of the meeting (and, for this purpose, the presence of a Member at the meeting will constitute a waiver on the part of such Member).

5.3.2 The inadvertent failure of the Board to give notice of Congress to a Member, or the fact that a Member has not received notice, does not invalidate the meeting.

5.3.3 The Board may fix, as the record date for determining those Members that are entitled to vote at the Congress, the date that notice is given of the Congress, or such other date as may be specified in the notice, being a date not earlier than the date of the notice.

5.3.4 Members will be entitled to include items on the agenda for the Congress provided that any such request (accompanied by a brief explanation) is received by the Organisation at least 45 days before the date of the relevant meeting.

5.3.5 The Agenda for the Congress will be provided to Members at least 30 days before the date of the meeting and, in the case of an ordinary Congress, will include:

- (a) the Minutes of the previous Congress and notice of a motion to approve those Minutes and consider any matters arising there from;
- (b) a report from the Board including a review of the year, and a proposed budget and plan for the coming year along with a motion for approval;
- (c) details of any applications for membership to be considered;
- (d) details of any motions or proposals to be considered;
- (e) details of any other business to be considered including where appropriate, elections; and Membership changes;
- (f) the proposed date and place of the next Congress.

5.3.6 Any matter that is not included on the agenda sent to Members may only be discussed at the meeting if the Members present at the meeting agree to do so with the items considered under “Any Other Business.”

5.4 Attendance and Participation

5.4.1 Meetings of Congress may be attended and participated in by the following persons:

- (a) The Managing Director and Board may attend and speak at any Congress but will not be entitled to vote (save that the chair of Congress will have a casting vote in the case of equality of voting).
- (b) In respect of any applications for membership to be considered at Congress, the Board may invite up to two delegates of the applicant to attend Congress as observers and make a short statement in support of the application.
- (c) Other observers and speakers, at the discretion of the Board, save that this provision will not be used to allow the attendance of additional representatives of Members, suspended or former Members, or disqualified members of the Board. Such invitation to attend and/or speak may be challenged by any Full Member and, if any such challenge is upheld by Special Resolution, the invitation will be withdrawn.
- (d) As otherwise provided in these Statutes.

5.4.2 A Member will not be deemed to be present at Congress if they are not present in the Congress room in person.

5.4.3 An individual may only represent one Member at Congress (either as a delegate or as an observer), and may not speak or vote on behalf of another Member. The chair of Congress may call for evidence of authority of any individual purporting to cast a vote on behalf of a Member.

5.4.4 A Member may not be represented at Congress by a proxy and no voting may occur by proxy.

5.4.5 Serving Board members will not be permitted to represent a Member at Congress in any capacity.

5.4.6 No business (except an adjournment) will be transacted at Congress unless a quorum is present when it proceeds to business. A meeting of Congress is duly constituted and quorate if, at the commencement of the meeting, there are a minimum of fifty percent plus one of the voting Members present by virtue of their duly appointed delegate(s). If such a quorum is not present within one hour from the time appointed for Congress or if during Congress such a quorum ceases to be present, Congress will be adjourned to a date, time and location to be determined by the Board (and notified to Congress). Where such Congress is adjourned for 45 days or more, notice of the adjourned Congress will be given in the same manner as for the original Congress; otherwise, however, Members will not be entitled to any further notice of an adjournment or of the business to be transacted at an adjourned Congress.

5.4.7 The President will preside as chair at every Congress unless they are unable to attend. In this circumstance the Vice President shall act as chair. In a case where neither is available the Board will nominate an independent who will be notified to the membership in the Congress Agenda. If there is no chair, or if the chair is not present within 15 minutes from the time appointed for Congress, the Members present and entitled to vote will choose one of the members of the Board to chair the meeting or, if no such members are present or if all such present members decline to chair the meeting, will choose one of their number to take the chair.

5.4.8 The chair of Congress may, with the consent of Congress at which a quorum is present (and will if so directed by Members holding in excess of 50 per cent of the Voting Rights), adjourn Congress from time to time and from place to place (notifying Congress of the date, time and location of the adjourned meeting), but no business will be transacted at an adjourned Congress other than business that might properly have been transacted at Congress had an adjournment not taken place. Where such Congress is adjourned for 45 days or more, notice of the adjourned Congress will be given in the same manner as for the original Congress; otherwise, however, Members will not be entitled to any further notice of an adjournment or of the business to be transacted at an adjourned Congress.

5.5 Decision-making

5.5.1 Unless otherwise specified in the Statutes, the exercise by the Members of a power given to them under the Statutes will be by:

(a) a resolution passed at Congress; or

(b) a resolution consented to in writing by the Members.

5.5.2 Subject to any requirement for a higher majority specified in these Statutes, a resolution of the Members is passed at Congress if it is approved by Members holding a majority in excess of 50 per cent of the Voting Rights exercised in relation thereto. Voting may only take place by delegate representation.

5.5.3 At any Congress the chair is responsible for deciding whether any resolution proposed has been carried or not, in such manner as the chair considers appropriate. The result of such decision shall be announced to the Congress and recorded in the minutes of the Congress.

