

International Federation of American Football

CODE OF ETHICS

## 1. INTRODUCTION, SCOPE AND APPLICATION

1.1 IFAF, its Continental Federations and Members aspire to the highest ethical standards in their governance and administration of the sport of American football, in order to safeguard the integrity, image and reputation of the sport, to maintain public confidence in their work as custodians of the sport, and to help them achieve their fundamental goal of securing the long-term health and vitality of the sport at all levels around the world (the Objectives). IFAF has therefore adopted this Code of Ethics, establishing clear ethical requirements to govern the activities of those individuals who assist IFAF in its role as international governing body of the sport. Each Member is encouraged to adopt its own code of ethics, using this Code of Ethics as a guide, to govern the ethical behaviour of individuals assisting it in its role as a national governing body of the sport of American football, and taking effect in respect of American football over which it has jurisdiction.

1.2 This Code of Ethics will take effect from December 31 2017 and may be amended from time to time by the Board.

1.3 This Code of Ethics applies to and binds the following persons (collectively, the Officials), each of whom is deemed to have agreed to be bound by and to comply with its terms:

- (a) each person serving as a director (including an alternate director) or officer of IFAF or any Associated Company (each, a Director);
- (b) each person serving as a member of a committee or panel of IFAF or any Associated Company, and each person appointed to represent IFAF or any Associated Company on any committee or panel or in any similar role (each, a Committee Member);
- (c) each person employed (whether full-time, part-time, permanent, fixed-term or temporary) or engaged as a consultant or independent contractor for, or otherwise functioning as a member of the staff of, IFAF or any Associated Company (each, a Staff Member); and Note: This category is intended to be construed broadly. It will encompass (without limitation) IFAF referees and game officials, as well as individuals who are contracted from time to time by a host board or committee to work on an International Event.
- (d) each representative of a IFAF or Member who has any dealings or interaction of any kind with IFAF (each, a Representative).

1.4 Directors, Committee Members and Staff Members are required to comply with this Code of Ethics

(a) whenever they are acting in their capacity as such; and

(b) at any other time where their conduct at such times reflects upon IFAF or could otherwise undermine the Objectives. Representatives are required to comply with this Code of Ethics whenever they are dealing or interacting in any way with IFAF.

1.5 If an Official ceases to be bound by this Code of Ethics, such Official will nevertheless remain subject to this Code of Ethics in respect of any matters arising prior to that cessation and will continue to be bound by the obligations of confidentiality in clause 4.

1.6 It is acknowledged that conduct prohibited under this Code of Ethics may also amount to a criminal offence and/or a breach of other applicable laws or regulations. This Code of Ethics is not intended to replace but to supplement such laws and regulations. It is therefore to be interpreted and applied without prejudice to the application of such laws and regulations.

1.7 It is acknowledged that, in addition to this Code of Ethics, Officials may also be subject to separate regulations of Members and/or Continental Federations, and that the same circumstances may engage not only this Code of Ethics but also such other regulations. For the avoidance of doubt, this Code of Ethics is not intended to limit the responsibilities of any Official under such other regulations, and nothing in such other regulations will be capable of limiting an Official's responsibilities under this Code of Ethics.

1.8 Capitalised terms in this Code of Ethics will have the meanings given to them in Appendix One. Unless the context otherwise requires, words denoting any one gender include all other genders, and words denoting the singular include the plural and vice versa; words importing persons (except the word 'individual') will include associations, federations, corporations and other organisations whether incorporated or unincorporated.

1.9 This Code of Ethics and any dispute or claim arising out of or in connection with it (including non-contractual disputes and claims) will be governed by and construed in accordance with English law. Any potential breach of this Code of Ethics will be investigated in accordance with the Disciplinary and Dispute Resolution Regulations, and any alleged breach of this Code of Ethics will be pursued

under such regulations. Subject strictly thereto, any dispute or claim arising out of or in connection with this Code of Ethics will be subject to the exclusive jurisdiction of the French courts.

