

# **ECA Statutes**

## **March 2023 Edition**

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## STATUTES OF THE EUROPEAN CLUB ASSOCIATION (ECA)

For the purpose of these Statutes, the following abbreviations and definitions are used:

- a) Board: ECA Board
- b) Board Member: an individual who is elected or appointed as a member of the Board pursuant to Article 22.
- c) CEO: an individual appointed as ECA Chief Executive Officer pursuant to Article 51.
- d) Conflict of Interest: conflicts of interest arise if an ECA Representative is reasonably considered to have, have had or be on the point of having, private or personal interests or relations with another person or entity that may affect their ability to perform their duties in full independence and integrity, and/or to pursue ECA's objectives and interests.
- e) ECA: European Club Association.
- f) ECA Body/Bodies: Committee, Panel or Working Group.
- g) ECA Cycle: is defined under Article 3.3.
- h) ECA Founding Members: the founding members of ECA.
- i) ECA Internal Representative: Board Members and anyone holding a function within ECA and ECA Bodies.
- j) ECA External Representative: individual appointed as ECA representative to a body of another organisation.
- k) ECA Representative: ECA Internal Representative or ECA External Representative.
- l) Executive Committee: ECA Executive Committee
- m) Executive Committee Member: an individual who is appointed as a member of the Executive Committee
- n) FIFA: Fédération Internationale de Football Association.
- o) Independent Member of the Board: an individual who is appointed as an observer to the Board, pursuant to Article 45.
- p) Member: Ordinary Member or Associated Member
- q) Membership Policy: the document approved by the Board relating to membership policies
- r) Organisational Regulations: the document approved by the Board relating to ECA's internal organisational policies
- s) Subdivision Representative: individual who is elected as an observer to the Board, pursuant to Article 43.
- t) UEFA: Union of European Football Associations.
- u) UEFA CCC: UEFA Club Competitions Committee.
- v) UCC SA: UEFA Club Competitions SA or any subsequent name of the same corporate entity
- w) UEFA ExCo: UEFA Executive Committee.

## **I - GENERAL PROVISIONS**

### *Article 1 – Legal form and seat*

<sup>1</sup> ECA is an association of European Football clubs constituted in accordance with Articles 60 et seq. of the Swiss Civil Code.

<sup>2</sup> ECA shall have its seat in Nyon, Switzerland.

### *Article 2 – Objectives*

The objectives of ECA are:

- a) To safeguard and promote the interests of European club football in particular and club football in general;
- b) To be recognised by UEFA and FIFA as the sole body representing the interests of European clubs at European and global level;
- c) To represent the interests of the clubs as employers in Europe and, where relevant, globally, including in the social dialogue process, and to act as a social partner where appropriate;
- d) To contribute to the healthy development of European club competitions organised by UEFA and other international club competitions organised by other governing bodies involving European football clubs, by taking part in the relevant decision making processes and co-managing elements of the competitions, where appropriate;
- e) To provide input and conclude agreements with regard to the international match calendar;
- f) To contribute to the good governance of European and worldwide football, in particular by participating in the appropriate bodies established within UEFA and FIFA;
- g) To foster the exchange of information and expertise between UEFA, FIFA and the clubs;
- h) To cooperate, and foster the exchange of information and expertise, with all football clubs in Europe and around the world;
- i) To provide services, support and opportunities to football clubs, so as to promote their interests and assist them in achieving their objectives;
- j) To operate a club network enabling other football clubs to engage with ECA and its Members and, where feasible, to benefit from services, support and opportunities from ECA;
- k) To support and uphold the integrity and regularity of competitions and matches as well as the sporting values and principles upon which European football is based;
- l) Generally to ensure cooperation between the clubs and UEFA/FIFA in matters related to European and global club football;
- m) For the attainment of these objectives, to maintain contact, cooperation and negotiations with any football related organisations or any relevant public and private institutions, including in particular with the relevant social partners, as well as non-Member football clubs;
- n) For the attainment of these objectives, to create, manage and/or operate any relevant entities/structures that may enhance the capability, reach or effectiveness of ECA, including, but not limited to, joint ventures, subsidiaries, affiliates or charitable foundations;
- o) To be a leading organisation in promoting and achieving the implementation of meaningful, tangible and ambitious equity, inclusion and diversity policies in football, including setting appropriate targets and implementing necessary actions to advance (across Members, ECA

Bodies and ECA Representatives) equality of opportunity, active engagement and inclusive participation across ECA regardless of age, gender, sexual orientation, race, nationality, ethnic origin, colour, religion or belief, disability or any other distinguishing factor, together with the plans regarding how to monitor and report on such targets; and

- p) To do all other things to further the objectives of the association or as may be deemed incidental or conducive to the attainment of any of these objectives.

## II – MEMBERSHIP

### *Article 3 – Membership*

<sup>1</sup> ECA membership is open to football clubs affiliated to a UEFA member association, as per the provisions of these Statutes.

<sup>2</sup> The membership panel of ECA consists of Ordinary Members and Associated Members.

<sup>3</sup> Ordinary and associated membership is, in principle, granted per ECA Cycle. The ECA Cycle lasts for four sporting seasons. For the purpose of these Statutes, it is specified that a sporting season lasts from 1 July to 30 June of the following year.

### *Article 4 – Ordinary Members*

<sup>1</sup> Clubs from the top men’s divisions of the UEFA member associations may be eligible to obtain ordinary membership. The precise number of clubs from each member association is established at the beginning of every ECA Cycle, on the basis of the UEFA men’s association club coefficient ranking (as per Article 4.8 below) and according to the following principle:

<b>Men’s Association ranking position</b>	<b>Number of clubs eligible for ordinary membership per association</b>
1-3	5
4-6	4
7-15	3
16-28	2
29 and below	1

<sup>2</sup> The identity of the clubs eligible for ECA ordinary membership under Article 4.1 is then established according to the UEFA men’s individual club coefficient ranking (as per Article 4.8 below). If two clubs from the same member association have the same coefficient, the club that has qualified for a UEFA competition (in respect of the upcoming season at the moment of establishing ECA ordinary membership) shall take precedence. Should both (or neither) have qualified for a UEFA competition, the one that achieved a higher UEFA men’s individual club coefficient in the most recent season in which the clubs obtained different UEFA men’s individual club coefficients shall take precedence.

<sup>3</sup> As a mark of recognition of their sporting merit, those clubs which have:

- competed in, and/or qualified for, the group stages of any of the men’s UEFA club competitions at least three times in the previous ECA Cycle; and/or
- won at least five men’s UEFA club competition trophies (UEFA Champions League, UEFA Cup, UEFA Europa League, UEFA Europa Conference League or UEFA Cup Winners’ Cup);

shall be entitled to ordinary membership even if they would not qualify as Ordinary Members on the basis of the principles and according to the rules set out in articles 4.1 and 4.2. In such a case, the number of Ordinary Members shall be increased accordingly.

<sup>4</sup> In addition, clubs from the top women's divisions of the UEFA member associations may also be eligible to obtain ordinary membership. Specifically, the clubs ranked in the top 40 of the UEFA women's individual club coefficient ranking (as per Article 4.8 below (the "Women's Football Leading Clubs")) shall, if not already eligible for ordinary membership under paragraphs 1 to 3 above, be eligible for ECA ordinary membership under this paragraph.

