EFC Statutes

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THE HEART OF FOOTBALL

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OF FOOTBALL

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STATUTES OF THE EUROPEAN FOOTBALL CLUBS (EFC)

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

a) Board: EFC Board.
b) Board Member: an individual mentioned in Article 20 et seq.
c) CEO: an individual appointed as EFC Chief Executive Officer pursuant to Article 46.
d) Conflict of Interest: conflicts of interest arise if an EFC 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 EFC's objectives and interests.
e) EFC: European Football Clubs previously known as European Club Association (ECA).
f) EFC Administration: EFC's operational and administrative structure, headed by the CEO and comprising the EFC staff, departments and functions responsible for its day-to-day activities and for implementing the decisions and instructions of the EFC Organs and Bodies.
g) EFC Body/Bodies: Internal Committee, Panel, Working Group or Task Force.
h) EFC Chair: a Board Member elected as EFC Chairman/woman pursuant to Article 22.7 let. a).
i) EFC Contact Details Form: a form which is included in the Organisational Regulations & Other Internal Rules.
j) EFC Cycle: a period of four (4) sporting seasons running from 1 July to 30 June, with the first EFC Cycle running from 1 July 2019 to 30 June 2023, and each subsequent EFC Cycle covering the following four sporting seasons.
k) EFC Founding Members: the founding members of ECA, now EFC.
l) EFC Representative: EFC Internal Representative or EFC External Representative as defined herein.
m) EFC Internal Representative: Board Members and anyone holding a function within EFC and EFC Bodies.
n) EFC External Representative: an individual appointed as EFC representative to a body of another organisation.
o) EFC Subdivision: an internal EFC grouping of men Ordinary Members and Associated Members based on the UEFA men's association club coefficient ranking.
p) Executive Committee: EFC Executive Committee.
q) Executive Committee Member: an individual who is appointed as a member of the Executive Committee.
r) FIFA: Fédération Internationale de Football Association.
s) General Assembly: EFC General Assembly.
t) IFAB: International Football Association Board.
u) Independent Member of the Board: an individual who is appointed as an observer to the Board, pursuant to Article 40 et seq.
v) Member: Ordinary Member or Associated Member as respectively defined in Articles 4, 4bis and 6.
w) Membership Policy: the document approved by the Board setting out EFC's membership policies as included in the Organisational Regulations & Other Internal Rules.
x) Organisational Regulations & Other Internal Rules: the document approved by the Board relating to EFC's internal organisational policies.

y) Procedure for Election: the document approved by the Board setting out EFC's election procedures as included in the Organisational Regulations & Other Internal Rules.

z) Statutory Affairs Committee: Committee as respectively defined in Article 24 et seq.

aa) Women's Football Leading Clubs: Football clubs ranked in the top 60 of the UEFA women's individual club coefficient ranking.

ab) UC3: Trading name of UEFA Club Competitions SA (UCC SA) or any subsequent name of the same corporate entity.

ac) UEFA: Union of European Football Associations.

ad) UEFA CCC: UEFA Club Competitions Committee.

ae) UEFA ExCo: UEFA Executive Committee.

af) Vice-Chair: a Board Member elected by the Board to support the EFC Chair and, where provided for in the Statutes, to perform the EFC Chair's functions in the EFC Chair's absence.

I. GENERAL PROVISIONS

Article 1 – Legal form and seat

[1] EFC is an association of European football clubs constituted in accordance with Article 60 et seq. of the Swiss Civil Code.

[2] EFC shall have its seat in Nyon, Switzerland.

Article 2 – Objectives

The objectives of EFC 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 football clubs at European and global level;

c) To represent the interests of football 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, including but not limited to the financial and commercial aspects thereof;

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 football 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 football club network enabling non-member football clubs to engage with EFC and its Members and, where feasible, to benefit from services, support and opportunities from EFC;

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 football 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 EFC, 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 equity, inclusion and diversity policies in football, including by taking the necessary actions to advance sustainability, equality of opportunity, active engagement and inclusive participation across EFC, EFC Bodies and EFC Representatives; 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

[1] EFC membership is open to men's and women's football clubs affiliated to a UEFA member association who can enter their clubs to participate in UEFA club competitions and as per the provisions of these Statutes.

[2] The membership panel of EFC consists of Ordinary Members and Associated Members.

[3] Ordinary and associated membership is, in principle, granted per EFC Cycle.

[4] Football clubs are not eligible for EFC membership if, during the relevant EFC Cycle, a final and binding decision prevents or would prevent them from participating in UEFA club competitions due to match-fixing or other conduct attributable to them that substantially undermines competition integrity, including organised doping, corruption or similar misconduct. If such a final and binding decision concerns an existing Member, that football club shall automatically lose its EFC membership.