5.5.4 Any action that may be taken by the Members at Congress may also be taken by a resolution consented to in writing by Members holding in excess of 50 per cent of the Voting Rights in relation thereto (subject to any requirement specified in the Statutes for a resolution to be passed by a particular majority) provided that a copy of the proposed resolution is sent to all of the persons entitled to consent to it. If any written resolution of the Members is adopted, a copy of such resolution will be sent to all Members forthwith upon it taking effect.

5.5.5 Where a written resolution has been circulated to a Member pursuant to Article 5.5.4 and has not been received back by the Organisation within 30 days of being sent, that Member will be deemed to have approved and signed the resolution.

6. THE BOARD

6.1 Composition

6.1.1 The Board will be comprised of:

(a) the President;

(b) a Vice President;

(c) a General Secretary

(d) a Director of SportDevelopment;

(e) Director of Competitions;

(f) a Director of Finance;

(each elected in accordance with Statutes 6.1.2 to 6.1.11);

(g) a Director of Athlete Representation (each elected in accordance with the IOC Regulations);

(h) a maximum of five non-Executive Directors representing each of the designated continental areas

(each elected in accordance with Statutes 4.2 and 6.1.6.)

6.1.2 Nominations for elected Board members must be received by the Organisation at least 60 days before the date of the Congress at which the election is to be held. A nomination will not be valid unless:

(a) it is proposed by a Full or Associate Member and seconded by another Full Member in accordance with any nomination form prescribed;

(b) where a person is proposed by a nation which is not their nationality (as denoted by their passport) there is consent provided by the National Association of that nation or in the absence of a member National Association, by the majority vote of the Board;

(c) before the election takes place, the Organisation has received a CV and statement signed by the nominee confirming their willingness to stand and confirming that they no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in

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full the nature and extent of such interest, which statement will be included in the papers distributed for Congress); and

(d) recognising that the nominated individual does not have to be a member of the national association but must be in good standing in the nations specified as giving consent in sections 6.1.2.a and 6.1.2.b.

6.1.3 Details of all nominations received will be included in the papers distributed for the meeting of Congress at which the election is to be held, including a list of all valid nominations, any statements of pecuniary interest, and a CV for each nominee.

6.1.4 Prior to the election, each nominee will be given the opportunity to be heard by Congress (for a maximum of 5 minutes) and Congress will have the opportunity to ask questions of the nominee (for a maximum of 15 minutes).

6.1.5 Elections, held as part of the Congress, will be conducted on a four-year cycle with elections for the executive positions of President, Vice President, Director of Development, Director of Finance and Director of Athlete Representation interspersed by elections for the non-executive Continental Directors. Elections will take place by secret ballot in the following order (where applicable):

- (a) Election for President
- (b) Election for Vice-President.
- (c) Election for General Secretary
- (d) Election for Director of Sport Development.
- (e) Election for the Director of Competitions
- (f) Election for Director of Finance

6.1.6 Elections for Directors representing a designated continental area require the candidates to be proposed, pursuant to 6.1.2(a), by a Member from within the continent which the candidate is seeking to represent. Whereas for the executive roles voting draws from all eligible Members, for continental roles only constituent nations from that continent which are eligible to vote, may do so for the candidate seeking to represent them.

6.1.7 Elections for the Director of Athlete Representation will be managed through the Athlete Representation Committee. Each of the following disciplines of football (adult tackle female; adult tackle male; flag female; flag male) are entitled to elect an Athlete Representative to the Athlete Representation Committee (as per the committee protocols). From within this group a Director will be elected by the other members of the committee.

6.1.8 In all elections (including where there is only one nominee for any given role), the elected nominee must receive more than one half of the votes duly recorded. If there are more than two nominees and no one nominee receives more than one half of the votes duly recorded, then a further ballot or ballots will be held. On each ballot after the first one, the nominee who has received the least number of votes on the previous ballot will be automatically removed from further ballots for that role. This process will continue until one nominee secures more than one half of the votes duly recorded in the ballot, and that nominee will be elected. If in any ballot two or more nominees have an equal number of votes and one of them has to be removed from further ballots, the nominee with the least number of votes in the previous ballot (in which they did not have an equal number of votes) will

be removed. Pursuant to Article 5.2.9(c), the chair of Congress will have a casting vote in the case of equality of voting. The Organisation seeks to encourage a mixed-gender Board.

6.1.9 Subject to Statute 6.1.8 and the Regulations:

(a) the term of office of each member of the Board will be four years, and members of the Board will hold office from the time of their election until the close of the Congress at which their position falls vacant for election;

(b) each Board member elected pursuant to Statutes will retire from office at the second ordinary Congress after the Congress at which she (or, if elected pursuant to Article 6.1.11, the Board member originally appointed for the relevant term) was previously elected (i.e. a maximum of two terms of office);

(c) subject to Statutes 6.1.10 and 6.1.11, a Board member who retires by rotation may offer themselves for re-election.

(d) An applicant may stand for no more than one Board role per election.

