



STATUTES



GOVERNING DOCUMENT





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Preliminary

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

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

1.3 Capitalised terms in these Statutes will have the meanings given to them in Article 16.

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

1.5 The Organisation is a non-profit association governed by the Articles 60 et seq. of the Swiss Civil Code. The Organisation shall consist of the National Associations that are affiliated to it under Article 3. For trading, promotional and other purposes a brand name may be established by the Board.

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

1.7 In case of divergence in the interpretation of the Statutes, the original text, written in English, will be considered authoritative.

Purpose, Powers, Authority and Legal Seat

2.1 The Organisation's fundamental purposes are:

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

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

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

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

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

(f) to preserve the integrity of the sport, including by adopting rules implementing the World Anti-Doping Code and other appropriate codes of conduct and regulations, and ensuring that such rules, codes, and regulations are enforced at all American football events sanctioned by the Organisation, and/or a Member (as applicable);

(g) to promote the education, training, and development of knowledge and skills in American football, and to promote the development of excellence in administration, assessment, coaching, officiating, and competitions across the globe;

- (h) to examine and promote research and development and the dissemination of information in all areas relating to American football;
- (i) to establish and maintain an efficient administration to control, regulate and direct the affairs of the Organisation and the sport of American football, and to foster high standards of administration by Members;
- (j) to strive for the addition of American football to the Olympic programme; Commonwealth programme, or any other relevant major sporting event programme;
- (k) to assume responsibility for the technical control and direction of American football at the Olympic Games, Commonwealth Games, World Games, World Student Games or other such major event;
- (l) to open offices and issue mandates worldwide;
- (m) to ensure that at all levels of the Federation there is a commitment to equality, diversity and inclusion and to promote equal representation across all elected and appointed roles, and
- (n) to promote and implement programmes and practices which ensure the sustainability of the sport of American football, including the environment within which the sport takes place.
- (o) to promote and develop esport in connection with the sport of American football.

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

- (a) amend its Statutes, Rules, and Regulations to make further provision for the management and control of the sport of American football and/or the affairs of the Organisation, and/or Members, and for the resolution of disputes relating thereto;
- (b) establish or refine Regulations and Dispute Resolution procedures concerning the conduct of the sport of American football throughout the world, including the official rules of the game, a code of ethics (including Conflicts of Interest) for those involved in the governance of American football, rules governing eligibility of players to represent a National Association in International Events, rules governing the sanctioning and/or conduct of events (including national events), establishing an ethics commission, and creating codes of conduct for participants in events;

- (c) apply and enforce these Statutes, Rules, and the Regulations, and/or ensure their application and enforcement by Members, throughout the sport;
- (d) organise and/or sanction the organisation of International Events;
- (e) raise funds to finance the activities of the Organisation by any available means, including by seeking donations and/or grants, by levying subscriptions and other fees (for example, fees for sanctioning events) from Members, as well as by exploiting the commercial assets of the Organisation, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls, including the commercial rights to International Events. The income and property of the Organisation shall be applied solely towards the promotion of its Purposes and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Organisation notwithstanding the payment in good faith of the below 2.2 f – l;
- (f) employ, contract, and pay any person(s) (including by way of salaries, wages, charges and pensions) to supervise, organise and carry out the work of the Organisation;
- g) purchase, lease, or otherwise acquire any property or other rights and privileges, construct, maintain, and alter any buildings or premises, and/or sell, let, mortgage, dispose of, turn to account, or otherwise deal with any or all of the property or assets of the Organisation;
- (h) invest any funds in such manner as thought fit and which are subject to the scrutiny of Congress through annual reporting;
- (i) establish, acquire or otherwise control other legal entities such as foundations, trusts or corporations;
- (j) insure, arrange insurance for, and/or indemnify its officers, servants, voluntary workers and such other persons as thought fit in respect to work carried out in the performance of their duties;
- (k) provide oversight and regulation of Committees;
- (l) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its purposes.

m) promote within its structures, gender equality and a commitment to effectively represent the diverse communities which support the sport of American football; and

n) provide financial support to its members on an exceptional basis.

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

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

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

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

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

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

2.5 The legal seat of the Organisation shall be a city in Switzerland, determined by the Board.

Membership

3.1 One Country/Region, one Member

3.1.1 Membership of the Organisation is open to one Member per Country/Region. The sole and exclusive authority of a Member to govern American football at national level will extend as far as the political boundaries of the Country/Region that it represents. Where a National Olympic Committee exists, IFAF will refer to the area of jurisdiction of the National Olympic Committee for any given Country/Region, as recognised by the IOC. In case of conflict with respect to the area of jurisdiction of a Member, which cannot be solved by referring to the area of jurisdiction of the National Olympic Committee, the Board will decide in its discretion.

3.1.2 Membership Categories. There are three, tiered membership categories which operate on an annual basis: (a) Allied Member, (b) Associate Member and (c) Full Member.