Article 4 – Ordinary Members – Men's Football

[1] Football clubs from the top men's divisions of the UEFA member associations may be eligible to obtain ordinary membership. The precise number of football clubs from each member association is established at the beginning of every EFC Cycle, on the basis of the UEFA men's association club coefficient ranking (as per Article 4[ter].3 below) and according to the following principle:

Men's association ranking position	Number of football clubs eligible for ordinary membership per association	EFC Subdivision
1–3	6	1
4–6	5	1
7–15	4	2
16–28	3	3
29 – 48	2	4
49 and below	1	4

[2] The identity of the football clubs eligible for EFC ordinary membership under Article 4.1 is then established according to the UEFA men's individual club coefficient ranking (as per Article 4[ter].3 below). If two football clubs from the same member association have the same coefficient, the football club that has qualified for a UEFA competition (in respect of the upcoming season at the moment of establishing EFC 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 football clubs obtained different UEFA men's individual club coefficients shall take precedence.

[3] As a mark of recognition of their sporting merit, those football clubs which have:

a) Competed in, and/or qualified for, the group stages or league phase of any of the men's UEFA club competitions at least three (3) times in the previous EFC Cycle; and/or
b) Won at least five (5) 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.

[4] Football clubs that obtain ordinary membership under this Article 4.3 will be assigned to an EFC Subdivision as per the table in Article 4.1, based on their national association's position in the UEFA men's association club coefficient ranking.

Article 4[bis] – Ordinary Members – Women's Football

[1] Football clubs from the top women's divisions of the UEFA member associations may be eligible to obtain ordinary membership. Specifically, the football clubs ranked in the top 60 of the UEFA women's individual club coefficient ranking (as per Article 4[ter].3 below) shall, if not already eligible for ordinary membership under Articles 4.1 to 4.3 above, be eligible for EFC ordinary membership under this paragraph.

[2] As a mark of recognition of their sporting merit, those football clubs which have won at least five (5) women's UEFA club competition trophies (UEFA Women's Champions League or UEFA Women's Europa Cup) 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.

[3] Football clubs that obtain ordinary membership under this Article 4[bis] are not assigned to an EFC Subdivision.

Article 4[ter] – Ordinary Members – Additional eligibility requirements

[1] In any event, football clubs which:

Are not participating in the top division of a UEFA member association for two (2) consecutive sporting seasons;

a) (i) Are, or upon becoming a Member would be, in breach of these Statutes or any agreement entered into by EFC with any football stakeholder, including UEFA or FIFA; or (ii) by virtue of their actions, are, or upon becoming a Member, would be causing EFC to be in breach of its contractual obligations towards any third party, including UEFA and/or FIFA;
b) 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.

[2] Candidate football 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 football club or the Board's subsequent ratification.

[3] The calculation of the UEFA men's or women's association club coefficient rankings and the UEFA men's or women's individual club coefficient rankings referred to in Articles 4.1, 4.2 and 4[bis].1 above shall be based on the coefficients of each football club and of each association in the four (4) most recent and completed seasons of the UEFA club competitions.

Article 5 – Loss of ordinary membership

[1] If, in the course of an EFC Cycle, an Ordinary Member:

a) Stops participating in the top division of a UEFA member association for two (2) consecutive sporting seasons;
b) No longer meets the eligibility criteria set out in Article 3.4;
c) Becomes a member of, or enters into a partnership with, any association, organisation or grouping involving football clubs from more than one UEFA member association, if EFC considers such involvement contrary to the global interests, image, prestige and integrity of football and/or to the interests or Statutory objectives of EFC;
d) Is expelled from EFC as per Article 11.2; or
e) Withdraws from EFC as per Article 11.1,

such football club shall lose its membership as an Ordinary Member and may be replaced, where it became eligible under Articles 4.1 and 4.2, by the next-best football club from the same member association that fulfils the necessary requirements. Where such Ordinary Member became eligible under Article 4[bis].1, it may be replaced by the next-best football club from any member association that fulfils the necessary requirements. In both instances, the relevant UEFA men's or women's individual club coefficient ranking,

calculated on the basis of each club's coefficient over the four (4) most recent and completed UEFA club competitions seasons as at the moment of the loss of eligibility, will be used. However, if the loss of ordinary membership concerns a football club that has been admitted under Article 4.3 or Article 4bis.2, that football club will not be replaced. The EFC Administration shall notify the relevant football club in writing of the loss of its ordinary membership and the reasons therefore.

2 If a football club ceases to be an Ordinary Member according to this Article, such football club will, in principle, not regain eligibility as an Ordinary Member before the expiry of the EFC Cycle, even if the reasons for the loss of ordinary membership cease to exist prior to that moment.

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

Article 6 – Associated Members

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

2 In any event, football clubs which:

a) (i) Are, or upon becoming a Member, would be in breach of these Statutes or any agreement entered into by EFC with any football stakeholder, including UEFA or FIFA; or (ii) by virtue of their actions, are, or upon becoming a Member, would be causing EFC to be in breach of its contractual obligations towards any third party, including UEFA and/or FIFA;
b) 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 associated membership.

3 Notwithstanding the eligibility criteria set out in this Article and these Statutes, the Board may exceptionally admit a football club as an Associated Member if, despite not meeting the eligibility criteria, the Board considers that the football club can make a meaningful contribution to EFC and EFC's objectives as set out in Article 2.