6.1.10 A Board member will be deemed to have vacated office if:

(a) they resign from office by written notice to the Organisation;

(b) they are ineligible or ceases to be a Board member by virtue of becoming prohibited by law (either in their home country or the country where the Organisation's legal seat is based) from holding a Director's role;

(c) they become bankrupt or makes any arrangement or composition with her creditors generally;

(d) an order is made by a court having jurisdiction (whether in the legal seat or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to their property or affairs;

(e) they are absent from Board meetings for more than two consecutive meetings, without the consent of the Board, and the Board determines that their office should be vacated; or

(f) they have been convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence) and the Board determines that their office should be vacated.

6.1.11 In the event of a vacancy on the Board in respect of a Board Member appointed pursuant to Statutes 6.1.2 to 6.1.11, the Board will elect a replacement to hold office for the remainder of the term.

6.1.12 No Board Member may serve more than two consecutive terms or three terms cumulatively across any position.

6.1.13 The existing 'elected' Board Members as at the date these Statutes come into effect may (in respect of their current term of office only) serve no more than one further term starting from their election.

6.2 Powers of the Board

6.2.1 Subject to the provisions of the governing law of the legal seat, these Statutes, and any directions given by Special Resolution of the Full Members, the business of the Organisation will be

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managed by the Board which has two components. The positions of President, Vice President, Director of Finance, Director of Development, and Director of Athlete Representation shall form the Presidium which will be the Organisation's executive body empowered to deliver against matters referenced in these Statutes and which are not exclusively reserved for Congress. Together with the remaining Board members they form the Executive Board which is responsible for strategic and financial planning and reporting alongside oversight of the Presidium, the Standing Committees and the judicial bodies. The Board have the power to appoint people to all non-elected positions on the above. To these purposes it may exercise all of the powers of the Organisation. Such business includes:

- (a) reviewing the progress of the Organisation;
- (b) reviewing the policies of the Organisation;
- (c) preparing a strategic plan for the future of the Organisation;
- (d) approving, issuing, amending and rescinding Regulations;
- (e) appointing committees and panels pursuant to Section 7;
- (f) marketing and promoting American football and duly-sanctioned events worldwide;
- (g) including notice of any motions, proposals or other matters on the agenda for Congress;
- (h) approving the Organisation's annual budget, annual statement of accounts and balance sheet;
- (i) determining the subscriptions payable by Members;
- (j) appointing the auditors and determining their remuneration; and
- (k) changing the Organisation's registered agent or the location of the Organisation's registered office.

6.2.2 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Organisation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as shall from time to time be determined by the Board members.

6.2.3 Any written contract, deed, instrument, power of attorney, or other document may be made or executed on behalf of the Organisation by any person (including any Board Member) acting with the authority of the Board.

6.2.4 The Board may resolve, by power of attorney or otherwise, to appoint any person(s) (including a Director) to be the agent of the Organisation, for such purposes and on such conditions as they determine.

6.2.5 All relevant decisions of the Board will be reported to Members following each Board meeting (in a format to be determined by the Board from time to time) and in the report provided to Congress pursuant to Article 5.2.7.

6.3 Meetings

6.3.1 Subject to the provisions of these Statutes, the Board will regulate its proceedings as it sees fit.

6.3.2 The Board will meet at least quarterly and provide notice to the membership.

6.3.3 The President will chair all meetings of the Board. In the absence of the President, the Directors present at the meeting may appoint one of their members to be the chair of the meeting and may at any time remove them from that role.

6.3.4 The Managing Director (should one be appointed) will be entitled to attend and speak at all meetings of the Board.

6.3.5 Where the Board considers it appropriate, Board meetings may be held by telephone or video conference or by any other like facility, provided that each Director is given notice of the meeting and, if they wish to participate, is able to participate effectively in the meeting and can properly follow the proceedings and contribute thereto; provided always that at least one Board meeting each year must take place with the personal attendance of Directors.

6.3.6 A meeting of the Board is duly constituted and quorate if, at the commencement of the meeting, there are at least half of the Directors present, of which at least one is the President or Vice-President.

6.3.7 The continuing member(s) of the Board may act notwithstanding any vacancies in their number but, if the number of Board members is less than the number required for a quorum, the continuing member(s) may act only for the purposes of filling the vacancies or calling a Congress.

6.3.8 All acts of the Board, or of a committee of the Board, or by a person acting as a member of the Board will, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.

6.3.9 Subject to the provisions of the local law of the legal seat, a member of the Board, notwithstanding their office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Organisation or in which the Organisation is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Organisation or in which the Organisation is otherwise interested; and

(c) will not, by reason of her office, be accountable to the Organisation for any benefit which they derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement will be liable to be avoided on the ground of any such interest or benefit.

6.3.10 A member of the Board will be obliged to disclose all (direct or indirect) material and pecuniary interests that they have in any matter to be discussed.

6.3.11 For the purposes of these Statutes:

(a) a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested, will be deemed to be a disclosure that the member of the Board has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect them to have knowledge will not be treated as an interest that must be disclosed in accordance with Article 6.3.10.