<sup>5</sup> As a mark of recognition of their sporting merit, those clubs which have won at least five women's UEFA club competition trophies (including but not limited to the UEFA Women's Champions League) shall be entitled to ordinary membership even if they do not qualify as Ordinary Members on the basis of the principles and according to the rules set out above. In such a case, the number of Ordinary Members shall be increased accordingly.

<sup>6</sup> In any event, Clubs which:

- a) are not participating in the top division of a UEFA member association;
- b) are prevented from participating in a UEFA competition as per a final and binding decision;
- c) (i) are, or would be upon becoming a Member, in breach of either these Statutes or of any agreement entered into by ECA and a football stakeholder (including UEFA or FIFA); or (ii) by virtue of their actions, are, or would be upon becoming a Member, placing ECA in breach of its contractual obligations to any third party, including UEFA and/or FIFA;
- d) are not integrated or did not obtain any points in either the UEFA men's or women's individual club coefficient ranking,

are not eligible for ordinary membership.

<sup>7</sup> Candidate clubs for ordinary membership must fulfil the requirements set out in the Membership Policy. Without prejudice to the provisions detailed in the Membership Policy on the transition of membership from cycle to cycle, membership as an Ordinary Member is acquired via the Board's acceptance of the submission lodged by a candidate club.

<sup>8</sup> The calculation of the UEFA association club coefficient rankings and the UEFA individual club coefficient rankings referred to in Articles 4.1, 4.2 and 4.4 above shall be based on the coefficients of each club and of each association in the four most recent and completed seasons of the UEFA club competitions.

#### *Article 5 – Rights of the Ordinary Members*

The Ordinary Members shall have the following rights:

- a) To participate in the activities of ECA;
- b) To take advantage of the opportunities, services and benefits that ECA may provide or obtain;
- c) To make suggestions to the Board and Executive Committee to improve the implementation of the objectives of ECA;
- d) To attend the meetings of the General Assembly, with the right to speak and to vote;
- e) To propose candidates for all ECA Bodies, the Board, the Subdivision Representatives, where and if applicable as per these Statutes and the Organisational Regulations;
- f) To propose candidates for any appropriate body within FIFA and UEFA where and if applicable as per these Statutes and the Organisational Regulations, or if so decided by the Board;



- g) To elect Board Members and Subdivision Representatives as per Articles 22 and 43 of these Statutes;
- h) To be informed of the state of the accounts of ECA;
- i) To be informed of the decisions adopted by the General Assembly, the Board and the Executive Committee;
- j) To be regularly informed of the activities of ECA.

#### *Article 5bis – Loss of Ordinary Membership*

<sup>1</sup> If, in the course of an ECA Cycle, an Ordinary Member:

- a) stops participating in the top division of a UEFA member association;
- b) is prevented from participating in a UEFA club competition as per a final and binding decision;
- c) is taken out of a UEFA club competition during the course of a season as per a final and binding decision;
- d) is expelled from ECA as per Article 11.2;
- e) is suspended as per Article 10; or
- f) withdraws from ECA as per Article 11.1,

such club will lose its eligibility as Ordinary Member and may be replaced (in the event that the Ordinary Member losing eligibility gained such eligibility via Articles 4.1 and 4.2) by the next-best club from the same member association fulfilling the necessary requirements or (in the event that the Ordinary Member losing eligibility gained such eligibility via Article 4.4) the next-best club from any member association fulfilling the necessary requirements. In both instances the UEFA men's or women's individual club coefficient ranking (respectively) based on the coefficients of each club in the four most recent and completed seasons of the UEFA club competitions calculated as at the moment of the loss of eligibility will be used. However, if the loss of ordinary membership concerns a club that has been admitted to membership under Article 4.3 or Article 4.5, that club will not be replaced.

<sup>2</sup> If a club ceases to be an Ordinary Member according to this article, such club will not regain eligibility as an Ordinary Member before the expiry of the ECA Cycle, even if the reasons for the loss of ordinary membership cease to exist prior to that moment.

<sup>3</sup> A club that ceases to be Ordinary Member may apply to become Associated Member, provided it is eligible for associated membership and fulfils certain requirements set out in these Statutes and in the Membership Policy.

#### *Article 6 – Associated Members*

<sup>1</sup> ECA Founding Members and clubs in the top men's and/or women's division of a UEFA member association that fulfil the requirements set out in the Membership Policy, but which do not qualify as Ordinary Member, may be eligible for membership as an Associated Member.

<sup>2</sup> Without prejudice to the provisions detailed in the Membership Policy on the transition of membership from cycle to cycle, membership as Associated Member is acquired via the Board's acceptance of the submission lodged by a candidate club.

#### *Article 7 – Rights of the Associated Members*

The Associated Members shall have the following rights:

- a) To participate in the activities of ECA;
- b) To take advantage of the opportunities, services and benefits that ECA may provide or obtain;

- c) To make suggestions to the Board and Executive Committee to improve the implementation of the objectives of ECA;
- d) To attend the meetings of the General Assembly as observers, with the exception of the right to vote as set out in item f) below;
- e) To propose candidates for the Subdivision Representatives and the ECA Bodies, where and if applicable as per these Statutes and the Organisational Regulations or if so decided by the Board;
- f) To elect Subdivision Representatives as per Article 43 of these Statutes;
- g) To be informed of the state of the accounts of ECA;
- h) To be informed of the decisions adopted by the General Assembly, the Board and the Executive Committee; and
- i) To be regularly informed of the activities of ECA.

#### *Article 8 – Obligations of the Members*

The Members shall have the following obligations:

- a) Not to be a party to, or a member of, any other association, organisation or grouping involving clubs from more than one UEFA member association, with the exception of football club associations recognised by ECA together with FIFA and/or the respective confederation;
- b) To pay the annual membership fees;
- c) To notify the CEO of their address and their appointed representatives;
- d) To comply with these Statutes, and in particular with the Objectives set out in Article 2 of these Statutes and the Rules of Conduct set out in Article 9 of these Statutes;
- e) To comply with (i) any regulation and/or decision taken by the General Assembly, Board and/or the Executive Committee; (ii) any agreement entered into between ECA and the respective Member (including agreements concluded between ECA and a Member which may also involve other stakeholders); and (iii) (and enable ECA to comply with) any agreement or Memorandum of Understanding entered into between ECA and a relevant football stakeholder, in particular with UEFA and FIFA, as may be in force from time to time;
- f) To actively contribute to the work of ECA in furtherance of its objectives;
- g) To reflect and promote consistently, in particular in all relevant fora, the positions adopted by ECA;
- h) To act in good faith at all times towards ECA and other Members thereof; and
- i) To conduct ECA mediation in good faith if a dispute of a financial nature arises with another Member.

#### *Article 9 – Rules of Conduct*

<sup>1</sup> Members and ECA Representatives shall abide by essential standards of moral and ethical behaviour and respect universal fundamental ethical principles. They shall behave in a dignified manner and act with integrity at all times.