3.2 Core membership requirements for all tiers of membership

3.2.1 member federations must be a legally-constituted body that is not-for-profit in the Country/Region it seeks to represent;

3.2.2 member federations must have an organisational or corporate bank account;

3.2.3 member federations must provide working plan to promote gender representation in committees and on the Board;

3.2.4 member federations constitutions must be democratic and declare its opposition to any discrimination on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation or trade union activity, and its formal undertaking to be bound by and to comply with the obligations placed on Members pursuant to the Statutes and the Regulations;

3.2.5 member federations governing documents (as amended from time to time) shall, to the fullest extent permitted by its national laws, comply with the Organisation's Statutes, Rules, and the Regulations;

3.2.6. member federations must be concerned solely and exclusively with the administration, organisation and playing of American football and not with any other sport (unless authorized to operate as a multi-sport federation by the relevant national government or lead sports development agencies in its respective Country/Region);

3.2.7 member federations must have paid the relevant annual membership payment; and

3.2.8 member federations must at all times be in full compliance with these Statutes and the Regulations.

3.3 Allied Members.

3.3.1. The Executive Board, advised by the Lead Executive Officer, may assign the category of Allied Member to any organisation working to become a recognised national federation under conditions fixed by the Board.

3.3.2 Allied Members must apply in writing for Allied Membership;

3.3.3 Allied Members must present their Statutes, Regulations and Annual Accounts to the Executive Board on an annual basis;

3.3.4 Allied Members must provide a working plan to promote elite athlete engagement within the federation's governance;

3.3.5 Allied Members must have a stated mission and purpose to develop the sport;

3.3.6 Allied Members must have a stated mission and purpose to develop high performance and / or international competitive initiatives;

3.3.7 Allied Membership Benefits.:

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

3.3.7.2 Allied Members may bid to host tournaments, may take part in IFAF-sanctioned fixtures, and may be able to take part in IFAF-sanctioned events if there is a designated 'Allied Membership' component.

3.3.8 Allied Members have the option of paying their initial membership fee at any point in the calendar year. Once an Allied Member they must pay their annual membership by January 31 of the membership year.

3.3.9 Allied Members have to meet the designated criteria and be accepted by Congress in order to gain Associate Member status.

3.3.10 Allied Membership status is conferred for a maximum of three years (three Congressional cycles). By the end of that period the federation must have either applied and successfully become Associate member or lose their membership status.

3.4 Associate Members.

3.4.1 Any national federation that has been conferred Allied Membership may be eligible to become an Associate Member upon meeting the following requirements:

3.4.2 Associate Members must have been charged with the leadership and management of the sport in their Country/Region by the applicable government ministry, sporting authority and / or National Olympic Committee and claim the exclusive right to govern amateur football in its Country/Region;

3.4.3 Associate Members must publish their financial statements on an annual basis and present its Statutes, Regulations and annual accounts to the Organisation's Board on an annual basis;

3.4.4 Associate Members must have an Athlete Committee with representatives of the competitive discipline(s) in which the federation participates;

3.4.5 Associate Members must compete in a minimum of one approved IFAF fixture (tackle or flag) in the most recent two-year membership period to maintain membership status;

3.4.6 Associate Members must have organised, under its auspices, regulated competitions and implemented referee and coach development systems, as part of a published development strategy;

3.4.7 Associate Members must demonstrate a working plan to develop, support and execute its high performance programmes, specifically for national team participation in IFAF international fixtures;

3.4.8 Associate Membership Rights and Benefits

3.4.8.1 Associate Members are entitled to host and/or participate in all IFAF-recognised International Events subject to meeting the agreed criteria in the Championship Regulations.

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

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

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

3.5. Full Members.

3.5.1 Any national federation that has been conferred Associate Membership may be eligible to become a Full Member upon meeting the following requirements:

3.5.2 Full Members must have been charged with the leadership and management of the sport in their Country/Region by the applicable government ministry, sporting authority and / or National Olympic Committee and claim the exclusive right to govern amateur football in its Country/Region;

3.5.3 Full Members must publish their financial statements on an annual basis and present its Statutes, Regulations and annual accounts to the Organisation's Board on an annual basis;

3.5.4 Full Members must have an Athlete Committee with representatives of the competitive discipline(s) in which the federation participates;

3.5.5 Full Members must compete in international competition in:

3.5.5.1 both a male and female category in at least one format (tackle or flag); and,

3.5.5.2 at least one additional category (regardless of format) within the most recent two-year membership period to maintain membership status.

3.5.6 Full Members must have organised, under its auspices, regulated competitions and implemented referee and coach development systems, as part of a published development strategy;

3.5.7 Full Members must demonstrate a working plan to develop, support and execute its high performance programmes, specifically for national team participation in IFAF international fixtures.

3.5.8 Full Membership Rights and Benefits

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

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

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

3.5.8.4 Full Members may exercise other rights arising from the Governing Documents.

3.6 Applications for Membership

3.6.1 Applications for membership may be made as follows:

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

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

(c) Where a National Association's membership has been terminated because of withdrawal or expulsion, another entity may apply in writing to the Board to be admitted in place of that Member.

