

PFF STATUTES

EDITION 2022



Regulations Governing the Application of the Statutes
Standing Orders of the Congress



TABLE OF CONTENTS

| CHAPTER | CONTENTS | Page |
|---------|--|--------|
| | Definitions | 3 |
| I. | General Provisions | 4 |
| II. | Membership | 7 |
| III. | Honorary President and Honorary Member | 12 |
| IV. | Organisation | 13 |
| | A. Congress | 14 |
| | B. Executive Committee | 21 |
| | C. President | 24 |
| | D. General Secretariat | 25 |
| | E. Standing Committees | 26 |
| | F. Club Licensing Bodies | 29 |
| V. | Independent Committees | 30 |
| VI. | Disciplinary Measures | 33 |
| VII. | Arbitration | 34 |
| VIII. | Finance | 34 |
| IX. | Competitions and Rights in Competitions and Events | 36 |
| X. | International Matches and Competitions | 37 |
| XI. | Final Provisions | 38 |
| | ANNEXE A – QUESTIONNAIRE FOR INTEGRITY CHECK | 41 |
| | ANNEXE B – STANDING ORDERS OF THE CONGRESS | 45 |

DEFINITIONS

The terms given below denote the following:

FIFA: Fédération Internationale de Football Association.

AFC: Asian Football Confederation.

AFF: ASEAN Football Federation.

PFF: Philippine Football Federation.

Association: a football Association recognised by and a Member of FIFA.

League: an organisation subordinate to an Association.

Regional Football Association: an association subordinate to PFF.

Confederation: a group of Associations recognised by FIFA and belonging to the same continent (or similar geographic area).

Club: Member of a football Association (that is itself a Member of FIFA).

Official: any board member (including the members of Executive Committee), committee member, coach, referee and assistant referee, and any other person responsible for technical, medical and administrative matters at FIFA, a Confederation, Association, League, Club as well as any other persons obliged to comply with the FIFA Statutes (except players and intermediaries).

Player: a football player licensed by PFF.

Congress: the supreme and legislative body of PFF.

Executive Committee: the strategic and oversight body of PFF.

Member: a legal person that has been admitted into membership of PFF by the Congress.

Delegate: a natural person validly representing a Member at the PFF Congress.

Association Football: the game controlled by FIFA and organised by FIFA, the confederations and/or the associations in accordance with the Laws of the Game.

Laws of the Game: the laws of association football issued by The IFAB in accordance with the relevant provisions of the FIFA Statutes.

The IFAB: the International Football Association Board.

Ordinary Courts: state courts which hear public and private legal disputes.

Arbitration Tribunal: an independent and duly constituted private court of justice acting instead of an Ordinary Court.

CAS (TAS): Court of Arbitration for Sport (Tribunal Arbitral du Sport) based in Lausanne (Switzerland).

NB: References to natural persons include both genders. The singular case applies to the plural and vice-versa.

I. GENERAL PROVISIONS

Article 1 Name, Headquarters and Legal Form

¹ PFF is a non-stock, non-profit corporation established and organised in accordance with Philippine laws with principal office at PFF House of Football, Pasig City, Philippines and duly registered in the Securities and Exchange Commission of the Philippines. It is formed for an unlimited period.

² PFF is a Member of FIFA, AFC, AFF, POC (Philippine Olympic Committee) and recognised by the Philippine Sports Commission as the National Sports Association for Football.

³ The emblem of PFF is round in form, with the words "Philippine Football Federation 1907" written in blue inside a ring colored yellow. A second inner yellow ring (under the words above-mentioned) shall contain the initial "PFF" in black, with a black and white soccer ball, on top of which are two flags, one colored blue and another, on the right, colored red.



⁴ The abbreviation of Philippine Football Federation is PFF.

⁵ The flag, emblem, logo and abbreviation are legally registered with Intellectual Property Office of the Philippines.

Article 2 Objectives

The objectives of PFF are:

- a) to improve the game of football constantly and promote, regulate and control it throughout the territory of the Philippines in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programmes;
- b) to organise competitions in association football in all its forms at a national level, by defining precisely, as required, the areas of authority conceded to the various leagues sanctioned by PFF;
- c) to draw up regulations and provisions and ensure their enforcement;

- d) to protect the interests of its Members;
- e) to respect and prevent any infringement of the Statutes, regulations, directives and decisions of FIFA, of AFC and PFF as well as the Laws of the Game, and to ensure that these are also respected by its Members;
- f) to promote integrity, ethics and fair play with a view to preventing all methods or practices which might jeopardise the integrity of matches, competitions, players, officials and Members or give rise to abuse of association football, futsal or beach soccer;
- g) to promote and strengthen good governance principles and practices at national level and encourage its Members to adopt their own good governance principles;
- h) to promote women's football including its development and to advance full inclusion of women throughout all types of football and at all levels, including in governance and technical roles;
- i) to control and supervise all friendly football matches of all forms played throughout the territory of the Philippines;
- j) to control and supervise association football, futsal and beach soccer at national level and to control and supervise all forms of international football matches played throughout the territory of the Philippines, in accordance with the relevant Statutes and regulations of FIFA and of the confederations;
- k) to manage international sporting relations connected with association football, futsal and beach soccer; and
- l) to host competitions at international and other levels.