<sup>2</sup> In particular, Members and ECA Representatives shall:

- a) refrain from any conduct that may damage the integrity, reputation or image of ECA or which may bring the ECA into disrepute;
- b) not offend the dignity or integrity of a private person or group of people, including but not limited to discriminatory or denigrating words or actions on account of race, skin colour, ethnicity, national or social origin, gender, religion, political opinion or sexual orientation;
- c) refrain from engaging in any form of cheating including, but not limited to, doping,

manipulation of matches or any other conduct aimed at obtaining an unfair advantage;

- d) not offer, promise, give or accept any undue pecuniary or other advantage for the execution or omission of an act that is related to their official ECA activities; and
- e) reject of all forms of abuse and harassment, be it verbal, physical, psychological, professional or sexual.

<sup>3</sup> Furthermore, ECA Representatives shall, prior to being elected or appointed and throughout the term of their appointment, immediately disclose to the CEO any circumstance which may constitute a Conflict of Interest. They should also avoid any situation of Conflict of Interest.

#### *Article 10 – Measures and Sanctions*

<sup>1</sup> In the case of a violation by a Member of these Statutes or any decision or regulation made pursuant to them or any commitment assumed by ECA on behalf of its Members, the following sanctions may be imposed:

- by the Board:

- a) A warning;
- b) A reprimand;
- c) A suspension, for a specific period of time, of the right to propose candidates for, or have an ECA Representative within, the ECA Bodies or for any relevant body within FIFA and UEFA;
- d) A forfeiture, for a specific period of time, of the right to have its official(s) appointed as Board Member or Subdivision Representative;
- e) A general suspension with immediate effect for a specific duration, but at a maximum until the end of the following General Assembly;

- by the General Assembly upon recommendation of the Board:

- f) A general suspension for a specific duration, for a longer period than that provided for under Article 10.1 e), upon recommendation of the Board;
- g) Expulsion from ECA in accordance with Article 11.

<sup>2</sup> In the case of a violation by an ECA Representative of these Statutes or any decision or regulation made pursuant to them or any commitment assumed by ECA on behalf of its Members, the following measures and sanctions may be taken by the Board:

- a) A warning;
- b) A reprimand;
- c) A suspension for a specific period of time;
- d) The revocation from office of ECA Representatives, except for Board Members and Subdivision Representatives, where the revocation is pronounced by the General Assembly upon recommendation of the Board. Revocation from office of ECA Internal Representatives enters into force forthwith. Revocation from office of ECA External Representatives shall be communicated to the concerned other organisation and the sanctioned ECA External Representative must resign immediately.

<sup>3</sup> Violations of these Statutes or of any decision or regulation made pursuant to them or any commitment assumed by ECA on behalf of its Members, may be subject to sanctions regardless of whether they have been committed deliberately or negligently, whether they constitute acts of commission or omissions, and whether the breach constitutes an act or an attempted act.

<sup>4</sup> In cases where a sanction is to be imposed, the competent body shall take into account all relevant factors in the case, including the offender's assistance and cooperation, the circumstances and the degree of fault. The offender can also accept a sanction proposed by the Board. In such a case, the offender and ECA shall enter into an agreement and no further decision is required from ECA. The

Board may also refer a potential disciplinary case to the Statutory Affairs Panel or to an *ad hoc* commission appointed by the Board in order to conduct an enquiry and issue a recommendation to the Board.

<sup>5</sup> Except for revocation from office or expulsion, the enforcement of any sanction may be completely or partially suspended, implying that the sanction only needs to be served if another violation is committed during the probation period, in addition to the sanction imposed as the result of a subsequent violation.

<sup>6</sup> For the duration of a suspension, the General Assembly or Board, as applicable, shall determine whether the suspended Member shall lose all of its membership rights or only a part of them, including whether ECA Representatives affiliated to a suspended Member shall be removed from office or not.

<sup>7</sup> In any case, a Member subject to any measures or sanctions under this Article remains responsible for all its obligations towards ECA, including in respect to financial obligations.

#### *Article 11 – Termination of membership*

<sup>1</sup> A Member may withdraw its membership from ECA by giving formal notice in writing to the Board. The withdrawal shall only take effect six months after notification having been received by ECA, except if the Board decides at its discretion to give it earlier effect by informing the Member in question accordingly.

<sup>2</sup> A Member may be expelled from ECA with immediate effect if it:

- a) Fails to settle its financial obligations to ECA;
- b) Breaches seriously these Statutes or any regulation or decision made pursuant to them or any commitment assumed by ECA on behalf of its Members;
- c) Fails to attend two consecutive meetings of the General Assembly.

<sup>3</sup> In any case, a Member whose membership is terminated under this Article remains responsible for all its obligations towards ECA, including in respect to financial obligations.

### **III - HONORARY CHAIR**

#### *Article 12 – Honorary chair*

<sup>1</sup> The General Assembly, may, on the proposal of the Board, bestow the status of honorary chair upon a person for especially meritorious services to European club football.

<sup>2</sup> Honorary chairs may attend the meetings of the General Assembly and the meetings of the Board in an advisory capacity without any voting rights.

### **IV – ORGANS**

#### *Article 13 – Organs*

The organs, through which ECA may act, are:

- a) The General Assembly;
- b) The Board; and
- c) The Executive Committee

## **IV.1 - General Assembly**

### *Article 14 – Composition*

<sup>1</sup> The General Assembly is the supreme body of ECA and shall consist of every Member of ECA.

<sup>2</sup> Each Member shall appoint one representative to attend the General Assembly.

<sup>3</sup> The Board Members and the CEO participate in the meetings of the General Assembly without voting rights, except when appointed as representative of a Member at the General Assembly.

<sup>4</sup> The Chair may invite interested third parties to attend meetings.

### *Article 15 – Powers*

The General Assembly has the following powers:

- a) To modify these Statutes;
- b) To hold elections in accordance with the rules set out in Articles 22 and 43;
- c) To approve the annual membership fees and the yearly budget proposed by the Board;
- d) To approve the accounts;
- e) To appoint an independent auditor;
- f) To discharge any Board Member;
- g) To suspend or expel any Member from ECA upon a proposal of the Board;
- h) To dissolve ECA;
- i) To revoke a Board Member, the Board or Subdivision Representative for all cases where highly important reasons are given; and
- j) To bestow the status of honorary chair upon a proposal from the Board.

### *Article 16 – Meetings*

<sup>1</sup> The General Assembly shall be chaired by the ECA Chair.

<sup>2</sup> Ordinary meetings of the General Assembly shall be held, in principle, twice a year at a time decided by the Board.

<sup>3</sup> Extraordinary meetings of the General Assembly may be held if requested by at least 20% of the Ordinary Members or upon request of the Board.

<sup>4</sup> Meetings of the General Assembly may be held in person, by telephone or video conference, or by any other appropriate means allowing direct communication, or a combination thereof.

<sup>5</sup> ECA Members shall be notified at least twenty (20) days in advance of any meeting of the General Assembly. Such notification will inform the Members of all items on the agenda together with the date and place of the meeting. Any Ordinary Member may, within five (5) calendar days of receiving such notification, request additional items to be placed on the agenda. Such a request must be supported by at least 10% of the Ordinary Members. The CEO shall notify Members of the final agenda, including all additional items, at least five (5) calendar days in advance of any meeting of the General Assembly. New items added after such deadline may only be subject to a decision at a General Assembly if all Members are present or represented.