(d) Where a National Association's membership has been suspended, for any reason, another entity may apply in writing to the Board to be admitted in place of that Member. Upon receipt, the Lead Executive Officer will send a copy of the application to the suspended Member, which will have 30 days from receipt of the application to notify the Lead Executive Officer if it disputes the application. Congress will consider the application at its next ordinary meeting. If the suspended Member has given notice by the required deadline, it will be given the opportunity to be heard by Congress before any final decision is made on the application.

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

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

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

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

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

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

(e) evidence establishing that the applicant satisfies the criteria set out in Membership articles

(f) any further information requested by the Board.

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

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

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

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

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

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

(d) The decision of Congress will be final. The unsuccessful applicant may appeal that decision to CAS in accordance with Article 13.

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

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

3.7 Withdrawal from membership

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

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

3.8 Suspension and expulsion from membership

3.8.1 Subject to Article 3.8.2, a Full, Associate or existing Allied Member that fails to pay its annual subscription by 31 January of any year will have their membership automatically frozen, resulting in all rights being withdrawn until full payment is made. This period expires on July 31 of that membership year by which time the fee payment must have been settled for that year. Failure to meet the July 31 payment will result in their losing membership status. Any late payment from 31 January will be subject to a single 10% surcharge. Failure to meet the 31 January deadline in two consecutive years will result in the federation losing membership status and having to reapply to Congress. Any debts must be repaid before readmittance as either a Full, Associate Member or Allied Member.

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

3.8.3 In addition to Sections 3.8.1 and 3.8.2, any Member may be suspended or expelled from membership in the Organisation on any of the following grounds:

(a) a Member has become insolvent, suspended operations, dissolved, or otherwise ceased to exist, or proposes to do any of those things;

(b) a Member no longer satisfies all of the criteria for membership set out in the Statutes as applicable.

(c) a Member ceases to be autonomous in respect of its operations and/or its composition;

(d) a Member commits a serious or persistent breach of its obligations as a Member, or brings the Organisation or the sport of American football into disrepute, or otherwise neglects or compromises the interests of the Organisation;

(e) upon the recommendation of the Board, for example, where a Member fails to comply with the reasonable directions of the Board; provided always that the Member will be given due notice of any such proposal (and the grounds for such proposal) and an opportunity to be heard by the Full Members before any final decision is made. Any such decision will be subject to appeal by the Member to CAS in accordance with Article 13; or

(f) there is other just cause to suspend or expel the Member;

(g) there is formal recommendation by the International Olympic Committee and / or the World Anti-Doping Agency to suspend or expel any Member or any sporting entity from the Country/Region of that Member.

3.8.4 The Board has authority to issue any decision based on article 3.8.1 or 3.8.2, as well as any decision of suspension under article 3.8.3. The Congress has authority to expel a Member under article 3.8.3 upon a Special Resolution.

3.8.5 In any case, before any decision is taken to suspend or expel any Member, the Board will give the Member due notice and an opportunity to be heard (by written submission unless otherwise determined by the Board) before making any such decision. Furthermore, any decision of expulsion by the Congress requires a prior referral by the Board. The suspended or expelled Member may appeal to CAS in accordance with Article 13.

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

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

3.8.8 In cases where action is warranted but suspension or expulsion would be inappropriate, the Board may caution or censure a Member, withhold grants or subsidies from a Member, exclude a Member's national representative team(s) from International Event(s), remove or deny accreditation to representatives of a Member, or take such other action as they deem appropriate, provided that the Member will be given due notice and an opportunity to be heard before any final decision is made. Any such decision will be subject to appeal by the Member to CAS in accordance with Article 13.

3.9 Membership Fees

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

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

3.10 Rights and obligations of Members

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

3.10.2 Each Member must:

- (a) respect and comply at all times with these Statutes and the Regulations;
- (b) pay when due all subscriptions and other monies owing to the Organisation or those Members or other designated bodies charged with delivering an event accredited by the Organisation;
- (c) select its office-holders by democratic elections free from any improper external influence;
- (d) manage its affairs autonomously and without interference from bodies outside the Olympic movement;
- (e) comply with decisions and directives issued by the Organisation;

- (f) adopt, implement and enforce within its Country/Region, statutes and/or regulations that are consistent with these Statutes and the Regulations, including (without limitation) anti-doping regulations that are compliant with the World Anti-Doping Code and the Organisation's anti-doping regulations (as amended from time to time);
- (g) comply with, recognise and enforce within its Country/Region (i) all decisions of the Organisation's constituent bodies and/or officials made under these Statutes and the Regulations; (ii) periods of ineligibility and other disciplinary sanctions imposed by the Organisation; and (iii) periods of ineligibility and other disciplinary sanctions imposed by Continental Federations or Members;
- (h) keep the Organisation informed of its current contact details (including its postal address, telephone numbers, and email address) as well as the current full names, residential addresses, telephone numbers and email addresses of its principal office holders;
- (i) file such reports on its activities and provide such other information as requested by the Board from time to time; and
- (j) respond to requests from the Board and/or a designated committee, in a timely manner.