Article 6bis – Loss of Associated Membership

1 If, in the course of an EFC Cycle, an Associated Member:

a) No longer meets the eligibility criteria set out in Article 3.4;
b) Becomes a member of, or enters into any partnership with any association, organisation or grouping involving football clubs from more than one UEFA member association, if EFC considers such involvement contrary to the global interests, image, prestige and integrity of football and/or to the interests or Statutory objectives of EFC;
c) Is expelled from EFC as per Article 11.2; or
d) Withdraws from EFC as per Article 11.1,

such football club shall lose its membership as an Associated Member. The EFC Administration shall notify the relevant football club in writing of the loss of its Associated Membership and the reasons therefore.

2 If a football club loses its membership as an Associated Member according to this Article, such football club will, in principle, not regain eligibility as a Member before the expiry of the EFC Cycle, even if the reasons for the loss of associated membership cease to exist prior to that moment.

[3] Without prejudice to the provisions detailed in the Membership Policy on the transition of membership from cycle to cycle, membership as an Associated Member is acquired via the Board's acceptance of the submission lodged by a candidate football club, or the Board's subsequent ratification. [4] Football clubs that obtain associated membership under this Article through their men's team will be assigned to an EFC Subdivision in accordance with the table in Article 4.1, based on their national association's position in the UEFA men's association club coefficient ranking. Football clubs that obtain associated membership under this Article through their women's team will not be assigned to an EFC Subdivision.

Article 7 – Rights of Members

[1] The Members shall have the following rights:

a) To participate in the activities of EFC;
b) To take advantage of the opportunities, services and benefits that EFC may provide or obtain;
c) To make suggestions to the Board and Executive Committee to improve the implementation of the objectives of EFC;
d) To be informed of the state of the accounts of EFC;
e) To be informed of the decisions adopted by the General Assembly, the Board and the Executive Committee; and
f) To be regularly informed of the activities of EFC.

[2] And, where and if applicable as per these Statutes and the Organisational Regulations & Other Internal Rules:

g) To attend the meetings of the General Assembly with the right to speak and the right to vote;
h) To propose candidates for the EFC Bodies and the Board;
i) To propose candidates for any appropriate body within FIFA, IFAB and UEFA;
j) To elect Board Members.

Article 8 – Obligations of Members

The Members shall have the following obligations:

a) To actively contribute to the work of EFC in furtherance of its objectives;
b) To reflect and promote consistently, in particular in all relevant fora, the positions adopted by EFC;
c) To act in good faith at all times towards EFC and other Members thereof;
d) To pay the annual membership fees;
e) To notify the CEO of their address, share the EFC Contact Details Form and keep it up to date;
f) To notify the CEO of the appointment or election of any individual holding a senior management position and/or an executive position within its structure, in particular positions such as a president, chair or member of the board, to any office or position within a national football association, league or other football-related body;
g) 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;
h) 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 EFC and the respective Member (including agreements concluded between EFC and a Member that may also involve other stakeholders); and (iii) any agreement or Memorandum of Understanding entered into between EFC and a relevant football stakeholder, in particular with UEFA and FIFA, as may be in force from time to time, and to enable EFC to comply therewith;

i) To conduct EFC mediation in good faith if a dispute of a financial nature arises with another Member;
j) Not to be a party to, a member of, or enter into a partnership with any association, organisation or grouping involving football clubs from more than one UEFA member association, with the exception of football club associations recognised by EFC together with FIFA and/or the respective confederation.

Article 9 – Rules of Conduct

[1] Members and EFC 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.

[2] In particular, Members and EFC Representatives shall:

a) Refrain from any conduct that may damage the integrity, reputation or image of EFC or which may bring EFC 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 EFC activities; and
e) Reject all forms of abuse and harassment, be it verbal, physical, psychological, professional or sexual.

Furthermore, EFC 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

[1] 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 EFC on behalf of its Members, or where a Member is prevented from participating in UEFA club competitions, 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 EFC Representative within, the EFC 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;
e) A general suspension with immediate effect for a specific duration, for example for as long as a statutory violation exists, but at a maximum for a period of one (1) year, after which the suspension can be renewed,

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 let. e) upon recommendation of the Board;
g) Expulsion from EFC in accordance with Article 11.2.

[2] In the case of a violation **by an EFC Representative** of these Statutes or any decision or regulation made pursuant to them or any commitment assumed by EFC on behalf of its Members, the following measures and sanctions may be taken by the Board or by the Statutory Affairs Committee when referred to it by the Board:

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

[3] Violations of these Statutes or of any decision or regulation made pursuant to them or any commitment assumed by EFC 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.

[4] In cases where a sanction is to be imposed, the competent body shall grant the offender the opportunity to be heard or to provide explanations, 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 may also accept a sanction proposed by the Board or the Statutory Affairs Committee. In such case, the offender and EFC shall enter into an agreement and no further decision by EFC is required. In any event, the Board may also request the Statutory Affairs Committee or an *ad hoc* commission appointed by the Board to conduct an enquiry and issue a recommendation to the Board in relation to a potential disciplinary case.

[5] 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.
[6] For the duration of a suspension, the General Assembly, Board or Statutory Affairs Committee, as applicable, shall determine whether the suspended Member shall lose all of its membership rights or only a part of them, including whether EFC Representatives affiliated to a suspended Member shall be removed from office or not.

[7] In any case, a Member subject to any measures or sanctions under this Article remains responsible for all its obligations towards EFC, including in respect to financial obligations.