<sup>6</sup> There may also be informal meetings of the Members of the subdivision groups set out in Article 20.2. Each subdivision group may submit proposals to the Board or Executive Committee or provide feedback of its meeting at the ECA General Assembly.

### *Article 17 – Quorum & Decisions*

<sup>1</sup> The General Assembly shall be validly convened if the number of attendees represents at least two

thirds of the Ordinary Members, including at least fourteen (14) clubs which have one of their officials acting as a Board Member.

<sup>2</sup> Decisions of the General Assembly shall be adopted by simple majority of the Ordinary Members present or represented, except for any decision to transfer the seat of ECA, to amend the Statutes of ECA, to dissolve ECA, to expel a Member from ECA, to revoke a Board Member or the Board which must be adopted by 70% of the Ordinary Members present or represented.

<sup>3</sup> The election of (i) the Board Members shall be held in accordance with the rules set out in Article 22 and (ii) the Subdivision Representatives shall be held in accordance with the rules set out in Article 43.

#### *Article 18 – Voting rights and procedures*

<sup>1</sup> Each Ordinary Member shall have one (1) vote which shall be exercised on its behalf by its appointed representative. The identity of the representative of each Member shall be notified by each Ordinary Member prior to the commencement of the General Assembly.

<sup>2</sup> Votes by proxy shall be permitted. Subject to the approval of the Board, votes by correspondence may be permitted.

<sup>3</sup> Votes shall be open (show of hands), unless at least one third of the Ordinary Members present request a secret ballot. Subject to the approval of the Board, voting may be conducted with an electronic device.

<sup>4</sup> Elections shall be held by secret ballot (via ballot papers, electronic votes or as otherwise directed by the Board).

<sup>5</sup> Abstentions and null and void votes shall not count.

<sup>6</sup> The Board may appoint scrutineers to count the votes and supervise the voting procedures.

#### *Article 19 – Minutes*

<sup>1</sup> Minutes of the General Assembly shall be sent to all Members within 30 days of the meeting.

<sup>2</sup> Minutes shall be signed by the Chair and the CEO.

### **IV.2 – Board**

#### *Article 20 – Composition*

<sup>1</sup> The Board is the supervisory body of ECA and shall be composed of twenty-six (26) Board Members, as follows:

- a) Seventeen (17) Board Members elected pursuant to Article 22.3 by the Ordinary Members that acquired membership under Articles 4.1 to 4.3;
- b) Two (2) Board Members elected pursuant to Article 22.4 by the Ordinary Members that are Women's Football Leading Clubs;
- c) Two (2) representatives elected by the Board to the UEFA ExCo, pursuant to Article 22.2;
- d) Five (5) representatives appointed by the Board to the Board of Administration of the UCC SA, pursuant to Article 22.2.

<sup>2</sup> The final composition of the Board shall be defined as follows:



	<b>UEFA Association Club Coefficient Ranking Position</b>	<b>ECA "Subdivision"</b>	<b>Number of Board Members</b>
<b>Ordinary Members</b>	Men's 1-6	1	12
	Men's 7-15	2	6
	Men's 16-28	3	4
	Men's 29 and below	4	2
	Women's 1-4	n/a	1
	Women's Any Position	n/a	1

<sup>3</sup> The calculation of the UEFA association club coefficient ranking referred to in Article 20.2 above, shall be based on the coefficients of each association in the four most recent and completed seasons of the UEFA club competitions.

<sup>4</sup> In addition to any other eligibility requirements provided for under these Statutes:

- a) All Board Members must be from different Ordinary Members;
- b) The seventeen (17) members elected by the General Assembly pursuant to Article 20.1 let. a must belong to Ordinary Members affiliated to different UEFA member associations, unless the number of required elections for the relevant Subdivision exceeds the number of UEFA member associations within that Subdivision, in which case that Subdivision shall elect at least one Board Member belonging to an Ordinary Member affiliated to each of the UEFA member associations in the Subdivision, with any additional available elected position(s) being then available for Ordinary Members affiliated to any of the UEFA member association within that Subdivision;
- c) The two (2) members elected by the General Assembly pursuant to Article 20.1 let. b must belong to Ordinary Members from different UEFA member associations;
- d) A minimum of four (4) but a maximum of five (5) out of seven (7) representatives appointed and elected to the UEFA ExCo and the Board of Administration of the UCC SA pursuant to Articles 20.1 let. c. and let d. must represent clubs belonging to Subdivision 1;
- e) A minimum of one of the two members elected by the General Assembly pursuant to Article 20.1 let. b must be female.

<sup>5</sup> Candidates for the elections referred to in Article 20.1 let. a. and let b. shall be proposed by Ordinary Members to the CEO in writing by the date set by the CEO in the call for candidates, which in principle, will not be later than 14 days before the date set for the elections.

#### *Article 21 – Eligibility Requirements*

<sup>1</sup> All Board Members must hold active office with an Ordinary Member for the entire period of their term of office.

<sup>2</sup> A Board Member cannot be in a situation or hold a position with any third party which is of such nature that constitutes a Conflict of Interest. Any circumstances which might be of such nature must be disclosed to the CEO.

<sup>3</sup> Active office is a position whereby a Board Member is actively involved in the day-to-day senior management of an Ordinary Member and/or holds an executive position in that club, in particular positions such as a president, chair or member of the board.

<sup>4</sup> No person may serve as Board Member of ECA for more than three (3) terms of office, whether consecutive or not.

<sup>5</sup> No Board Member may serve as Chair for more than three (3) terms of office, whether consecutive

or not. If a Board Member is elected Chair for a full or partial term of office, the term of office as Chair does not count as a term of office for the purpose of the preceding paragraph 4.

<sup>6</sup> For the purpose of this Article, any partial term of office shall count as one full term.

<sup>7</sup> Any term of office served until the 1<sup>st</sup> ECA General Assembly in the ECA Cycle starting on 1 July 2019 shall not be taken into account for the purposes of paragraphs 4 and 5 above.

#### *Article 22 – Elections and appointments*

<sup>1</sup> The election procedure of the Board is governed by these Statutes and the Procedure for Election of the Board.

<sup>2</sup> At the last Board meeting prior to the first General Assembly in a new ECA Cycle, the Board shall (i) elect, from among the Board Members, two (2) representatives to the UEFA ExCo as per Article 20.1 let. c.; and (iii) appoint five (5) representatives to the Board of Administration of the UCC SA as per Article 20.1 let. d. These representatives are elected and appointed for the duration of the ECA Cycle.

<sup>3</sup> The seventeen (17) Board Members referred to in Article 20.1 let. a. are elected at a General Assembly and in accordance with the following rules:

- a) The Ordinary Members referred to in Article 20.1 let. a shall be divided into four (4) groups corresponding to the Subdivisions as set out above in Article 20.2;
- b) Each group shall elect, from amongst itself, the applicable number of Board Members that are necessary to complete the allocation of Board Members attributed to each Subdivision as per article 20.2;
- c) The elections within each group shall be by simple majority of the group members present;
- d) The results of the elections shall be communicated by the CEO to the General Assembly at the end of the voting procedure.