Governing Law

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

Congress

5.1 Composition and authority

5.1.1 The Congress is the general assembly within the meaning of Articles 64 to 68 of the Swiss Civil Code. It is composed of the Members of the Organisation.

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

- (a) give authority to amend the Statutes (which may only be effected by Special Resolution);
- (b) admit Associate and Full Members;
- (c) expel a Member upon recommendation of the Board in accordance with article 3.8.3;
- (d) elect the Board;
- (e) elect an Auditor, upon referral from the Board; and
- (f) exercise any other powers provided for in these Statutes or the Regulations.

5.2 Meetings

5.2.1 An ordinary Congress shall be held every calendar year. The Board will seek but not be bound, to announce the venue of the forthcoming Congress as a Standing Order on the Congress Agenda thereby giving Members maximum notice. The Federation Board has also full discretion to organise a Congress online and/or to allow participation of delegates at a Congress remotely.

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

5.3 Notice

5.3.1 Members must be given notice of the date, time, and location as soon as possible but no later than 120 days prior to the Congress. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Congress need be specified in the notice or waiver of such meeting. However, special meetings of Congress may be called at shorter notice by the Federation Board in case of an emergency, and provided that the Congress is held online.

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

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

5.3.4 The Agenda for the Congress will be provided to Members at least 30 days before the date of the meeting, the Federation Board being entitled to reduce this deadline in case of a special meeting of the Congress held in an emergency. In the case of an ordinary Congress, the Agenda will include:

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

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

5.4 Attendance and Participation

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

(a) The Lead Executive Officer and Board may attend and speak at any Congress but will not be entitled to vote (save that the chair of Congress will have a casting vote in the case of equality of voting).

(b) In respect of any applications for membership to be considered at Congress, the Board may invite up to two delegates of the applicant to attend Congress as observers and make a short statement in support of the application.

(c) Other observers and speakers, at the discretion of the Board, save that this provision will not be used to allow the attendance of additional representatives of Members, suspended or former Members, or disqualified members of the Board. Such invitation to attend and/or speak may be challenged by any Full Member and, if any such challenge is upheld by Special Resolution, the invitation will be withdrawn.

(d) As otherwise provided in these Statutes.

5.4.2 A Member will not be deemed to be present at Congress if they are not present in the Congress room in person or are not present on the online platform in case of virtual Congress.

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

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

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

5.4.6 No business (except an adjournment) will be transacted at Congress unless a quorum is present when it proceeds to business. A meeting of Congress is duly constituted and quorate if, at the commencement of the meeting, there are a minimum of fifty percent plus one of the voting Members present by virtue of their duly appointed delegate(s). If such a quorum is not present within one hour from the time appointed for Congress or if during Congress such a quorum ceases to be present, Congress will be adjourned to a date, time and location to be determined by the Federation Board (and notified to the Members). The notice for convening a new Congress shall be a minimum of 15 days and the new Congress may take place even in the absence of a quorum. No business will be transacted at an adjourned Congress other than business that might properly have been transacted at Congress had an adjournment not taken place

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

5.5 Decision-making

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

- (a) a resolution passed at Congress; or
- (b) a resolution consented to in writing by the Members.

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

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

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

The Board

6.1 Composition

6.1.1 The Board will be comprised of:

- (a) the President;
- (b) two Vice Presidents (with both genders being represented);
- (c) three Directors (with both genders being represented);
- (d) two Directors of Athlete Representation (each elected in accordance with the Athlete Committee Regulations, (with both genders being represented);
- (e) A nominated representative of the National Football League (NFL): the current legal representative or any other person duly mandated by the NFL; and
- (f) a maximum of five Continental Directors representing each of the designated continental areas
(each elected in accordance with Statutes 6.1.2 to 6.1.11);
- (g) two non-Executive Directors (with both genders being represented);
(appointed by the Board in accordance with Statutes 6.1.9).

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

- (a) it is proposed by a Full or Associate Member and seconded by another Full or Associate Member in accordance with any nomination form prescribed;
- (b) A Member cannot nominate or second more than two candidates per election, encompassing all available roles.

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

(d) recognising that the nominated individual does not have to be a member of the national association but must meet the criteria laid out in the IFAF Electoral Guidance

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

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

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

(a) Election for President

(b) Election for the two Vice-Presidents.

(c) Election for the three Directors

6.1.6 Elections for Continental Directors representing a designated continental area require the candidates to be proposed, pursuant to 6.1.2(a), by a Member from within the continent which the candidate is seeking to represent, but the candidature does not need to be seconded by another Member. Whereas for the other positions voting draws from all eligible Members, for continental roles only constituent nations from that continent which are eligible to vote, may do so for the candidate seeking to represent them.