## 2. GENERAL DUTIES

2.1 In addition to complying with all applicable laws and regulations, an Official must conduct themselves honestly, fairly, and in accordance with the highest ethical standards of integrity, trust and transparency. They must avoid any conduct that is inconsistent with the Objectives or that undermines them in any way. They must avoid acts or omissions that give the appearance of impropriety, or that denigrate IFAF, or that bring (or have the potential to bring) IFAF and/or the sport of American football into disrepute. They must not be involved or associate herself in any way with any company, firm or person whose activities are inconsistent and/or conflict with the Objectives.

2.2 An Official must not do anything that may intimidate, offend, insult, humiliate or discriminate against anyone on the basis of colour, disability, ethnic origin, nationality, race, religion, sex, sexual orientation or otherwise.

2.3 An Official must not abuse their position as an Official in any way, especially for private aims or objectives. They must use the resources of IFAF only for lawful and ethical purposes authorised by the Board or the Managing Director, and not for any unauthorised purpose. An Official may only claim reimbursement from IFAF for expenses properly and reasonably incurred in the course of their IFAF activities.

2.4 An Official must:

- (a) report all knowledge concerning any approach or invitation received by the Official to engage in conduct that would amount to a breach of this Code of Ethics to the Ethics Officer; Managing Director or Secretary without delay; and
- (b) report all knowledge concerning any incident, fact or matter that comes to the attention of the Official that may evidence a potential breach of this Code of Ethics by a third party to the Ethics Officer; Managing Director or Secretary without delay.

### 3. LOYALTY (AVOIDING CONFLICTS OF INTEREST)

3.1 An Official must not use their position or their activities with IFAF to advance their personal interests or those of any relative, friend or acquaintance.

3.2 Without prejudice to clause 3.1, each Director, Committee Member and Staff Member owes a duty of undivided loyalty to IFAF. This means they must make decisions (including as to how to cast a vote on a specific resolution) based solely on their good faith assessment of what is in the best interests of IFAF's collective membership and the sport of American football as a whole in relation to the specific issue at hand. They must not consider or be influenced by any other factors, and they must not seek to advance any conflicting interests, such as (without limitation) the conflicting interests of a Continental Federation, Member or similar body (an 'institutional' conflict of interest) or their own personal conflicting interests (a 'personal' conflict of interest). They must avoid any situation involving or that could lead to any actual or apparent conflict of such interests.

3.3 Specifically in relation to 'institutional' conflicts of interest:

(a) A Director, Committee Member or Staff Member must not promote the interests of any particular stakeholder (such as a Continental Committee, a Member or a group of Continental Committee and/or Members), or of any third party (such as a governmental or political body), where doing so conflicts with their overriding duty to act in the best interests of IFAF's collective membership and the sport of American football as a whole. Note: It is acknowledged that Directors and Committee Members may owe duties to third parties. For example, an individual nominated by a National Association for appointment to the Board may also owe duties to that National Association (for example, because they is a director and/or an employee of that National Association). However, in such circumstances, the nominee Director owes the same fiduciary duties to IFAF and its members as a whole as any other IFAF Director. In particular, while the Director may take into account the interests of the National Association that nominated them where that is consistent with, and advances, the best interests of IFAF's collective membership and the sport as a whole, where those interests conflict they must, whenever acting as an IFAF Director, put the interests of IFAF's collective membership and the sport as a whole first. In other words, their overriding duty is to IFAF's collective membership and the sport of American football as a whole, and not to the National Association that nominated them. Therefore, whenever acting as an IFAF Director, they must never allow their relationship with their nominating National Association

to interfere with their duty to act in the best interests of IFAF's collective members and the sport as a whole. Furthermore, the Director must exercise independent judgment in carrying out their duties as an IFAF Director. Accordingly, while they may consult with their nominator and take its views and interests into account in deciding how to exercise their powers, they cannot agree to vote as directed by their nominator, and may only vote in accordance with its wishes where to do so would be in the best interests of IFAF's collective membership and the sport as a whole.