6.3.12 Save as otherwise provided by these Statutes, a member of the Board will not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which they have directly or indirectly a pecuniary interest or duty which is material and which conflicts or may conflict with the interests of the Organisation unless their interest or duty arises only because the case falls within one or more of the following paragraphs:

(a) The resolution relates to the giving to them of a guarantee, security, or indemnity in respect to money lent to, or an obligation incurred by them for the benefit of the Organisation, or any of its subsidiaries.

(b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect to an obligation of the Organisation or any of its subsidiaries for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

For the purposes of this Section, a pecuniary interest of a person who is connected with a member of the Board shall be treated as a pecuniary interest of the member of the Board.

6.3.13 A member of the Board shall not be counted in the quorum present at a meeting of the Board in relation to a resolution on which she is not entitled to vote.

6.3.14 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a member of the Board to vote, the question shall be referred to the chair of the meeting and their ruling shall be final and conclusive.

6.3.15 Each Board member is entitled to one vote on a resolution, save that the chair of the meeting will have one deliberative vote and one casting vote.

6.3.16 Unless otherwise specified in these Statutes, the exercise by the Board members of a power given to them under these Statutes will be by a resolution passed at a meeting of, or consented to in writing by, the Board Members (or any committee of Board Members).

6.3.17 Subject to any contrary provision in these Statutes, a resolution of Board members is passed at a meeting of the Board members if it is approved by a majority of the Board members who are present at such meeting and, being entitled to do so, vote thereon.

6.3.18 Any action that may be taken by the Board members (or a committee of Board members) at a meeting may also be taken by a resolution of the Board members (or a committee of Board members) consented to in writing by a majority of the Board members (or committee of Board members) provided that a copy of the proposed resolution is sent to all of the persons entitled to consent to it. If any written resolution of the Board members (or committee of Board members) is adopted, a copy of such resolution will be sent to all such Board members forthwith upon it taking effect.

6.3.19 Where a written resolution has been circulated to a Board member pursuant to Article 6.3.18 and has not been received back by the Organisation within 30 days of being sent, that Board member will be deemed to have approved and signed the resolution.

6.4 Remuneration

6.4.1 No Board Member will be paid by salary or fees or receive any remuneration or other benefit in money or monetary worth from the Organisation for discharging their duties as such.

6.4.2 Board Members will be reimbursed reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at Organisation events or meetings of Board Members or meetings of Congress or other meetings or otherwise in connection with the discharge of their duties.

6.4.3 Board Members may be paid a daily expense allowance when engaged on official business of the Organisation. This figure is to be set annually and published as part of the budget.

7. COMMITTEES, STAFF AND PANELS

7.1 The Executive Board may establish and appoint persons to a Secretariat to manage the Organisation on a day-to-day basis in accordance with Statute 2.2.f and 2.2.i.

7.2 The Secretariat composition may vary dependent upon the needs of the Organisation but may include but not be limited to a Managing Director, Chief Financial Officer, Development Manager, Communications Manager, and Event Manager.

7.3 The Organisation shall have a number of standing committees, and commissions, that shall convene regularly either in conjunction with Congress, International Events, or independently (via electronic means if required). Unless otherwise specified in a committee role description, committees shall consist of a Chair and no more than five additional members. No nomination for a Chair position is valid unless:

(a) it is proposed by a Board Member or a Full or Associate Member in accordance with any nomination form prescribed;

(b) where a person is proposed by a nation which is not their nationality (as denoted by their passport) there is consent provided by the National Association of that nation or in the absence of a member National Association, by the majority vote of the Board;

(c) before the appointment takes place, the Organisation has received a CV and statement signed by the nominee confirming their willingness to stand and confirming that they no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest, which statement will be included in the papers distributed for Congress); and

(d) recognising that the nominated individual does not have to be a member of the national association but must be in good standing in the nations specified as giving consent in sections 6.1.2.a and 6.1.2.b.

7.4 Committee Chairs must be approved by the Board. Committee Chairs and members may serve up to two consecutive four year terms but they ultimately serve at the direction of the Board.

7.5 A Committee Chair is responsible for ensuring that the work of the committee meets the Organisation's priorities and for communicating committee activity to the Board by submitting quarterly reports including the Minutes of all meetings. Where budgets are allocated, the Chair is responsible for the management of the budget.

7.6 Additional Committee Members may be nominated for consideration by the Board. No nomination for the positions is valid unless:

(a) it is proposed by a Board Member or a Full or Associate Member in accordance with any nomination form prescribed;

(b) where a person is proposed by a nation which is not their nationality (as denoted by their passport) there is consent provided by the National Association of that nation or in the absence of a member National Association, by the majority vote of the Board.

(c) before the appointment takes place, the Organisation has received a CV and statement signed by the nominee confirming their willingness to stand and confirming that they no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest, which statement will be included in the papers distributed for Congress); and

(d) recognising that the nominated individual does not have to be a member of the national association but must be in good standing in the nations specified as giving consent in sections 6.1.2.a and 6.1.2.b.