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

6.1.8 In all elections (including where there is only one nominee for any given role), the elected nominee(s) must receive more than one half of the votes duly recorded. If no one nominee receives more than one half of the votes duly recorded, then a further ballot or ballots will be held. On each ballot after the first one, the nominee who has received the least number of votes on the previous ballot will be automatically removed from further ballots for that role. This process will continue until enough nominees secure more than one half of the votes duly recorded in the ballot, and that nominee will be elected. When the Statutes provide for a minimum representation of each gender, this process will continue until one nominee from the appropriate gender secures more than one half of the votes duly recorded in the ballot, and that nominee will be elected. If in any ballot two or more nominees have an equal number of votes and one of them has to be removed from further ballots, the nominee with the least number of votes in the previous ballot (in which they did not have an equal number of votes) will be removed. If in any ballot the number of nominees securing more than one half of the votes is higher than the number of available positions, the nominees with the highest number of votes will be elected. Pursuant to Article 5.4.1(a), the chair of Congress will have a casting vote in the case of equality of voting; they shall be entitled to resolve any decision in the context of the organisation of the elections, notably in case of a tie. The Organisation seeks to encourage a mixed-gender Board.

6.1.9 Appointment of the two non-Executive Directors shall be made by the Federation Board during its first meeting following the electoral Congress, further to an open call for candidates. The applicants need to provide a CV and a statement confirming their willingness to stand and confirming that they have no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest).

6.1.10 Subject to Statute 6.1.11 and the Regulations, the term of office of each member of the Board will be four years, and members of the Board will hold office from the time of their election until the close of the Congress at which their position falls vacant for election (except for the non-Executive Directors, who will hold office until the first meeting of the Federation Board at which their position falls vacant for appointment);

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

- (a) they resign from office by written notice to the Organisation;
- (b) they are ineligible or ceases to be a Board member by virtue of becoming prohibited by law (either in their home Country/Region or the country where the Organisation's legal seat is based) from holding a Board member's role;
- (c) they become bankrupt or makes any arrangement or composition with creditors generally;
- (d) an order is made by a court having jurisdiction (whether in the legal seat or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to their property or affairs;
- (e) they are absent from Board meetings for more than two consecutive meetings, without apology and due cause and the Board determines that their office should be vacated; or
- (f) they have been convicted of a criminal offence (other than a motoring offence or other minor offence not resulting in a custodial sentence) and the Federation Board determines that their office should be vacated.

6.1.12 In the event of a vacancy on the Board in respect of a Board Member appointed pursuant to Statutes 6.1.2 to 6.1.9, the Board will elect a replacement to hold office for the remainder of the term.

6.1.13 No Board Member may serve more than three terms cumulatively across any position.. For the purpose of this provision a partial term of office as per Statute 6.1.12 shall count as a full term of office

6.1.14 Any term served by Board Members prior to the entry into force of these Statutes shall be taken into consideration for the purpose of Statute 6.1.13.

6.1.15 The Board must have no more than 3 elected Board members of the same nationality as defined by their passport.

6.2 Powers of the Board

6.2.1 Subject to the provisions of the laws of Switzerland, these Statutes, and any decision by the Congress, the business of the Organisation will be managed by the Board which has two components. The positions of President, Vice Presidents, Directors and Directors of Athlete Representation shall form the Executive Board which will be the Organisation's executive body empowered to deliver against matters referenced in these Statutes and which are not exclusively reserved for Congress. Together with the remaining Board members they form the Federation Board which is responsible for strategic and financial planning and reporting alongside oversight of the Executive Board, the Standing Committees and the judicial bodies. The Executive Board have the power to appoint people to all non-elected positions on the above. For the purpose of interpreting those statutes, any reference to the "Board" shall encompass any decision that can be taken by the Federation Board or the Executive Board, whilst references to the "Federation Board" refer to decisions that can be taken by the Federation Board only (and not by the Executive Board), whilst references to the Executive Board refer to decisions that can be taken by the Executive Board only (and not by the Federation Board). To these purposes, the Board may exercise all of the powers of the Organisation. Such business includes:

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

(k) changing the location of the Organisation's registered office; and

(l) issuing any such decision or undertaking any step that does not fall within the exclusive competence of the Congress under these Statutes.

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

6.2.3 The legal signatory for the Organisation is the President. However, any written contract, deed, instrument, power of attorney, or other document may be made or executed on behalf of the Organisation by any person (including any Executive Board Member) acting with the authority of the Federation Board.

6.2.4 The Executive Board may resolve, by power of attorney or otherwise, to appoint any person(s) (including a Board member, the Lead Executive Officer or the Chief Financial officer) to be an authorised signatory of the Organisation, for such purposes and on such conditions as they determine.

6.2.5 All relevant decisions of the Board will be reported to Members following each Board meeting (in a format to be determined by the Board from time to time) and in the report provided to Congress pursuant to Article 5.3.4 (b).

6.3 Meetings

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

6.3.2 The Executive Board will meet at least quarterly and the Federation Board will meet at least twice a year, including at Congress.

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

6.3.4 The Lead Executive Officer will be entitled to attend and speak at all meetings of the Board (with no voting right).

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

6.3.6 A meeting of the Board (Executive or Federation) is duly constituted and quorate if, at the commencement of the meeting, there are at least half of the members present, of which at least one is the President or a Vice-President.