(b) A Director, Committee Member or Staff Member must not do anything or allow anything to be done that would undermine the duty of undivided loyalty that each Director, Committee Member and Staff Member owes to IFAF. In particular, they must not use undue influence or allow themselves to be unduly influenced so as to compromise that duty of undivided loyalty. Note: For example, a Director or Committee Member must not trade votes in exchange for benefits to their nominator (such as the promise of a future tour by one National Association in exchange for voting in that National Association's favour on another issue).

(c) An Official must disclose to the Board any matter that may reasonably be construed as impacting or potentially impacting upon decision-making at Board level (for example, side-agreements between National Associations, or financial support or loans given by one National Association to another), and must provide such further information in relation thereto as the Managing Director may request, so that there is due transparency and its effects are understood.

### 3.4 Specifically in relation to 'personal' conflicts of interest:

(a) Where a Director, Committee Member or Staff Member has or may have an actual, apparent or potential conflict of interest between their personal interests and their duties owed to IFAF, they must disclose the conflict to the Ethics Officer without delay (including, where possible, prior to their election or appointment to the position of Director, Committee Member or Staff Member), or, if it arises during a meeting, to the chair of the relevant meeting. Thereafter, and subject at all times to the powers of the Ethics Officer; Managing Director or Secretary or chair of the relevant meeting (as applicable) to waive the conflict (see clause 3.4(b)), they must:

- (i) excuse themselves from any discussions relating to the issue on which they are conflicted;
- (ii) abstain from voting (and from seeking to influence the vote) on any matter relating to the issue on which they are conflicted; and
- (iii) refrain from taking any other part in the handling of the conflict or of the issue on which they are conflicted. Note: Circumstances in which such an actual, apparent or potential 'personal' conflict of interest may arise include (but are not limited to):
  - (a) personal involvement with sponsors, suppliers, contractors, venue operators, broadcasters or customers of IFAF or any Associated Company, including ownership of a material interest in such an entity, acting in any material capacity for such an entity, or accepting benefits (for example, payments, commissions, services or loans) from such an entity;
  - (b) ownership of property affected by IFAF action or acquired as a result of confidential information obtained from IFAF;
  - (c) commercial interests that may have an effect on, or be affected by, IFAF action;
  - (d) outside employment by an entity whose fortunes may be affected by the decisions of IFAF; and
  - (e) outside involvement in civic, professional or political organisations that creates the perception of improper and unauthorised divulging of confidential information.

- (b) Where there is an actual, apparent or potential conflict (whether noted by virtue of a formal disclosure or otherwise), the Ethics Officer; Managing Director or Secretary (or the chair of the relevant meeting, as applicable) will:
  - (i) advise all relevant persons of the conflict;
  - (ii) cause the conflict to be recorded in a centrally-held register (and, where applicable, in the minutes of the relevant meeting); and
  - (iii) have the authority to waive, where considered appropriate, some or all of the requirements of clause 3.4(a), provided that any such waiver will also be recorded in the centrally-held register (and, where applicable, in the minutes of the relevant meeting).

Note: No waiver is appropriate where the Director, Committee Member or Staff Member has a personal financial interest in the outcome of the matter being considered.

#### 4. CONFIDENTIALITY

4.1 An Official must not disclose to any third party (whether for personal gain or otherwise) any information disclosed to them in confidence as a result of their IFAF activities, save where

(a) required by law;

(b) IFAF agrees in writing in advance; or

(c) that information is already in the public domain (other than by reason of their breach of this clause). Note: This duty of confidentiality applies (without limitation) to agendas and accompanying papers for meetings, the content of discussions during meetings, and the minutes of meetings.

4.2 Unless otherwise directed by the Board or the Managing Director, Directors are entitled to discuss relevant Board matters with representatives of their own Continental Federations and Members, and to distribute relevant Board minutes and papers to such persons. However, Directors must notify such persons that the information is confidential and must use their best endeavours to ensure that the information is not distributed to any third parties who are not part of their respective Continental Federations or Members.