Article 11 – Termination of membership

[1] A Member may withdraw its membership from EFC by giving formal notice in writing to the Board. The withdrawal shall only take effect six (6) months after notification having been received by EFC, except if the Board decides, at its discretion, to give it earlier effect by informing the Member in question accordingly.

[2] A Member may be expelled from EFC with immediate effect if it:

a) Fails to settle its financial obligations to EFC;
b) Seriously breaches these Statutes or any regulation or decision made pursuant to them or any commitment assumed by EFC on behalf of its Members;
c) Fails to attend two (2) consecutive meetings of the General Assembly.

[3] A Member will see its membership terminated automatically in the cases provided for in the Statutes.

[4] In any case, a Member whose membership is terminated pursuant to these Statutes remains responsible for all its obligations towards EFC, including in respect to financial obligations.

III. HONORARY CHAIR

Article 12 – Honorary chair

[1] 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.
[2] 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 EFC may act, are:

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

1. General Assembly

Article 14 – Composition

[1] The General Assembly is the supreme body of EFC and shall consist of every Member of EFC.

[2] Each Member shall appoint one (1) representative to attend the General Assembly.

[3] 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.
[4] The EFC 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 Article 22;
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 EFC upon a proposal of the Board;
h) To dissolve EFC;
i) To revoke a Board Member, 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

[1] The General Assembly shall be chaired by the EFC Chair.

[2] Ordinary meetings of the General Assembly shall be held, in principle, once a year at a time decided by the Board.

[3] Extraordinary meetings of the General Assembly may be held if requested by at least 20% of the Members, including at least 20% of the Ordinary Members, or upon request of the Board.

[4] 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.

[5] EFC 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 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 20% 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.

[6] There may also be 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 General Assembly.

Article 17 – Quorum & Decisions

[1] The General Assembly shall be validly convened if the number of attendees represents at least two-thirds of the Ordinary Members, including at least twenty-two (22) football clubs which have one of their officials acting as a Board Member.

[2] 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 EFC, to amend the Statutes of EFC, to dissolve EFC, to expel a Member from EFC, to revoke a Board Member or the Board which must be adopted by 70% of the Ordinary Members present or represented.

[3] The election and appointment of the Board Members shall be held in accordance with the rules set out in Article 22.

Article 18 – Voting rights and procedures

[1] Each Ordinary Member shall have one (1) vote which shall be exercised on its behalf by one of its representatives attending the General Assembly.

[2] Votes by proxy shall be permitted. Subject to the approval of the Board, votes by correspondence may be permitted.

[3] 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.

[4] Elections shall be held by secret ballot (via ballot papers, electronic votes or as otherwise directed by the Board).

[5] Abstentions and null and void votes shall not count.

[6] The Board may appoint scrutineers to count the votes and supervise the voting procedures.

Article 19 – Minutes

[1] Minutes of the General Assembly shall be sent to all Members ahead of the next meeting.

[2] Minutes shall be signed by the CEO and a second EFC authorised signatory registered in the commercial register who attended the General Assembly.

2. Board

Article 20 – Composition

[1] The Board is the supervisory body of EFC and shall be composed of up to thirty-six (36) Board Members, some with voting rights and others without, as provided in these Statutes.

With voting rights:

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 in Subdivision 1 that acquired membership under Articles 4.1 to 4.3 and by the Associated Members in Subdivision 1 that are men only football clubs or acquired membership via their men's team;
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 UC3 pursuant to Article 22.2;
e) Four (4) Board Members – one (1) per Subdivision – elected pursuant to Article 22.5 by the Associated Members that are men's only football clubs or acquired associated membership via their men's team.

With voting rights on decisions relating exclusively to women's football matters:

f) Two (2) Board Members elected pursuant to Article 22.6 let. a) and let. b) by the Ordinary Members that are Women's Football Leading Clubs;
g) One (1) Board Member elected pursuant to Article 22.6 let. c) and let. d) by the Associated Members that are women only football clubs or acquired associated membership via their women's team.