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

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

6.3.9 Subject to the provisions of Swiss law and the provisions of these Statutes dealing with Conflicts of Interests, a member of the Board, notwithstanding their office:

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

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

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

6.3.10 A member of the Board will be obliged to disclose all (direct or indirect) material and pecuniary interests that they have in any matter to be discussed and to comply with Section 16 of the Statutes.

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

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

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

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

6.3.15 Any action that may be taken by the Board at a meeting may also be taken by a resolution of the Board members consented to in writing by a majority of the Board members within a deadline of no less than five days to be fixed by the President (or a Vice President) provided that a copy of the proposed resolution is sent to all of the persons entitled to consent to it. Each member of the Board may request an urgent meeting of the Board to discuss the resolution; the meeting shall take place on short notice by tele- or videoconference. If any written resolution of the Board is adopted, a copy of such resolution will be sent to all such Board members forthwith upon it taking effect.

6.3.16 Where a written resolution has been circulated to a Board member pursuant to Article 6.3.15 and has not been received back by the Organisation within the deadline communicated by the President (or Vice President), that Board member will be deemed to have approved and signed the resolution.

6.4 Remuneration

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

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

6.4.3 Board Members may be paid a daily expense allowance when engaged on official business of the Organisation with prior approval gained through the financial procedures policy.

6.4.4 Board Members may receive a remuneration, in accordance with Swiss tax practice, if they provide services to the Organisations that go further than discharging their duties as Board Members.

Staff, Committees, Tribunals and other Bodies

Staff

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

7.2 The Secretariat composition may vary dependent upon the needs of the Organisation but shall in any case include a Lead Executive Officer. It may also include a Sport Manager, Finance and Membership Manager, and Event Manager, as well as other Managers as deemed fit by the Board. The Lead Executive Officer is in charge of the organisation of the Secretariat and for recruiting the appropriate staff.

Standing Committees

7.3 The Organisation shall have several standing committees that shall convene regularly either in conjunction with Congress, International Events, or independently (via electronic means if required). Unless otherwise specified in a committee role description, committees shall consist of a Chair and no more than seven additional members. No application or appointment to a Standing Committee is valid unless:

- (a) the candidate applies in accordance with any nomination form prescribed;
- (b) the individual meets the eligibility criteria set out in the nominations process;
- (c) the Organisation has received a CV and statement signed by the candidate confirming both their willingness to stand, and that they hold no pecuniary interest in the game of American football (or, if they do have such an interest, setting out in full the nature and extent of such interest, which statement will be included in the papers distributed for Congress).

7.4 Committee Chairs and members may serve up to two consecutive four-year terms. Chairs may be appointed by the Executive Board from the successful applicants or elected via the committee members.

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

7.6 The Standing Committees are:

- (a) The IFAF Health and Medical Committee
- (b) The IFAF Athlete Committee
- (c) The IFAF Audit and Risk Committee
- (d) The IFAF Rules of the Game Committees (for each respective discipline).

7.7 The Executive Board may appoint other special committees in accordance with the IFAF Committees Policy.

7.8 Each Standing Committee is global in its remit and will have published terms of reference.

7.9 Remuneration

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

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

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

7.9.4 Committee Members may receive a remuneration, in accordance with Swiss tax practice, if they provide services to the Organisations that go further than discharging their duties as Committee Members

Continental Committees

7.10 Each continent has a Continental Committee that supports the Continental Director consisting of no more than 3 people.

7.11 The appointment of Continental Committee members is made by the Executive Board against a published nominations process. A Committee member cannot be nominated and appointed unless:

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

(b) the individual meets the eligibility criteria set out in the nominations process, even if the nominated individual is not a member of a national association.

7.12 Continental Meetings

7.12.1 The Continental Committee may convene a meeting of member nations annually at Congress to discuss issues pertinent to their respective continents. With the approval of the Executive Board they may also convene a meeting of member nations at any point during the year allowing for 60 days' notice.

7.12.2 Full, Associate and Allied members are entitled to send a delegate to these meetings.

7.13 Powers of the Continental Committee

7.13.1 Subject to the provisions of the laws of Switzerland, these Statutes, and any directions given by the Organisation's Executive Board and the Lead Executive Officer, the business of the Continental Area will have oversight provided by the Continental Committee. Such business includes:

(a) reviewing the progress of the Continental Area against the IFAF strategic objectives.

(b) reviewing the impact of IFAF activity on the Continental Area;

(c) representing the views of the continental members to the Continental Director and to the Federation Board

(d) Supporting the operational delivery of IFAF activities under the guidance of the IFAF Secretariat.