7.7 The Standing Committees and Commissions are:

- (a) Statutes and Regulations Committee
- (b) Competition Committee
- (c) Officiating Committee
- (d) Medical and Anti-doping Committee
- (e) Game Development Committee
- (f) Marketing and Commercial Committee
- (g) Rules Committee
- (h) Athletes Commission
- (i) Welfare Committee
- (j) Disciplinary and Ethics Committee
- (k) Membership Committee
- (l) Events Committee
- (m) Appeals Committee

7.8 No Member can nominate more than two representatives in each Committee or Commission, not including the Chair.

7.9 There shall be two judicial bodies of the Organisation. These shall be the Disciplinary and Ethics Committee and the Appeals Committee.

7.10 Each of the two committees will have a Chair who is appointed by the Board. They shall hold a legal qualification and/or have a suitable background and other relevant qualifications and training.

7.11 The Disciplinary and Ethics Committee will have such powers as to sanction those acting in an official capacity for the Organisation, Members, and the constituents of Members (i.e. clubs and individuals). In respect of the Disciplinary and Ethics Committee and the Appeals Committee, unless a case is brought by a body of the Organisation (the Board, a Continental Committee or similar) there is a 500 euro fee to be paid in advance by the Plaintiff. The fee can be reclaimed should a case prove successful after both stages.

7.12 The two Committees will be supported by an Investigations Panel which will have full power and, subject to legal requirements under the law of the legal seat, sole authority to investigate matters relating to a case. They shall report to the Disciplinary and Ethics Committee and where required, the Appeals Committee.

7.13 The remit of the Disciplinary and Ethics Committee, the Appeals Committee, and the Investigations Panel are defined in the Disciplinary and Dispute Resolution Regulations.

7.14 These bodies are global in their remit.

7.15 The Executive Board may appoint special committees, for a limited period of time.

7.16. Remuneration

7.16.1 No Committee Member will be paid by salary or fees or receive any remuneration or other benefit in money or monetary worth from the Organisation or the Continental Area for discharging their duties as such.

7.16.2 Committee Members will be reimbursed reasonable traveling, hotel and other expenses properly incurred by them in connection with their attendance at events or meetings of Committee Members or other meetings or otherwise in connection with the discharge of their duties.

7.16.3 Committee Members may be paid a daily expense allowance when engaged on official business of the committee. This figure is to be set annually and published as part of the budget.

7.17 Continental Committees

7.18 Reporting to the Continental Directors, each continent has a Continental Management Committee and sub-committees.

7.19 The appointment of Continental Committee Chairs is made by the Board.

(a) it is proposed by a Full or Associate Member of that continent in accordance with any nomination form prescribed;

(b) where a person is proposed by a nation which is not their nationality (as denoted by their passport) there is consent provided by the National Association of that nation or in the absence of a member National Association, by the majority vote of the Board.

(c) before the appointment takes place, the Organisation has received a CV and statement signed by the nominee confirming their willingness to stand and confirming that they no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest, which statement will be included in the papers distributed for Congress); and

(d) recognising that the nominated individual does not have to be a member of the national association but must be in good standing in the nations specified as giving consent in sections 6.1.2.a and 6.1.2.b.

7.20 Additional Committee Members may be nominated for consideration by the Board. No nomination for the positions is valid unless

(a) it is proposed by a Full or Associate Member of that continent in accordance with any nomination form prescribed;

(b) where a person is proposed by a nation which is not their nationality (as denoted by their passport) there is consent provided by the National Association of that nation or in the absence of a member National Association, by the majority vote of the Board.

(c) before the appointment takes place, the Organisation has received a CV and statement signed by the nominee confirming their willingness to stand and confirming that they no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest, which statement will be included in the papers distributed for Congress); and

(d) recognising that the nominated individual does not have to be a member of the national association but must be in good standing in the nations specified as giving consent in sections 6.1.2.a and 6.1.2.b.

7.21 By the same process, appointments may be made for the following sub-committees

(a) Competition Committee

(b) Officiating Committee

(c) Game Development Committee

(d) Marketing and Commercial Committee

(e) Welfare Committee

(f) Events Committee

7.22 The Executive Directors and the Managing Director (should one be appointed) are Ex Officio members of all committees.

7.23 The Terms of Reference for each Standing Committee are published separately in the Regulations.

7.24 Continental Committee Meetings

7.24.1 The Continental Committee may convene a meeting of member nations annually at Congress to discuss issues pertinent to their respective continents. They may also convene a meeting of member nations at any point during the year allowing for 60 days' notice or at the request of 75 percent of Full Members from within that designated area. Again this must allow for 60 days' notice.

7.24.2 Both Full and Associate members are entitled to send a delegate to these meetings. Where a vote on a matter is requested by the managing Committee, only Full members hold voting rights and the voting process will be as outlined in the Regulations.