<sup>4</sup> The two (2) Board Members referred to in Article 20.1 let. b are elected at a General Assembly and in accordance with the following rules:

- a) The Ordinary Members referred to in Article 20.1 let. b shall vote, as one (1) group; and
- b) The group shall elect, from amongst itself, two (2) Board Members: one (1) from a club belonging to a UEFA member association ranked in the top four UEFA women's member associations; and one (1) from a club belonging to any UEFA member association.

<sup>5</sup> At the Board meeting that takes place immediately following the General Assembly elections, the Board shall:

- a) elect from among its members a Chair, who shall act as ECA Chair and who represents one of the clubs belonging to Subdivision 1;
- b) elect from among its members a first, a second, a third, and a fourth Vice-Chair representing the Subdivisions and a fifth Vice-Chair representing the Ordinary Members that are Women's Football Leading Clubs.

<sup>6</sup> The Board Members of each of the four (4) Subdivisions shall appoint one female representative to act as the "Diversity Champion" on the Board in respect of the relevant Subdivision. If a Subdivision already has one or more female Board Members via appointments and/or elections (including the Subdivision Representative) then one of these individuals will be appointed by the respective Subdivision Board Members as the Diversity Champion for that Subdivision. If there are no female Board Members or Subdivision Representatives in respect of any particular Subdivision, the Board Members from that Subdivision shall appoint a female representative from a Member within the relevant Subdivision to sit on the Board as an observer at all meetings of the Board and act as the Diversity Champion for that Subdivision.



### *Article 23 – Obligations of Board Members*

Board Members shall:

- a) be present at the meetings of the Board with a minimum presence of 50% of the meetings per sporting season of the ECA Cycle;
- b) actively contribute to the meetings and work of the Board in furtherance of its objectives;
- c) reflect and promote consistently, in particular in all relevant fora, the positions adopted by ECA and the Board;
- d) act in good faith towards ECA, its Members and the Board;
- e) comply with the general obligations provided under Article 48 of these Statutes.

### *Article 24 – Powers*

The Board has the following powers:

- a) To direct the activities of ECA and its economic and administrative management, for which purpose it may perform all such acts and sign all such contracts as it may deem advisable;
- b) To develop and update on annual basis a 4-year strategic plan for the activities of ECA;
- c) To review and approve the annual business plans for the organisation;
- d) To implement the decisions adopted by the General Assembly;
- e) To submit proposals to the General Assembly to bestow the status of honorary chair on a person;
- f) To submit proposals to the General Assembly for the suspension or expulsion of any Member or for the revocation from office of Board Members and Subdivision Representatives;
- g) To impose measures and sanctions pursuant to Articles 10 and 11;
- h) To decide on any membership issue, except for the powers attributed to the General Assembly under Article 15 let. g;
- i) To exercise overall control over the financial management of ECA;
- j) To prepare the yearly budget and submit it to the General Assembly for approval;
- k) To prepare the accounts and financial statements and submit them to the General Assembly for approval;
- l) To adopt such regulations and take such decisions as necessary to implement these Statutes;
- m) To adopt and amend the Organisational Regulations or any other internal rules or guidelines;
- n) To appoint and confirm the members of the Executive Committee in accordance with Section IV.3 below;
- o) To appoint and elect the representatives of ECA in the UEFA ExCo and the Board of Administration of the UCC SA in accordance with the applicable rules;
- p) To appoint the representatives of ECA in the UEFA CCC, each Subdivision having at least two (2) representatives together with representation for the Women's Football Leading Clubs, if applicable;
- q) To appoint the representatives of ECA in any other appropriate bodies, such as those established within UEFA, FIFA and UCC SA, in accordance with the applicable rules;
- r) To appoint Independent Members of the Board, pursuant to Article 45;
- s) To appoint the CEO, pursuant to Article 51;
- t) To create the Committees, Panels and Working Groups it deems necessary for the functioning of ECA;
- u) To appoint the Chairs of Committees, Panels and Working Groups, where applicable, as well as the members of such ECA Bodies proposed by the Members (subject to the provisions of the Organisational Regulations providing otherwise) and to define the composition,

- organisation and competences of such Committees, Panels and Working Groups;
- v) To recall and remove ECA Representatives appointed or elected by the Board, at any time without necessarily stating reasons, except for Board Members and/or Executive Committee Members appointed or elected by the Board who can only be recalled or removed by the Board where highly important reasons are given;
  - w) To ensure the necessary flow of communication and information between ECA and UEFA, as well as any other relevant football related organisations;
  - x) To present proposals to the appropriate bodies established within UEFA, FIFA and any other relevant football related organisations;
  - y) To engage in discussions and enter into agreements with UEFA, FIFA and any other relevant football related organisations;
  - z) To take decisions on all matters that do not fall under the mandatory or statutory competence of the General Assembly.

#### *Article 25 – Term of office*

<sup>1</sup> The term of office of the Chair and the Board Members runs as from the first General Assembly in an ECA Cycle until the first General Assembly in the next ECA Cycle.

<sup>2</sup> If a Board Member elected by the General Assembly is recalled, withdraws, becomes no longer eligible or becomes unable by reason of illness or incapacity of any nature to serve on the Board during their term of office, a replacement will be elected by the relevant Ordinary Members (in accordance with the rules and procedures detailed in these Statutes), for the remaining period of their term at the next General Assembly.

<sup>3</sup> If a Board Member elected by the General Assembly obtains an active office at a different club, their position on the Board will become vacant. A replacement will be elected by the relevant Ordinary Members (in accordance with the rules and procedures detailed in these Statutes), for the remaining period of their term at the next General Assembly. If this Board Member obtains an active office at a Member eligible to provide a candidate for the vacant position, they can stand for re-election.

<sup>4</sup> Elections during the course of an ECA Cycle shall be based on the UEFA association club coefficient ranking at the beginning of the ECA Cycle. The calculation of the UEFA association club coefficient ranking at the beginning of the ECA Cycle shall be based on the coefficient of each association in the four most recent and completed seasons of the UEFA club competitions.

<sup>5</sup> If a Board Member appointed to the Board of Administration of the UCC SA or elected to the UEFA ExCo is recalled, removed, withdraws or becomes no longer eligible or becomes unable by reason of illness or incapacity of any nature to serve on the Board during their term of office, a replacement will be appointed or elected (as applicable) by the Board for the remaining period of their term in accordance with these Statutes. If after this replacement a vacancy in the Board would remain, said vacancy shall be filled by means of an appointment or an election, as applicable according to these Statutes.

#### *Article 26 – Meetings*

<sup>1</sup> The ECA Chair or, in their absence, the highest-ranked Vice-Chair shall chair the meetings of the Board.

<sup>2</sup> The Board shall meet as often as may be determined by the ECA Chair or when requested by ten (10) Board Members, but, in principle, twice a per year.

<sup>3</sup> Board meetings may be held in person, by telephone or video conference, or by any other

appropriate means allowing direct communication, or a combination thereof.

<sup>4</sup> Board Members shall, in principle, be notified at least 20 days in advance of any Board meeting. Such notification will inform the Board Members of all items on the agenda together with the date and place of the meeting. Board Members may, within five calendar days of receiving such notification, request additional items to be placed on the agenda. The CEO shall notify Board Members of the final agenda, including all additional items, three calendar days prior to the actual meeting. Notwithstanding the above, the Board may decide at any time any matter within its competence if this is decided by 100% of its members that are entitled to vote.