7.14 Continental Committee meetings

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

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

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

Other IFAF Bodies and Tribunals

7.15 The IFAF Health and Integrity Unit

7.15.1 The IFAF Health and Integrity Unit is a body at arms-length from the IFAF which oversees the IFAF Health and Medical Committee but also carries out investigatory and judicial functions pursuant to the IFAF Integrity Rules and the IFAF Disciplinary and Dispute Resolution Rules. The "IFAF Integrity Rules" include but are not limited to:

- i. The IFAF Integrity Code
- ii. The IFAF Code on the Manipulation of Competitions
- iii. The IFAF Safeguarding Regulations
- iv. The IFAF Conflict of Interest Regulations
- v. The In Competition Code of Conduct and Disciplinary Rules

7.15.2 The IFAF Health and Integrity Unit is an independent body constituted to ensure the sport of American football is administered with integrity in a democratic, professional, ethical and transparent way and that people participate in competitions that are fair and free from any form of unethical behaviour and that its athletes and all support personnel are competing in a healthy, medically and ethically safe and clean environment.

7.15.3 The IFAF Health and Integrity Unit will be governed by the IFAF Health and Integrity Unit's Terms of Reference and shall be fully independent from IFAF, Member Federations or National Associations and any other American Football stakeholders.

7.15.4 The Integrity Officer who heads the IFAF integrity Unit shall (i) be vetted and appointed by the Lead Executive Officer, (ii) shall bear recognised competence in the domains of health and medicine, law and integrity, and, (iii) hold a renewable four year term.

7.16 The IFAF Integrity Tribunal and Integrity Appeals Tribunal

7.16.1 Pursuant to the IFAF Disciplinary and Dispute Resolution Rules, the Integrity Tribunal and its appeal body the Integrity Appeals Tribunal will hold the sole jurisdiction to adjudicate any disciplinary matter brought forward under any IFAF Integrity Rule .

7.16.2 Panel members of the Integrity Tribunal shall be selected and appointed on a case-by-case basis by the Health and Integrity Officer per the Disciplinary and Dispute Resolution Regulations and the Integrity Tribunal policies and procedures.

7.16.3 The Integrity Tribunal will hold jurisdiction and have power to discipline and sanction those acting in an official capacity for the Organisation, Members, and the constituents of Members whether clubs or individuals (defined in all IFAF Integrity Rules as "Covered Persons").

7.16.4 The Integrity Tribunal will be supported by the Integrity Officer and an Investigatory Body which will hold jurisdiction and have full power, subject to the applicable Integrity Rule and legal requirements under Swiss law, and sole authority to investigate matters relating to a case. They shall report to the Health and Integrity Unit and Disciplinary Officer as relevant under the applicable Integrity Rule or the Disciplinary and Dispute Resolution Rules.

7.17 The Electoral Commission

7.17.1 The Electoral Commission is an independent body constituted to oversee the IFAF electoral process, as needed but notably at IFAF annual Congress, to ensure that it meets all applicable good, fair and effective governance standards as further defined in the IFAF Electoral Guidance

Distributions

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

Winding Up

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

9.2 Upon the winding-up or dissolution of the Organisation, whether by virtue of a resolution of the Full Members or otherwise, if there remains any property whatsoever after the satisfaction of all of the Organisation's debts and liabilities, that remaining property will not be distributed among the Members but will be given or transferred to some other tax exempted organisation(s) having objects similar to those of the Organisation based in Switzerland, and which prohibits the distribution of its income and property to an extent at least as great as the prohibition on the distribution of the income and property of the Organisation.

Notices

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

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

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

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

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

Finance, Accounts and Audit

11.1 The Board will ensure that the Organisation keeps reliable accounting records that correctly explain the Organisation's transactions, enable the financial position of the Organisation to be determined with reasonable accuracy at any time, and allow financial statements to be prepared, in accordance with Article 69a of the Swiss Civil Code.

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

11.3 The reporting currency of the Organisation will be decided by the Board.

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

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

11.6 If the Organisation meets the legal criteria for the submission to the full audit of an audit body, an external and independent audit body (auditor) shall be appointed, charged with (i) verification of the annual accounts of the Organisation and drafting of a detailed report to the Congress and (ii) ensuring that the statutory provisions of the Organisation (Statutes and internal regulations) are respected.

11.7 If the Organisation does not meet the legal criteria for the submission to the full audit of an audit body, then an external and independent audit body (auditor) shall be entrusted to perform the limited control of its accounts (review):

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

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

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

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

Minutes and Records

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

- (a) all appointments made by the Board;
- (b) all proceedings at all meetings of the Organisation, including meetings of the Members, the Board and any committee or panel, such minutes to include details of those present, the location, time and date of the meeting;
- (c) all decisions made at such meetings; and
- (d) meetings held by Continental Areas.

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

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

Dispute Resolution

13.1 Other than mandatory recourse to the Integrity Tribunal or Integrity Appeals Tribunal for all disputes arising out of an IFAF Integrity Rule which decision may be final and binding, the Organisation recognises the Court of Arbitration for Sport (CAS) which will have jurisdiction to hear and determine appeals, to the exclusion of all other courts, tribunals, and arbitration bodies of any country or organisation whatsoever against any final decision of a body made pursuant to these Statutes or the Regulations.

13.2 The CAS will resolve any matter referred pursuant to Article 13.1 definitively in accordance with the Code of Sports-Related Arbitration. CAS shall primarily apply the various Regulations of the Organisation and, additionally, the laws of Switzerland.