7.25 Powers of the Committee

7.25.1 Subject to the provisions of the local law of the legal seat, these Statutes, and any directions given by the Organisation's Executive Board and the Managing Director, the business of the

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Continental Area will be managed by the Committee (and through its sub-committees), for which purpose it may exercise all of the powers of the Organisation. Such business includes:

- (a) reviewing the progress of the Continental Area;
- (b) reviewing the policies of the Continental Area;
- (c) preparing a strategic plan for the future of the Continental Area;
- (d) approving, issuing, amending and rescinding Regulations where empowered to do so;
- (e) marketing and promoting American football and duly-sanctioned events across the continent;
- (f) including notice of any motions, proposals or other matters on the agenda for Continental Meetings;
- (g) producing the Continental Area's annual budget, managing its finances, presenting an annual statement of accounts and balance sheet;
- (h) determining the subscriptions payable by Members to the Continental Area (for approval by the Board);
- (i) administering continental events and tournaments for clubs and national representative teams;
- (j) establishing and agreeing with the Executive Board a published process for appointing people or organisations to fulfil duties for and on behalf of the Continental Area; and
- (k) working with bodies established pursuant to Statute 2.2.i.

7.26 The Committee, with the approval of the Executive Board may resolve, by power of attorney or otherwise, to appoint any person(s) (including a Director) to be the agent of the Continental Area, for such purposes and on such conditions as they determine.

7.27 All relevant decisions of the Committee will be reported to the Executive Board and the Members following each Committee meeting (in a format to be determined by the Board and Committee from time to time).

7.28 Committee meetings. Subject to the provisions of these Statutes, Regulations and with agreement of the Executive Board, the Committees will establish and publish Regulations to regulate its proceedings as it sees fit.

7.28.1 The Chair will chair all meetings of the Committee. In the absence of the Chair, the Committee Members present at the meeting may appoint one of their number to be the chair of the meeting and may at any time remove them from that role.

7.28.2 Where the Committee considers it appropriate, Committee meetings may be held by telephone or video conference or by any other like facility, provided that each Committee member is given notice of the meeting and, if they wish to participate, is able to participate effectively in the meeting and can properly follow the proceedings and contribute thereto; provided always that at least one Committee meeting each year must take place with the personal attendance of Committee members.

7.28.3 A meeting of the Continental Managing Committee is duly constituted and quorate if, at the commencement of the meeting, there are four members present. The rules on conflict of Interest elsewhere in these Statutes apply to the quorum.

8. DISTRIBUTIONS

8.1 The income, property and all other assets of the Organisation will be applied solely in furtherance of its objects as set out in Article 2.1, and no portion thereof will be paid or transferred, directly or indirectly (including by way of distribution, dividend, bonus or otherwise howsoever by way of profit), to any Member, provided that nothing herein will prevent the Organisation from distributing grants to Members in accordance with its objects.

9. WINDING UP

9.1 The Organisation may only be dissolved by a Special Resolution of the Full Members.

9.2 Upon the winding-up or dissolution of the Organisation, whether by virtue of a resolution of the Full Members or otherwise, if there remains any property whatsoever after the satisfaction of all of the Organisation's debts and liabilities, that remaining property will not be distributed among the Members but will either:

(a) be given or transferred to some other organisation(s) having objects similar to those of the Organisation, and which prohibits the distribution of its income and property to an extent at least as great as the prohibition on the distribution of the income and property of the Organisation; or

(b) be transferred to a third party professional trustee in the country of the legal seat or in the country in which the Organisation's secretariat is situated, to be held in trust until the International American football Area is re-established.

10. NOTICES

10.1 Any document, notice, information or written statement to be given, sent, supplied, delivered or provided to any person or Member by the Organisation, whether pursuant to these Statutes or otherwise, is to be treated as served where it is made available on a website or it is sent in electronic form or by personal service or by mail addressed to the person or Member at their last address notified to the Organisation.

10.2 Any document, notice, information or written statement sent by electronic communication to an address for the time being notified to the Organisation will be deemed to be given at the expiration of 48 hours after the time it was sent.

10.3 Proof that an envelope containing a document, notice, information or written statement was properly addressed, prepaid, and posted by registered post or first class air mail post will be conclusive evidence that it was given by mail. Such document, notice, information, or written statement will be deemed to be given at the expiration of 14 days after the envelope containing it was posted.

10.4 A Member will be deemed to have received notice of any meeting in the event that an authorised representative of that Member was present at that meeting.

10.5 Notices or documents to be served on the Organisation will be treated as served where they are delivered and signed for at the office of the Organisation's Secretariat or to the registered office of the Organisation.

11. FINANCE, ACCOUNTS AND AUDIT

11.1 The Board will ensure that the Organisation keeps reliable accounting records that correctly explain the Organisation's transactions, enable the financial position of the Organisation to be determined with reasonable accuracy at any time, and allow financial statements to be prepared.

11.2 The financial year of the Organisation will be 1 January to 31 December.

11.3 The reporting currency of the Organisation will be Euros.

11.4 Accounting records will be kept at the office of the Organisation's Secretariat or at such other place or places as determined by the Board.

11.5 The Board will be responsible for preparing an annual statement of accounts and balance sheet relating to the Organisation's activities.