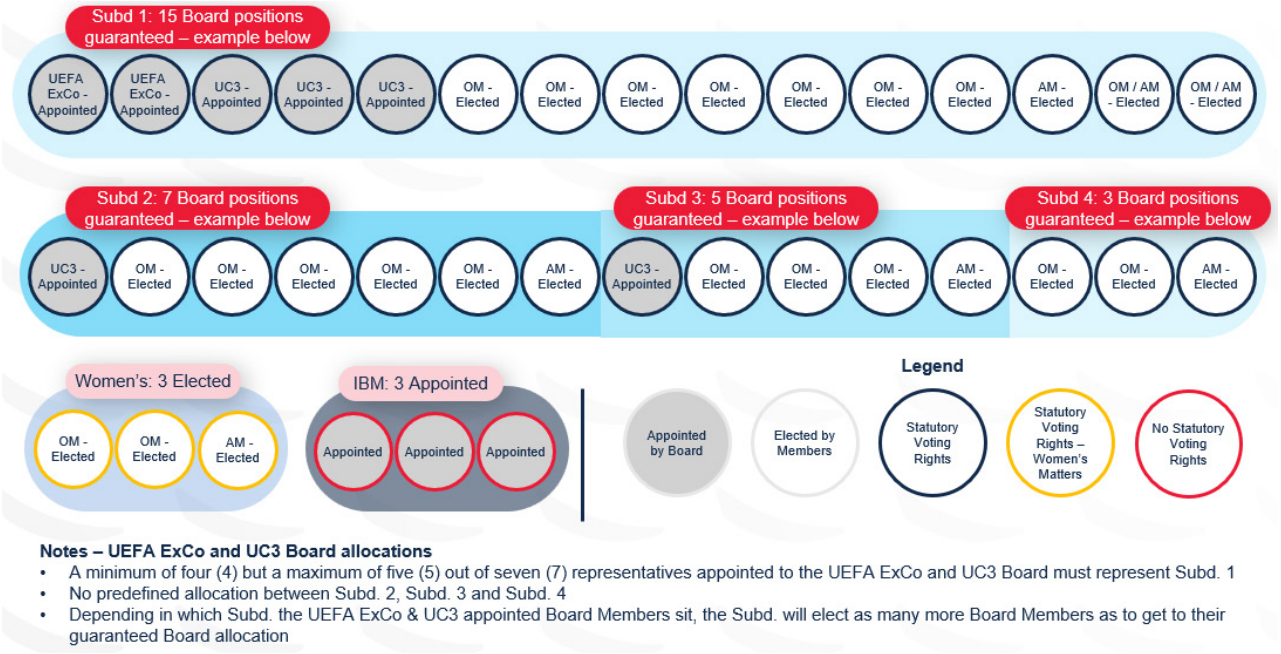
Without voting rights:

h) Up to three (3) Independent Members of the Board appointed by the Board pursuant to Article 40 et seq.

[2] The final composition of the Board shall be defined as per the following table:

UEFA Association Club Coefficient Ranking Position	EFC Subdivision	Number of Board Members
Men's 1-6	1	15
Men's 7-15	2	7
Men's 16-28	3	5
Men's 29 and below	4	3
Women's 1-4	n/a	1
Women's Any Position	n/a	2

and as further illustrated, by way of example, as follows:



Notes – UEFA ExCo and UC3 Board allocations

- A minimum of four (4) but a maximum of five (5) out of seven (7) representatives appointed to the UEFA ExCo and UC3 Board must represent Subd. 1
- No predefined allocation between Subd. 2, Subd. 3 and Subd. 4
- Depending in which Subd. the UEFA ExCo & UC3 appointed Board Members sit, the Subd. will elect as many more Board Members as to get to their guaranteed Board allocation

[3] In addition to any other eligibility requirements provided for under these Statutes:

a) All Board Members must be from different Members;

b) The Board Members elected by the General Assembly pursuant to Article 20.1 let. a), let. b) and let. e) must belong to Members affiliated to different UEFA member associations, unless the number of required elections for the relevant Subdivision exceeds the number of UEFA member associations in that Subdivision. In that case that Subdivision shall elect at least one (1) Board Member belonging to a Member affiliated to each of the UEFA member associations in the Subdivision, with any additional available elected position(s) being then available for Members affiliated to any of the UEFA member associations within that Subdivision, subject to an overall cap of two (2) elected Board Members – as per Article 20.1 let. a), let. b) and let. e) - belonging to Members affiliated to the same UEFA member association;

c) The three (3) Board Members elected by the General Assembly pursuant to Article 20.1 let. f) and let. g) must belong to 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 UC3 Board of Administration pursuant to Article 20.1 let. c) and let. d) must represent Ordinary Members belonging to Subdivision 1;

e) Provided an eligible female candidate stands for elections, a minimum of one (1) of the Board Members to be elected by the General Assembly pursuant to (i) Article 20.1 let. a), let. b) and let. e) and pursuant to (ii) Article 20.1 let. f) and let. g) must be female, except for Subdivision 4. If no female candidate is elected in Subdivision 4, and provided that eligible candidates stand for the elections, two (2) out of three (3) Board Members to be elected by the General Assembly pursuant to Article 20.1 let. f) and let. g) must be female.

[4] Candidates for the elections referred to in Article 20.1 let. a), let. b), let. e), let. f) and let. g) shall be proposed by the respective Ordinary and/or Associated 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 fourteen (14) days before the date set for the elections.

Article 21 – Eligibility Requirements

[1] All Board Members, except for the Independent Members of the Board, must hold an active office with a Member for the entire period of their term of office. Where a Board Member ceases to hold an active office, the Board may, at its discretion, permit that Board Member to continue serving until, in the case of an elected Board Member, the next General Assembly, or, in the case of an appointed Board Member, the end of the relevant EFC Cycle.

[2] Candidates for the office of Board Member shall be subject to an eligibility check carried out in accordance with the rules laid down in the Organisational Regulations & Other Internal Rules. 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.

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

[4] No person may serve as Board Member of EFC for more than three (3) terms of office, whether consecutive or not.

[5] No Board Member may serve as EFC Chair for more than three (3) terms of office, whether consecutive or not. If a Board Member is elected EFC Chair for a full or partial term of office, the term of office as EFC Chair does not count as a term of office for the purpose of the preceding paragraph 4.