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

13.4 Any other dispute between the Organisation and any of its Members or affiliated persons that does not relate to a decision issued by the Organisation shall be exclusively settled by the competent courts in Lausanne, Switzerland, to the exclusion of all other courts, tribunals and arbitration bodies of any country or organisation whatsoever.

Conflicts of Interest

14.1 A conflict of interest occurs when the opinion or decision a Board member or any other official or person, acting alone or within the Organisation, is or could be reasonably considered as, liable to be influenced by relations that the aforementioned person has, has had or is on the point of having with another person or organisation that would be affected by the person's opinion or decision. In assessing conflicts of interest situations, direct as well as indirect interests of the relevant person must be considered. This includes the interests of close members of the immediate family of such person, such as their children, spouse or partner and dependents, as well as those of the spouse or partner. Interests to be taken into consideration are situations where the relevant persons, or a close member of their immediate family, is in a position to control or materially influence the situation of any commercial entity, sports organisation or other types of legal entities, by any means (including through the ownership of voting rights, or other equity interests, by contract or otherwise).

14.2 Any Board member or other official or person subject to these Statutes faced with a situation of conflict of interest, potential conflict of interest or perceived conflict of interest must:

14.2.1 spontaneously disclose the situation of conflict of interests;

14.2.2 not take part in the decision-making process affected by the conflict of interests;

14.2.3 undertake all reasonable steps to avoid such situation of conflict of interests.

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

14.4 The prohibition detailed above shall not apply when: the conflict of interests arises from a permitted cause, i.e.:

14.4.1 a guarantee, security, or indemnity given, or to be given, by or to a Board member or other official or person in respect of an obligation incurred by or on behalf of the Organisation or any of its subsidiaries (if any);

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

14.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Organisation or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors, or other official or person.

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

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

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

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

Transitional Provisions

15.1 Following the constitution of the Organisation, all National Associations affiliated with the French Association International Federation of American Football, 16 Boulevard Saint Germain, 75005 Paris, France, SIREN Nr 477 590 046 (the “French Association”) may become a Member of the Organisation, and adhere to the Statutes, Regulations and decisions made by the Organisations by means of (i) having participated in the constitutive Congress of the Organisation, and/or(ii) a declaration by the concerned Member accepting its adhesion to the Organisation (by affirmative vote, verbal declaration, in writing or electronically) and/or (iii) by registering to any sporting event organised by the Organisation and/or (iv) by paying the membership fees invoiced by the Organisation.

15.2 Upon the constitution of the Organisation, as a transitional provision, the constitutive Congress shall appoint all officers of the Organisation, including all members of the Board and of the Committees and any other officer or director of the Organisation for mandates to start on the date of constitution of the Organisation as per the following principles:

15.2.1 Board Members:

(a) the president of the French Association will be appointed President for a term ending in 2028;

(b) the vice-president of the French Association will be appointed Vice-President for a term ending in 2028;

The second Vice President (from the other gender) shall be elected in 2026 for a term of office ending in 2028;

(c) the director for competition, the director for development, the director for finance and the general secretary of the French Association will be appointed as Directors for a term of office ending in 2028. Accordingly, there will be four Directors until 2028, and this number will be reduced to three Directors in 2028. Until 2028, the requirement that both genders be represented is not applicable;

(d) the chair of the athletes committee of the French Association will be appointed Director of Athlete Representation for a term ending in 2026.

Both Directors of Athlete Representation will be elected (or re-elected) in 2026 as per the Statutes;

(e) the nominated representative of the National Football League (NFL) of the French Association will be appointed at the same position in the Organisation

(f) the five continental directors of the French Association will be appointed as Continental Directors representing each of the designated continental areas for a term ending in 2026.

The Continental Directors will be elected (or re-elected) in 2026 as per the Statutes;

(g) the two non-Executive Directors (with both genders being represented) will be appointed by the Board as per Statutes 6.1.9 following the ordinary Congress to be held in 2026.

15.2.2 Committees and other officials:

(a) all members of the committees of the French Association will be appointed at the same position within the Organisation for the duration of their appointed terms.

(b) other officials of the French Association will be appointed at the same position within the Organisation.

15.3 For the purpose of Statutes 6.1.14, any term served as member of the Board of the French Association will be considered as a prior term served at the Board of the Organisation.

Definitions and Interpretation

Capitalised terms in these Statutes have the following meanings:

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

“Board” means the Board governed by Section 6.

“Federation Board” means the full Board, as further outlined in Section 6

“Executive Board” means the body formed by President, Vice Presidents, Directors and Directors of Athlete Representation, as further outlined in Section 6

“Executive Board member(s)” means any individual(s) being a member of the Executive Board

“Board member(s)” means any individual(s) being a member of the Board

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

“Lead Executive Officer” means the chief executive officer of the Organisation, appointed pursuant to Section 7.

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

“Organisation” means the International Federation of American Football.

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

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

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

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

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

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

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

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

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

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

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

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

In these Statutes, unless the context otherwise requires:

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

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

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

Ends

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