11.6 At least once a year the accounts of the Organisation will be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors. The auditor(s) will examine the financial statements and state in a written report whether or not:

(a) in the opinion of the auditor(s), the financial statements give a true and fair view of the receipts, payments and other transactions undertaken by the Organisation for the period covered by the financial statements, and of the assets and liabilities of the Organisation at the end of the period; and

(b) all the information and explanations required by the auditor(s) have been obtained.

11.7 The Board will ensure that the annual statement of accounts and balance sheet are prepared and audited as soon as practicably possible after the financial year end to which the accounts relate and in any event not later than three months after the financial year end.

11.8 The Board will arrange for a copy of the income and expenditure account, balance sheet and auditor's report to be sent to all Full Members no later than 30 days after the receipt of the auditor's report.

11.9 The auditor(s) will be appointed at Congress and their remuneration determined by the Board.

11.10 The President remains the principle legal financial authority and signatory. All monies spent in the name of the Organisation over and above \$1,000 (USD) require two authorisations. In the absence of the President, the Vice President assumes authority, followed by the Director of Finance. The Board may devolve certain financial duties to members of the Secretariat or Committee Chairs through written agreement and designated protocols as set out in the financial Regulations.

12. INDEMNITY

12.1 Subject always to Article 12.2, without prejudice to any indemnity to which the person(s) concerned may otherwise be entitled, every Board member and other officer of the Organisation (other than anyone engaged by the Organisation as an auditor), every person who was, at the request of the Organisation, serving as a Board member, Committee member and/or officer of an associated Organisation, every member of a committee or panel appointed by the Board, and every other appointee of the Board, will be indemnified out of the assets of the Organisation against:

(a) any liability incurred by them in connection with any negligence, default, breach of duty or breach of trust in relation to the Organisation or an associated Organisation; and

(b) all expenses, including legal fees, and all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings against any such person who is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Board member, Committee member, officer or other person as is set out above.

12.2 The indemnity in Article 12.1 only applies if the person acted honestly and in good faith and in what such person believed to be in the best interests of the Organisation and, in the case of criminal proceedings, such person had no reasonable cause to believe that their conduct was unlawful.

12.3 The decision of the Board as to whether the person acted honestly and in good faith and in what such person believed to be in the best interests of the Organisation and as to whether the person had no reasonable cause to believe that her conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these Statutes, unless a question of law is involved.

12.4 The Board may purchase and maintain insurance, at the expense of the Organisation, in relation to any person who is or was a Director or other officer of the Organisation, any person who is or was, at the request of the Organisation, serving as a Director and/or officer of an associated Organisation, any member of a committee or panel appointed by the Board, and any other appointee of the Board, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Organisation has or would have had the power to indemnify the person against the liability under Article 12.1.

12.5 Subject to any relevant section of these Statutes, no Director, former Director, officer or liquidator of the Organisation will be liable for any liability or default of the Organisation, unless specifically provided in the Act or in any other enactment and except in so far as that person may be liable for that person's own conduct or acts.

13. MINUTES AND RECORDS

13.1 The Board will ensure that minutes are recorded and books kept in relation to:

(a) all appointments made by the Board;

(b) all proceedings at all meetings of the Organisation, including meetings of the Members, the Board and any committee or panel, such minutes to include details of those present, the location, time and date of the meeting;

(c) all decisions made at such meetings; and

(d) meetings held by Continental Areas.

13.2 The following documents will be kept at the office of the Organisation's registered agent:

- (a) copies of the Statutes signed by each of the subscribers;
- (b) a copy of the register of Members;
- (c) a copy of the register of Board members;
- (d) a copy of the register of charges;
- (e) copies of minutes of all meetings of the Members and the Board members;
- (f) copies of all notices and other documents filed by the Organisation with the Registrar in the previous six years;
- (g) if not included in the copies of the register of Members or Board members, a separate record of each party's residential address; and
- (h) copies of all contracts entered into by the Organisation, including those of the Continental Areas.

13.3 The following documents will be kept at the office of the Organisation's Secretariat:

- (a) the original register of Members and register of Board Members;
- (b) minutes of all meetings and resolutions of the Members;
- (c) minutes of all meetings and resolutions of the Board members; and
- (d) all accounting records required to be kept under the Act.

13.4 The Organisation will notify its registered agent within 14 days of any change to its register of Members or register of Directors.

13.5 The records kept by the Organisation under this Statute will be in written form or either wholly or partly as electronic records.

13.6 Except as provided by law or authorised by the Board, no person or entity is entitled to inspect any of the Organisation's accounting or other records or documents merely by virtue of being a Member.

14. DISPUTE RESOLUTION

14.1 The Organisation recognises the CAS, which will have jurisdiction to hear and determine the following, to the exclusion of all other courts, tribunals, and arbitration bodies of any country or organisation whatsoever:

- (a) any final decision of a body made pursuant to these Statutes that provides for an appeal from that decision directly to CAS; and
- (b) any matters as set out in the Regulations.