[6] For the purpose of this Article, any partial term of office shall count as one (1) full term.

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

Article 22 – Election and appointment

[1] The election procedure of the Board is governed by these Statutes and the Procedure for Election of the Board and shall follow the sequence set out below. Unless otherwise provided in the Statutes, all elections and appointments referred to below shall be decided by simple majority in the relevant elective group or body. The CEO shall communicate the results of the elections held at, or around, the General Assembly during the General Assembly's Plenary Session.

[2] At the last Board meeting prior to the first General Assembly in a new EFC 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 (ii) appoint five (5) representatives to the UC3 Board of Administration as per Article 20.1 let. d). These representatives are elected and appointed for the duration of the EFC Cycle.

[3] 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 4.1;
b) Each group shall elect, from amongst itself, the applicable number of Board Members that are necessary to complete the allocation of elected Board Member positions attributed to each Subdivision as per the table in Article 20.2;

[4] 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: The Ordinary and Associated Members referred to in Article 20.1 let. b) shall vote, as one (1) group, and elect from amongst itself, two (2) Board Members from football clubs belonging to different UEFA member associations.

[5] The four (4) Board Members referred to in Article 20.1 let. e) are elected at a General Assembly and in accordance with the following rules:

a) The Associated Members referred to in Article 20.1 let. e) shall be divided into four (4) groups corresponding to the Subdivisions as set out in Article 4.1;
b) Each group shall elect, from amongst itself, one (1) Board Member.

[6] The three (3) Board Members referred to in Article 20.1 let. f) and let. g) are elected at a General Assembly and in accordance with the following rules:

a) The **Ordinary Members** referred to in Article 20.1 let. f) shall vote, as one (1) group; and shall elect, from amongst itself, two (2) Board Members: one (1) from a football club belonging to a UEFA member association ranked in the top four (4) of the UEFA women's association club coefficient ranking; and one (1) from a football club belonging to any UEFA member association.
b) The **Associated Members** referred to in Article 20.1 let. g) shall vote as one (1) group; and shall elect from amongst itself, one (1) Board Member belonging to a football club from a different UEFA member association than the Board Members elected pursuant to Article 22.6 let. a).

[7] At the Board meeting that takes place immediately following the General Assembly elections, the Board shall:

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

Article 23 – Obligations of the Board Members

Board Members shall:

a) Attend all Board meetings to which they are called. Unless the Board recognises a valid justification, the failure to attend more than one (1) Board meeting during a sporting season, or two (2) consecutive ones, shall, in principle, result in an immediate and automatic revocation of office;
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 EFC and the Board;

d) Act in good faith towards EFC, its Members and the Board; and
e) Comply with the general obligations provided under Article 43 of these Statutes.

Article 24 – Powers

The Board has the following powers:

a) To direct the activities of EFC 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 four (4)-year strategic plan for the activities of EFC;
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 elected Board Members;
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 EFC;
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 & Other Internal Rules 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 EFC in the UEFA ExCo and the UC3 Board of Administration in accordance with the applicable rules;
p) To appoint the representatives of EFC 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 EFC in any other appropriate bodies, such as those established within UEFA, FIFA and UC3, in accordance with the applicable rules;
r) To appoint Independent Members of the Board, pursuant to Article 40 et seq.;
s) To appoint the CEO, pursuant to Article 46;
t) To create the Committees, Panels and Working Groups it deems necessary for the functioning of EFC and to ratify the establishment of Panels in accordance with the Organisational Regulations & Other Internal Rules;
u) To appoint the Chairs of Committees, Panels and Working Groups, where applicable, as well as the members of such EFC Bodies proposed by the Members (subject to the provisions of the Organisational Regulations & Other Internal Rules providing otherwise) and to define the composition, organisation and competences of such Committees, Panels and Working Groups;
v) To recall and remove EFC 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 EFC 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 create any relevant entities/structures that may enhance the capability, reach or effectiveness of EFC, including, but not limited to, joint ventures, subsidiaries, affiliates or charitable foundations.
aa) 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

[1] The term of office of the EFC Chair and the Board Members runs as from the first General Assembly in an EFC Cycle until the first General Assembly in the next EFC Cycle.

[2] 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 Members (in accordance with the rules and procedures detailed in these Statutes), for the remaining period of their term at the next General Assembly.

[3] If a Board Member elected or appointed by the General Assembly obtains an active office at a different football club, their position on the Board will become vacant. A replacement will be elected by the relevant 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.

[4] Elections during the course of an EFC Cycle shall be based on the UEFA association club coefficient ranking at the beginning of the EFC Cycle.

[5] If a Board Member appointed to the UC3 Board of Administration 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

[1] The EFC Chair or, in their absence, the highest-ranked Vice-Chair shall chair the meetings of the Board.

[2] The Board shall meet as often as may be determined by the EFC Chair or when requested by thirteen (13) Board Members with voting rights, but, in principle, twice per year.

[3] 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.

[4] Board Members shall, in principle, be notified at least twenty (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 (5) 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 (3) 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.

[5] The CEO participates in the meetings of the Board without voting rights.

[6] The EFC Chair may invite interested third parties to attend meetings.