<sup>5</sup> The CEO participates in the meetings of the Board without voting rights.

<sup>6</sup> The Chair may invite interested third parties to attend meetings.

#### *Article 27 – Quorum & Decisions*

<sup>1</sup> The Board shall be validly convened if a minimum of fourteen Board Members, including at least four of the seven Board Members appointed/elected to the UEFA ExCo and the Board of Administration of the UCC SA, attend the meeting.

<sup>2</sup> The Board Members elected pursuant to Article 20.1 let. b shall only be entitled to exercise their vote at a Board meeting in respect of decisions where the content of such decision concerns exclusively a Women's football matter (as defined by the Board), a matter regarding the development of ECA as an organization (as defined by the Board), or any other matters specifically identified by the Board from time to time. For the avoidance of doubt, the Board Members to which this paragraph refers shall always be able to attend Board meetings and shall count towards the quorum referred to in paragraph 1 above even if they are not entitled to exercise their vote at such meeting of the Board.

<sup>3</sup> Decisions of the Board shall be adopted by simple majority of the Board Members present or represented and entitled to vote in respect of the content of the decision, with the exception of the following decisions which shall require a two thirds majority of the voting Board Members:

- a) A decision relating to the format of any UEFA club competition;
- b) A decision relating to the access list for any UEFA club competition;
- c) A decision relating to the distribution of revenues relating to any UEFA club competition.

<sup>4</sup> In the event of a tie, the ECA Chair shall have the casting vote.

<sup>5</sup> A decision in writing (including by email or other electronic means) approved by all Board Members entitled to vote shall be valid and effective as if it had been adopted at a Board meeting.

#### *Article 28 – Voting rights and procedures*

<sup>1</sup> Each Board Member shall have one (1) vote.

<sup>2</sup> A Board Member who is unable to attend a meeting of the Board cannot be replaced by a substitute, but has the obligation to appoint another Board Member for any vote. That Board Member must produce a proxy given by way of letter, e-mail, or by any other means in writing. Such proxies shall be delivered to the CEO. Any given Board Member cannot have more than three votes at a meeting of the Board.

<sup>3</sup> Votes shall be open (show of hands), unless more than half of the Board Members present request a secret ballot. The Board may decide to use electronic devices to vote.

#### *Article 29 – Minutes*

<sup>1</sup> Minutes of the Board meetings shall be sent to all Board Members within 30 days of the meeting.

<sup>2</sup> Minutes shall be signed by the Chair and the CEO.

### **IV.3 – Executive Committee**

#### *Article 30 – Composition*

<sup>1</sup> The Executive Committee is the executive body of ECA and shall be composed as follows:

- a) the ECA Chair elected pursuant to Article 22.5 let. a;
- b) the five (5) Board Members elected as Vice-Chairs pursuant to Article 22.5 let. b; and
- c) six (6) Board Members appointed from among the Board Members by the Board.

<sup>2</sup> In addition to any other eligibility requirements provided for under these Statutes, a maximum of six (6) Executive Committee Members may represent clubs belonging to any one Subdivision.

#### *Article 31 – Eligibility Requirements*

<sup>1</sup> All Executive Committee Members must hold a position as a Board Member for the entire period of their term of office.

#### *Article 32 – Appointments*

<sup>1</sup> The appointment procedure of the Executive Committee is governed by these Statutes.

<sup>2</sup> At the second Board meeting that takes place after the first General Assembly in a new ECA Cycle, the Board shall (i) confirm the appointment into the Executive Committee of the Board Members elected/appointed in accordance with Articles 22.5 let. a, and Article 22.5 let. b; and (ii) appoint, from among the Board Members, six (6) representatives to the Executive Committee as per Article 30.1 let.c. The ECA Chair shall also be the Chair of the Executive Committee and the Board Vice-Chairs shall also be the Vice-Chairs of the Executive Committee.

#### *Article 33 – Obligations of Executive Committee Members*

<sup>1</sup> Executive Committee Members shall:

- a) be present at the meetings of the Executive Committee with a minimum presence of 50% of the meetings per sporting season of the ECA Cycle;
- b) actively contribute to the meetings and work of the Executive Committee in furtherance of its objectives;
- c) reflect and promote consistently, in particular in all relevant fora, the positions adopted by ECA and the Executive Committee;
- d) act in good faith towards ECA, its Members, the Board and the Executive Committee; and
- e) comply with the general obligations provided under Article 48 of these Statutes.

#### *Article 34 – Powers*

<sup>1</sup> Subject to Articles 34.2 and 34.3 below, between meetings of the Board, the Board's powers as per these Statutes are exercised by the Executive Committee. In doing so, the Executive Committee shall, *inter alia*:

- a) monitor and manage the implementation of the annual plan and long-term strategic plan defined and approved by the Board;
- b) deal with critical issues which may impact on the outcomes of the strategy defined by the Board and matters requiring immediate attention between meetings of the Board; and
- c) ensure that the Board is regularly updated and informed in respect of all material decisions

taken by the Executive Committee.

<sup>2</sup> Subject to Article 34.3 below, the following decisions are within the competence of the Executive Committee, but shall be subject to ratification by the Board:

- a) to appoint, recall or remove the representatives of ECA in any external bodies other than the UEFA ExCo, Board of Administration of the UCC SA and the UEFA CCC (each of which are subject to Article 34.3 below), such as those established within UEFA and FIFA in accordance with the applicable rules;
- b) any decisions taken by the Executive Committee under Article 59;
- c) any decisions taken by the Executive Committee in accordance with the powers detailed in Articles 24 let. f. and g.; and
- d) to appoint, recall or remove the Chairs of Committees, Panels and Working Groups.

<sup>3</sup> The Executive Committee is not permitted to take the following decisions, each of which can only be taken by the Board:

- a) to appoint and elect the representatives of ECA in the UEFA ExCo and the Board of Administration of the UCC SA in accordance with the applicable rules;
- b) to appoint the representatives of ECA in the UEFA CCC;
- c) to appoint, recall or remove Independent Members of the Board, pursuant to Article 45;
- d) to appoint, recall or remove the CEO, pursuant to Article 51;
- e) to conclude, amend or terminate any strategic agreement concluded with football stakeholders, in particular memoranda of understanding with FIFA and UEFA;
- f) any key strategic decision whereby ECA acts as a shareholder of UCCSA; and
- g) any decision listed in Article 27.3.

#### *Article 35 – Term of office*

<sup>1</sup> The term of office of the Executive Committee Members runs as from the second Board meeting following the first General Assembly in an ECA Cycle until the first General Assembly in the next ECA Cycle.

<sup>2</sup> If an Executive Committee Member is recalled, withdraws or becomes no longer eligible to serve on the Executive Committee during their term of office, a replacement will be appointed in accordance with the relevant provisions of Article 30.1.

#### *Article 36 – Meetings*

<sup>1</sup> The Chair or, in their absence, the highest-ranked Vice-Chair shall chair the meetings of the Executive Committee.