14.2 The CAS will resolve any matter referred pursuant to Article 14.1 definitively in accordance with its Code of Sports-Related Arbitration. CAS shall primarily apply the various Regulations of the Organisation and, additionally, local law relating to the legal seat.

14.3 Decisions of the CAS may not be challenged in any forum or on any grounds except as set out in Chapter 12 of Switzerland's Federal Code on Private International Law.

15. INSURANCE

15.1 The Board may decide to purchase and maintain insurance, at the expense of the Organisation, for the benefit of any relevant director in respect of any relevant loss.

15.2 In this Article:

(a) a "relevant director" means any director or former Board member or Continental committee member of the Organisation or an associated company; and

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant person in connection with that person's duties or powers in relation to the Organisation, any associated company or any pension fund or employees' share scheme of the company or associated company; and companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

16. CONFLICTS OF INTEREST

16.1 Subject to Sections 4 and 6, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 The prohibition detailed above shall not apply when:

16.2.1 the Board authorises the individual counting towards the quorum and voting on the transaction or arrangement in accordance with any relevant section of these Statutes notwithstanding such interest;

16.2.2 the Director need not declare an interest pursuant to any relevant section of these Statutes; or

16.2.3 the Director's conflict of interests arises from a permitted cause.

16.3 For the purposes of Section 16, the following are "permitted causes":

16.3.1 a guarantee, security, or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Organisation or any of its subsidiaries (if any);

16.3.2 subscription, or an agreement to subscribe, for securities of the Organisation or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

16.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

16.4 For the purposes of these Statutes, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

16.5 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

16.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Organisation is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the persons at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16.8 A person may vote, and count towards the quorum, in regard to any transaction or arrangement in which he or she has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with these Statutes.

16.9 The Organisation may by ordinary resolution suspend or relax, to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Section 7.

17. DEFINITIONS AND INTERPRETATION

Capitalised terms in these Statutes have the following meanings:

“Statutes” mean these Statutes of Association of the Organisation, as amended from time to time.

“Board” means the board of Directors, elected pursuant to Section 6.

“CAS” means the Court of Arbitration for Sport in Lausanne, Switzerland.

“Managing Director” means the chief executive officer of the Organisation, appointed pursuant to Section 7.

“Secretariat” means person or persons contracted by the Executive Board to manage the Organisation on a day-to-day basis.

“Organisation” means the International Federation of American Football.

“Congress” means the meeting of the Members of the Organisation referred to in Section 5

“Consultant” means any person appointed by a Regional Area or Member (as applicable) to provide professional advice and/or services and who is remunerated for such advice and/or services.

“Country” means the whole country, state, territory or part of a territory under the jurisdiction of a National Association / Area, as recognised by the Organisation in its absolute discretion.

“Director” means a director of the Organisation, elected pursuant to Section 6.

“International Event” means a duly-sanctioned match, competition or event contested by national representative teams or by teams under the jurisdiction of different National Associations or by teams representing different Continental Areas.

“Member” means an entity that has been admitted as a member of the Organisation in accordance with Section 3.

“National Association/Federation” means a national governing body of American football within whose auspices the regulation of the sport falls within a defined geopolitical area – usually linked with National Olympic Committee boundaries.

“American football” means the sport of American football and other derivatives of the game as determined by the Board from time to time.

“Local Law” means the laws and regulations which govern company operations in the legal seat. Also used interchangeably with Act.

“Continental Area” means one of the following Continental areas: Africa, Asia, Europe, Oceania and the Americas. These can only be defined by the Executive Board and any changes must be approved by Congress.

“Regulations” means any rules, regulations, codes or policies made by or on behalf of the Organisation, as amended from time to time.

“Special Resolution” means any resolution duly passed at any meeting by 75 per cent or more of those persons attending and entitled to vote or, in the case of a written resolution, duly passed by 75 per cent or more of those persons entitled to receive a copy of the resolution.

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“Voting Rights” means, in relation to a resolution of the Members, all the rights to vote on such resolution conferred on such Members on the basis that each Member is entitled to one vote on any resolution on which such Member is entitled to vote.

“World Championship Discipline” means any form of American football for which there is an IFAF sanctioned World Championship. If there is a distinct World Championship based on gender or on age (juniors and seniors), each constitutes a separate World Championship Discipline.

“Written” or any term of like import includes information generated, sent, received or stored by electronic, digital, magnetic, optical, electromagnetic, biometric or photonic means including electronic data interchange, electronic mail, telegram, telex or telecopy, and ‘in writing’ will be construed accordingly.

In these Statutes, unless the context otherwise requires:

(a) a reference to an ‘Article’ or ‘Section’ is a reference to a specific section in these Statutes; and

(b) words denoting any one gender include all other genders and words denoting the singular will include the plural and vice versa; words importing persons except the word ‘individual’ will include associations, areas, corporations and other organisations whether incorporated or unincorporated. Headings are for ease of reference only and will not affect the interpretation of these Statutes.

Where there is any conflict between the provisions of these Statutes and any Regulations, the provisions of these Statutes will prevail.