Article 27 – Quorum & Decisions

[1] The Board shall be validly convened if a minimum of twenty-two (22) Board Members holding voting rights, including at least four (4) of the seven (7) Board Members appointed/elected to the UEFA ExCo and the UC3 Board of Administration, attend the meeting.

[2] The Board Members elected pursuant to Article 20.1 let. f) and let. g) 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 EFC as an organisation (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.

[3] 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.

[4] In the event of a tie, the EFC Chair shall have the casting vote.

[5] 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

[1] Each Board Member entitled to vote shall have one (1) vote.

[2] A Board Member who is unable to attend a meeting of the Board cannot be replaced by a substitute, and shall consider appointing another Board Member for any vote. In such case, the absent 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 (3) votes at a meeting of the Board.

[3] 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

[1] Minutes of the Board meetings shall be sent to all Board Members ahead of the next meeting.

[2] Minutes shall be signed by the CEO and a second EFC authorised signatory registered in the commercial register who attended the Board meeting.

3. Executive Committee

Article 30 – Composition

[1] The Executive Committee is the executive body of EFC and shall be composed as follows:

a) The EFC Chair elected pursuant to Article 22.7 let. a);
b) The five (5) Board Members elected as Vice-Chairs pursuant to Article 22.7 let. b); and
c) Six (6) Board Members appointed from among the Board Members by the Board.

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

Article 31 – Eligibility Requirements

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

Article 32 – Appointments

[1] The appointment procedure of the Executive Committee is governed by these Statutes.

[2] At the second Board meeting that takes place after the first General Assembly in a new EFC Cycle, the Board shall (i) confirm the appointment into the Executive Committee of the Board Members elected/appointed in accordance with Article 22.7 let. a) and 22.7 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 EFC 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

[1] Executive Committee Members shall:

a) Attend all Executive Committee meetings to which they are called. Unless the Executive Committee recognises a valid justification, the failure to attend more than one (1) Executive Committee meeting during a sporting season, or two (2) consecutive ones, shall, in principle, result in an immediate and automatic revocation of office;
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 EFC and the Executive Committee;
d) Act in good faith towards EFC, its Members, the Board and the Executive Committee; and
e) Comply with the general obligations provided under Article 43 of these Statutes.

Article 34 – Powers

[1] 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*: Monitor and manage the implementation of the annual plan and long-term strategic plan defined and approved by the Board;

a) 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

b) Ensure that the Board is regularly updated and informed in respect of all material decisions taken by the Executive Committee.

[2] 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 EFC in any external bodies other than the UEFA ExCo, the UC3 Board of Administration 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 54;
c) Any decisions taken by the Executive Committee in accordance with the powers detailed in Article 24 let. f) and g); and
d) To appoint, recall or remove the chairs of EFC Bodies where applicable.

[3] The Executive Committee is not permitted to take the following decisions, each of which can only be taken by the Board:

a) To appoint, elect and recall the representatives of EFC in the UEFA ExCo and the UC3 Board of Administration in accordance with the applicable rules;
b) To appoint and recall the representatives of EFC in the UEFA CCC;
c) To appoint, recall or remove Independent Members of the Board, pursuant to Article 40;
d) To appoint, recall or remove the CEO, pursuant to Article 46;
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 EFC acts as a shareholder of UC3 or any other legal entity;
g) Any decision pursuant to Article 24 let. z); and
Any decision listed in Article 27.3.

Article 35 – Term of office

[1] The term of office of the Executive Committee Members runs as from the second Board meeting following the first General Assembly in an EFC Cycle until the first General Assembly in the next EFC Cycle.

[2] 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 the Statutes.

Article 36 – Meetings

[1] The EFC Chair or, in their absence, the highest-ranked Vice-Chair shall chair the meetings of the Executive Committee.

[2] The Executive Committee shall meet as often as may be determined by the EFC Chair who acts as 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.

[3] 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.

[4] 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 (5) 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.

[5] The CEO participates in the meetings of the Executive Committee without voting rights.

[6] The EFC Chair may invite interested third parties to attend meetings.

Article 37 – Quorum & Decisions

[1] The Executive Committee shall be validly convened if a minimum of seven (7) Executive Committee Members are in attendance, including the EFC Chair and at least three (3) of the five (5) Vice-Chairs.

[2] 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 EFC as an organisation (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.

[3] 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.

[4] In the event of a tie, the EFC Chair, who acts as chair of the Executive Committee shall have the casting vote.

[5] A decision in writing (including by 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

[1] Each Executive Committee Member shall have one (1) vote.

[2] An Executive Committee Member who is unable to attend a meeting of the Executive Committee cannot be replaced by a substitute but shall consider appointing another Executive Committee Member for any vote. In such case, the absent 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 (2) votes at a meeting of the Executive Committee.

[3] 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

[1] Minutes of the Executive Committee meetings shall be sent to all Executive Committee Members ahead of the next meeting of the Executive Committee or Board, whatever comes first.

[2] Minutes shall be signed by the CEO and a second EFC authorised signatory registered in the commercial register who attended the Executive Committee meeting.

V. INDEPENDENT MEMBERS OF THE BOARD

Article 40 – Status of the Independent Members of the Board

[1] The Board may, at any point in time, appoint up to three (3) 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.