<sup>2</sup> The Executive Committee shall meet as often as may be determined by the Chair of the Executive Committee or when requested by five (5) Executive Committee Members, but as a rule no less than four (4) times a year.

<sup>3</sup> Executive Committee meetings may be held in person, by telephone or video conference, or by any other appropriate means allowing direct communication, or a combination thereof.

<sup>4</sup> Executive Committee Members shall, in principle, be notified at least twenty (20) days in advance of any Executive Committee meeting. Such notification will include a summary of all items on the agenda together with the date and place of the meeting. Executive Committee Members may, within five calendar days of receiving such notification, request additional items to be placed on the agenda. The CEO shall notify Executive Committee Members of the final agenda, including all additional items, three calendar days prior to the actual meeting.

<sup>5</sup> The CEO participates in the meetings of the Executive Committee without voting rights.

<sup>6</sup> The Chair may invite interested third parties to attend meetings.

#### *Article 37 – Quorum & Decisions*

<sup>1</sup> The Executive Committee shall be validly convened if a minimum of seven Executive Committee Members are in attendance, including the Chair and at least three of the five (5) Vice-Chairs.

<sup>2</sup> The fifth Vice-Chair of the Executive Committee shall only be entitled to exercise their vote at an Executive Committee meeting in respect of decisions where the content of such decision concerns exclusively a Women's football matter (as defined by the Executive Committee), a matter regarding the development of ECA as an organization (as defined by the Executive Committee), or any other matters specifically identified by the Executive Committee from time to time. For the avoidance of doubt, the Executive Committee Member to which this paragraph refers shall always be able to attend Executive Committee meetings and shall count towards the quorum referred to in paragraph 1 above even if they are not eligible to exercise their vote at such meeting of the Executive Committee.

<sup>2</sup> Decisions of the Executive Committee shall be adopted by simple majority of the Executive Committee Members present or represented and entitled to vote in respect of the content of the decision.

<sup>3</sup> In the event of a tie, the Chair of the Executive Committee shall have the casting vote.

<sup>4</sup> A decision in writing (including by fax, email or other electronic means) approved by all Executive Committee Members entitled to vote shall be valid and effective as if it had been adopted at an Executive Committee meeting.

#### *Article 38 – Voting rights and procedures*

<sup>1</sup> Each Executive Committee Member shall have one (1) vote.

<sup>2</sup> An Executive Committee Member who is unable to attend a meeting of the Executive Committee cannot be replaced by a substitute but has the obligation to appoint another Executive Committee Member for any vote. That Executive Committee Member must produce a proxy given by way of letter, e-mail or by any other means in writing. Such proxies shall be delivered to the CEO. Any given Executive Committee Member cannot have more than two votes at a meeting of the Executive Committee.

<sup>3</sup> Votes shall be open (show of hands), unless more than half of the Executive Committee Members present request a secret ballot. The Executive Committee may decide to use electronic devices to vote.

#### *Article 39 – Minutes*

<sup>1</sup> Minutes of the Executive Committee meetings shall be sent to all Executive Committee Members within 20 days of the meeting.

<sup>2</sup> Minutes shall be signed by the Chair and the CEO.

## **V – SUBDIVISION REPRESENTATIVES**

#### *Article 40 – Subdivision Representative's status*

Each Subdivision will elect one individual who shall have the right to attend the Board meetings as an observer. The Subdivision Representative may join in the debates, and participate in the activities,



of the Board, but may not vote. They will be provided with, and have access to, all Board meeting documents.

#### *Article 41 – Eligibility Requirements*

<sup>1</sup> All Subdivision Representatives must hold active office with a Member for the entire period of their term of office. Active office is a position whereby a Subdivision Representative is actively involved in the day-to-day senior management of a Member and/or holds an executive position in that club, in particular positions such as a president, chair or member of the board.

<sup>2</sup> A Subdivision Representative cannot be in a situation or hold a position which is of such nature that it constitutes a Conflict of Interest. Any circumstance which might be of such nature must be disclosed to the CEO.

<sup>3</sup> Subdivision Representatives must not be from the same Ordinary Member as any Board Member.

<sup>4</sup> No person may serve as Subdivision Representative for more than three terms of office, whether consecutive or not. Any partial term shall count as one full term. Any full or partial term of office as Chair or Board Member also counts as a term of office as Subdivision Representative for the purpose of this paragraph 4. Any term of office served until the 1<sup>st</sup> ECA General Assembly in the ECA Cycle starting on 1 July 2019 shall not be taken into account.

#### *Article 42 – Obligations*

The obligations of the Board Members as foreseen in Article 23 of these Statutes shall apply by analogy to the Subdivision Representatives.

#### *Article 43 – Elections*

<sup>1</sup> The election procedure of the Subdivision Representatives is governed by these Statutes and the Procedure for Election of the Subdivision Representatives. Candidates for the election of Subdivision Representatives shall be proposed by the Members to the CEO in writing by the date set by the CEO in the call for candidates which, in principle, will not be later than 14 days before the date set for the elections.

<sup>2</sup> Elections may only be conducted at a General Assembly, following the elections of the Board, according to the following rules:

- a) Ordinary (those that have acquired membership under Articles 4 paragraphs 1 to 3) and Associated Members shall be divided into four groups corresponding to the ECA men's Subdivisions as set out in these Statutes;
- b) Each group shall elect one Subdivision Representative;
- c) The elections within each group shall be by simple majority of the group members present; and
- d) The results of the elections shall be communicated by the CEO to the General Assembly at the end of the voting procedure.

#### *Article 44 – Term of office*

<sup>1</sup> The term of office of the Subdivision Representative runs from the first General Assembly in an ECA Cycle until the first General Assembly in the next ECA Cycle, with a possibility of renewal.

<sup>2</sup> If an elected Subdivision Representative is recalled, removed, withdraws, becomes no longer eligible or becomes unable by reason of illness or incapacity of any nature to serve as a Subdivision Representative during their term of office, a replacement will be elected by the Members of the

relevant Subdivision for the remaining period of the term at the next General Assembly.

<sup>3</sup> If a Subdivision Representative elected by the General Assembly obtains an active office at a different club, their position will become vacant. A replacement will be elected by the Members of the relevant Subdivision for the remaining period of the term at the next General Assembly. If this Subdivision Representative obtains an active office at a Member from the same Subdivision, they can stand for re-election.

## **VI – INDEPENDENT MEMBERS OF THE BOARD**

### *Article 45 – Status of the Independent Members of the Board*

<sup>1</sup> The Board may appoint up to three Independent Members of the Board. The Independent Members of the Board shall have the right to attend the Board meetings as observers and may join in the debates, and participate in the activities, of the Board, but may not vote. Independent Members of the Board will be provided with, and have access to, all Board meeting documents.

<sup>2</sup> At least one of the Independent Members of the Board must be a woman.

<sup>3</sup> No call for candidates needs to be issued prior to the appointment by the Board of Independent Members of the Board.

### *Article 46 – Eligibility Requirements & Obligations*

<sup>1</sup> Independent Members of the Board shall be responsible for a specific area of expertise, selected at the discretion of the Board. Nevertheless, one Independent Member of the Board shall, in principle, always be responsible for the area of equity, diversity and inclusion.