## 5. BRIBERY

5.1 An Official must not offer or accept any bribe, payment, commission, gift, donation, kickback, facilitation payment, or other inducement or incentive (whether monetary or otherwise) in order to influence decision-making in relation to any matter involving IFAF (including, without limitation, in relation to International Events and commercial activities of IFAF). They must disclose any request that they receives for such inducement or incentive to the Ethics Officer; Managing Director or Secretary without delay.

## 6. GIFTS AND HOSPITALITY

### 6.1 Without limiting the generality of clause 5.1:

(a) an Official must not accept any gift, hospitality or other benefit that is intended to Influence (or may reasonably be construed as being intended to Influence) the Official when they come to make decisions on behalf of IFAF; Note: Particular care must be taken in relation to gifts offered by suppliers, other commercial partners and interested parties to Influence decisions relating to the awarding of commercial contracts with IFAF, particularly for media rights, events and sponsorship.

(b) an Official may never accept any cash gift;

(c) an Official must not offer or accept any gift, hospitality, payment or other benefit (whether of a monetary value or otherwise) in circumstances that could reasonably bring them or the sport of American football into disrepute;

(d) subject always to the foregoing, an Official may offer and accept reasonable, proportionate and bona fide corporate gifts and hospitality, solely as a mark of respect or friendship, provided that

(i) such gifts or hospitality are in line with the prevailing norms in the relevant jurisdiction (for example, gifts of nominal value);

(ii) no dishonest advantage is thereby gained and there is no conflict of interest; and

(iii) any such gifts or hospitality (or other benefits) that are (individually or in aggregate) worth more than £100 (or the equivalent in any other currency) are disclosed to, and recorded and approved by, the Ethics Officer; Managing Director or Secretary (or, if not approved by the above, withdrawn or returned, as applicable).

## 7. GENERAL PROVISIONS

7.1 Unless otherwise specified, conduct will only amount to a breach of this Code of Ethics if committed deliberately, recklessly or negligently.

7.2 An Official's agreement or attempt to commit any conduct that would if completed have amounted to a breach of this Code of Ethics will be treated as if it had been completed and had resulted in a breach of this Code of Ethics, unless the Official renounced the agreement or attempt prior to it being discovered by a third party not involved in the agreement or attempt.

7.3 An Official who authorises, causes, knowingly assists, encourages, aids, abets, covers up or is otherwise complicit in any breach of this Code of Ethics by another Official will be treated as having committed such breach themselves and will be liable accordingly.

## APPENDIX ONE DEFINITIONS

**Articles** means the Articles of Association of IFAF, as amended from time to time.

**Associated Company** means any affiliate or subsidiary company of IFAF.

**Board** means the board of directors of IFAF, elected pursuant to the Articles.

**Code of Ethics** means this code of ethics, as amended from time to time.

**Committee Member** has the meaning given to that term in clause 1.3.

**Director** has the meaning given to that term in clause 1.3.

**Disciplinary and Dispute Resolution Regulations** means the disciplinary and dispute resolution regulations of IFAF, as amended from time to time.

**Ethics Officer** means the person appointed by IFAF to act on its behalf in matters arising under this Code of Ethics.

**IFAF** means the International Federation of American Football.

**International Event** means a duly-sanctioned game, competition or event contested by national representative teams or by teams under the jurisdiction of different National Associations or by teams representing different Continental Federations.

**Member** means an entity that has been admitted as a member of IFAF in accordance with the Articles.

**National Association** means a national governing body of American football.

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

**Objectives** has the meaning given to that term in clause 1.1.

**Official** has the meaning given to that term in clause 1.3.

**Continental Federation** means a Continental federation established in accordance with the Articles.

**Representative** has the meaning given to that term in clause 1.3.

**Staff Member** has the meaning given to that term in clause 1.3.