[2] If three Independent Members of the Board are appointed, at least one (1) must be female.

[3] No call for candidates needs to be issued prior to the appointment by the Board of Independent Members of the Board.

Article 41 – Eligibility Requirements & Obligations

[1] Independent Members of the Board shall be responsible for a specific area of expertise, selected at the discretion of the Board. Nevertheless, if three (3) Independent Members of the Board are appointed, one (1) shall, in principle, always be responsible for the area of equity, diversity and inclusion.

[2] Independent Members of the Board shall not hold active office in any Member.

[3] Independent Members of the Board 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.

[4] 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 42 – 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.

VI. EFC REPRESENTATIVES AND MEMBERS OF EFC BODIES AND ORGANS

Article 43 – General Obligations

[1] EFC Representatives shall comply with the obligations laid down in Article 8 let. f) to let. j) of these Statutes which are deemed to apply directly to each individual.

[2] In addition, they shall:

a) Subject to Article 21.1, 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 EFC 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 EFC Administration and notify it of any changes; and
c) Inform the EFC 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.).

[3] 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.

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

Article 44 – 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 Committee, which shall then issue a recommendation to the CEO.

VII. ADMINISTRATION

Article 45 – Functions

The EFC 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 EFC;
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 46 – Appointment and remuneration

[1] The CEO is appointed by the Board.

[2] The CEO shall receive a remuneration to be determined by the Board.

VIII. REPRESENTATION AND FINANCES

Article 47 – Representation

[1] The EFC Chair shall represent EFC vis-à-vis third parties.

[2] The Board shall determine the signatory powers within EFC and the limits within which such powers may be exercised.

Article 48 – Membership Fees

[1] The economic resources of EFC shall consist of membership fees.

[2] The annual membership fee shall be proposed by the Board in a reasonable manner having regard to the composition of EFC and shall be approved by the General Assembly.

[3] Membership fees shall be paid by each Member at the beginning of the financial year.

[4] Only the assets of EFC shall be liable for the debts of EFC. There is no liability of the Members for the liabilities of EFC.

Article 49 – Accounts and financial year

[1] Each year the Board shall draw up the accounts for the previous financial year and submit them to the General Assembly for approval.

[2] The financial year shall run from 1 July to 30 June of the following year.

Article 50 – Financial audit

EFC shall have its accounts audited by an independent auditor to be appointed by the General Assembly.

IX. FINAL PROVISIONS

Article 51 – Dissolution

[1] In the event of dissolution of EFC, the Board shall appoint one (1) or more liquidators who shall discharge all debts and liabilities incurred by EFC.

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

Article 52 – Official languages and communications

[1] The official language of EFC is English.

[2] If official documents of EFC are published in several languages, the English version shall be authoritative.

[3] Meetings of the General Assembly, the Board, the Executive Committee, and EFC Bodies shall be conducted in English. In principle, simultaneous translations shall not be provided.

[4] Written communications to the Members of EFC, EFC Bodies, the Board and/or the Executive Committee shall be in English.

[5] Communications to the Members of EFC, EFC Bodies, the Board and/or the Executive Committee shall, in principle, be by email.

Article 53 – Applicable law and jurisdiction

[1] These Statutes shall be governed by the laws of Switzerland.

[2] Any dispute arising from or related to the application of these Statutes, and/or any regulations or decisions adopted by EFC, as well as any dispute between EFC and a Member or between EFC and an EFC 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 54 – 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 55 – Transitory Provisions and coming into force

[1] Subject to what is mentioned directly below, the amended version of these Statutes shall enter into force on 1 October 2026.

[2] The following amendments shall take effect only from the start of the 2027-2031 EFC Cycle; until then, they shall remain governed by the relevant corresponding provisions in the previous edition of the Statutes:

a) The increased number of eligible football clubs for ordinary membership as contained in Article 4.1 and its corresponding table;
b) The increased number of eligible football clubs for ordinary membership as contained in Article 4bis.1;
c) The composition and functioning of the General Assembly under Articles 7, 14, 16, 17 and 18;
d) The composition of the Board under Article 20;
e) Election and appointment of the Board under Article 22; and
f) The quorum of the Board under Article 27.1.

[3] The following articles shall remain applicable and in force until the start of the 2027-2031 EFC Cycle:

a) The position and rights of the Subdivision Representatives under Articles 40 to 44 of the 2023 ECA Statutes, as well as under any other relevant provisions of the 2023 ECA Statutes referring to the Subdivision Representatives; and
b) The position of Diversity Champion as provided under Article 22.6 of the 2023 ECA Statutes.

[4] Any other provision for which these Statutes expressly provide a later date of coming into force shall apply from that date.

Article 56 – 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, the General Assembly held on 28 March 2023 in Budapest and the General Assembly held on 29 September 2026 in Copenhagen.

Article 57 – Intellectual Property

EFC's logo as well as the name "European Football Clubs" and any other identifying symbol used by EFC are the exclusive property of EFC and may not be used or reproduced by any party, including Members, without its prior written consent.

Copenhagen, 29 September 2026



Nasser Al-Khelaïfi
EFC Chairman



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