<sup>2</sup> Independent Members of the Board shall not hold active office in any Member.

<sup>3</sup> Independent Members of the Board other cannot be in a situation or hold a position which is of such nature that it constitutes a Conflict of Interest. Any circumstance which might be of such nature must be disclosed to the CEO.

<sup>4</sup> The obligations of the Board Members as foreseen in Article 23 of these Statutes shall apply by analogy to the Independent Members of the Board, insofar as they are relevant and applicable to said position.

### *Article 47 – Term of office*

The term of office of an Independent Member of the Board is defined by the Board on a case by case basis at the time of appointment. The term of office may be renewed or extended by the Board.

## **VII – ECA REPRESENTATIVES AND MEMBERS OF ECA BODIES AND ORGANS**

### *Article 48 – General Obligations*

<sup>1</sup> ECA Representatives shall comply with the obligations laid down in Article 8 letters d) to h) of these Statutes which are deemed to apply directly to each individual.

<sup>2</sup> In addition, they shall:

- a) immediately inform the CEO if they cease to have an active office at a Member. An individual who ceases to have an active office at a Member can no longer be an ECA Representative and the individual agrees to comply with any instruction given by the Board regarding their resignation from the appointed position and the timing thereof;
- b) submit their personal details to the ECA Administration and notify it of any changes;



- c) inform the ECA Administration in writing of any positions that they hold within a relevant football and/or sports body (UEFA, FIFA, National and International Olympic Committee, National Football Association, League, Dispute Resolution Chamber etc.).

<sup>3</sup> During their term of office, such individuals must avoid any situation and refrain from holding any position that constitutes a Conflict of Interest. Any circumstance that may be of such nature must be disclosed to the CEO.

<sup>4</sup> These individuals shall refrain from taking part in the deliberation process(es) of any matter in which a Conflict of Interest exists.

#### *Article 49 – Conflict of interest*

Any situation concerning a potential Conflict of Interest that is not immediately resolved by the concerned person (e.g. by renouncing to act, refraining from making or participating in making a decision, etc), shall be finally resolved by the CEO. Before issuing such a decision, the CEO may refer any situation of a potential Conflict of Interest to the Statutory Affairs Panel, which shall then issue a recommendation to the CEO.

### **VIII - ADMINISTRATION**

#### *Article 50 – Functions*

The ECA administration shall be headed by a CEO who has the following functions:

- a) to organise and prepare the meetings of the General Assembly, Board and Executive Committee, as instructed by either the Board or the Executive Committee;
- b) to attend, without voting rights, meetings of the General Assembly, Board and Executive Committee, and to draw up minutes of each such meeting;
- c) to prepare an annual budget;
- d) to supervise the accounts of ECA;
- e) to perform all tasks that may be entrusted to them by the Board and/or Executive Committee;
- f) to issue a call for candidates for those positions for which the Members can propose candidates; and
- g) to deal with issues of Conflicts of Interest.

#### *Article 51 – Appointment and remuneration*

<sup>1</sup> The CEO is appointed by the Board.

<sup>2</sup> The CEO shall receive a remuneration to be determined by the Board.

### **IX - REPRESENTATION AND FINANCES**

#### *Article 52 – Representation*

<sup>1</sup> The ECA Chair shall represent ECA vis-à-vis third parties.

<sup>2</sup> The Board shall determine the signatory powers within ECA and the limits within which such powers may be exercised.

#### *Article 53 – Membership Fees*

<sup>1</sup> The economic resources of ECA shall consist of membership fees.

<sup>2</sup> The annual membership fee shall be proposed by the Board in a reasonable manner having regard to the composition of ECA and shall be approved by the General Assembly.

<sup>3</sup> Membership fees shall be paid by each Member at the beginning of the financial year.

<sup>4</sup> Only the assets of ECA shall be liable for the debts of ECA. There is no liability of the Members for the liabilities of ECA.

#### *Article 54 – Accounts and financial year*

<sup>1</sup> Each year the Board shall draw up the accounts for the previous financial year and submit them to the General Assembly for approval.

<sup>2</sup> The financial year shall run from 1 July to 30 June of the following year.

#### *Article 55 – Financial audit*

ECA shall have its accounts audited by an independent auditor to be appointed by the General Assembly for a period of four (4) years.

### **X – FINAL PROVISIONS**

#### *Article 56 – Dissolution*

<sup>1</sup> In the event of dissolution of ECA, the Board shall appoint one or more liquidators who shall discharge all debts and liabilities incurred by ECA.

<sup>2</sup> Any assets remaining after the dissolution of ECA, shall, after satisfaction of all its debts and liabilities, be applied to the furtherance of any objective(s) of ECA as determined by the General Assembly. If effect cannot be given to the foregoing provisions, they shall be donated to a charitable organization as defined by the General Assembly and/or to the Members provided that it does not jeopardize the tax status of ECA.

#### *Article 57 – Official languages and communications*

<sup>1</sup> The official language of ECA is English.

<sup>2</sup> If official documents of ECA are published in several languages the English version shall be authoritative.

<sup>3</sup> Meetings of the General Assembly, the Board, the Executive Committee, and ECA Bodies shall be conducted in English. In principle simultaneous translations shall not be provided.

<sup>4</sup> Written communications to the Members of ECA, ECA Bodies, the Board and/or the Executive Committee shall be in English.

<sup>5</sup> Communications to the Members of ECA, ECA Bodies, the Board and/or the Executive Committee shall in principle be by email.

#### *Article 58 – Applicable law and jurisdiction*

<sup>1</sup> These Statutes shall be governed by the laws of Switzerland.

<sup>2</sup> Any dispute arising from or related to the application of these Statutes, and/or any regulations or decisions adopted by ECA, as well as any dispute between ECA and a Member or between ECA and an ECA Representative shall be exclusively referred to the Court of Arbitration for Sport in Lausanne (Switzerland). In the event of a dispute involving exclusively parties with their seat in Switzerland, the application of the Swiss Civil Code of Procedure shall be excluded and the arbitration procedure shall be governed by the CAS Code of Sports-related arbitration and Chapter 12 of the Swiss Private International Law Act.

*Article 59 – Residual powers*

The Board shall have the power to decide on any matters not specifically covered in these Statutes. In case of emergency or in cases requiring immediate action, the Executive Committee may take those decisions. In such cases, the Executive Committee will promptly inform the Board for ratification purposes in accordance with Article 34.2.

*Article 60 – Transitory Provisions and coming into force*

The amended version of these Statutes comes into force on 1 July 2023.

*Article 61 – Adoption*

These Statutes were originally adopted by the General Assembly held on 21 January 2008 in Nyon and came into force on 28 January 2008. They were subsequently amended by the General Assembly held on 8 September 2009 in Geneva, the General Assembly held on 5 February 2013 in Doha, the General Assembly held on 4 September 2017 in Geneva, the General Assembly held on 26 March 2019 in Amsterdam, the General Assembly held on 6 June 2019 in St. Julian's, the General Assembly held virtually from Nyon on 8 September 2020 and the General Assembly held on 28 March 2023 in Budapest.

*Article 62 – Intellectual Property*

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Budapest, Hungary, 28 March 2023

Nasser Al-Khelaifi, ECA Chairman



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