Article 3 Human Rights

PFF is committed to respecting all internationally recognized human rights and shall strive to promote the protection of these rights.

Article 4 Non-discrimination and Equality

Discrimination of any kind against a Country, private person or group of people on account of race, skin colour, ethnic, national or social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason is strictly prohibited and punishable by suspension or expulsion and/or other disciplinary measures.

Article 5 Neutrality and Institutional Independence

¹ PFF is neutral in matters of politics and religion.

² The Members of PFF shall also be neutral in matters of politics and religion and shall ensure that their own members remain neutral.

³ PFF shall remain independent and shall avoid any form of undue political interference. PFF shall manage its affairs independently and shall ensure that its own affairs are not influenced by any third parties.

Article 6 Promoting Friendly Relations

¹ PFF shall promote friendly relations between its Members, Clubs, Officials and Players and in society for humanitarian objectives.

² PFF shall provide the necessary institutional means to resolve any internal dispute that may arise between Members, Clubs, Officials and Players of PFF.

Article 7 Players

¹ The status of Players and the provisions for their transfer shall be regulated by the Executive Committee of PFF in accordance with the FIFA Regulations on the Status and Transfer of Players.

² Players shall be registered in accordance with the regulations of PFF.

Article 8 Laws of the Game

¹ PFF and each of its Members must play association football in compliance with the Laws of the Game issued by The IFAB. Only the IFAB may lay down and alter the Laws of the Game.

² PFF and each of its Members must play Beach Soccer and Futsal in compliance with the Laws of the Game issued by FIFA. Only FIFA may lay down and alter the Beach Soccer and Futsal laws of the Game.

Article 9 Conduct of bodies, officials and others

¹ All bodies and officials of PFF must observe the Statutes, regulations, directives, decisions and the Code of Ethics of FIFA, of AFC and of PFF in their activities.

² Every person and organisation involved in the game of association football, futsal and beach soccer in the territory of the Philippines is obliged to observe the

Statutes and regulations of FIFA, of the AFC, of PFF and any other relevant statutes, as well as the principle of fair play, loyalty, integrity and sportsmanship.

Article 10 Official Languages

- ¹ The official languages of PFF shall be English and Filipino. Official documents and texts shall be written in English.
- ² The official languages at the Congress shall be English and Filipino.

II. MEMBERSHIP

Article 11 Admission, Suspension and Expulsion

- ¹ The Congress shall decide whether to admit, suspend or expel a Member.
 - ² Admission may be granted if the applicant fulfils the requirements of PFF in accordance with these Statutes.
 - ³ Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its legal and financial obligations towards PFF or other Members of PFF, but leads to cancellation of all rights as a Member of PFF.
 - ⁴ PFF shall ensure that all relevant stakeholders are represented within its Congress. The interests of women's football shall also be adequately represented in the Congress.
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Article 12 Members

The Members of PFF are:

- a) Clubs from the Philippines Football League;
- b) Regional Football Associations (RFAs);
- c) Collegiate Football Leagues;
- d) The National Association of Referees' groups;
- e) The National Association of Coaches' groups;
- f) The National Association of Women's Football groups; and
- g) The National Association of Players' groups;

Article 13 Admission

- ¹ Any legal person wishing to become a Member of PFF shall apply in writing to the general secretariat of PFF.
- ² The application must be accompanied by the following mandatory items:
 - a) a copy of its legally valid statutes or constitutional document and, if applicable, its regulations;
 - b) a declaration that it will always comply with the Statutes, regulations and decisions of PFF, FIFA and AFC and ensure that these are also respected by its own members, Clubs, officials and players;
 - c) a declaration that it will comply with the Laws of the Game in force; as laid down by The IFAB, as well as the Beach Soccer Laws of the Game and the Futsal Laws of the Game as laid down by FIFA;
 - d) a declaration that it will refer in the last instance (i.e. after exhaustion of all internal channels within PFF) any dispute of national dimension arising from or related to the Statutes, regulations, directives and decisions of PFF only to an arbitration tribunal as specified in these Statutes, which shall settle the dispute to the exclusion of any ordinary court, unless expressly prohibited by the legislation in force in Philippines;
 - e) a declaration that any dispute of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA or of AFC may only be submitted in the last instance to CAS, as specified in the Statutes of FIFA and of AFC;
 - f) a declaration that it recognises the Arbitration tribunal set up by PFF [once established], as well as the jurisdiction of CAS, as specified in the Statutes of FIFA and of AFC, and its decisions;
 - g) a declaration that it is located and registered in the territory of the Philippines;
 - h) a declaration that it will play all official home matches in its territory;
 - i) a declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently of any external entity;
 - j) a declaration to the effect that the members of its own bodies were elected or appointed as a result of a procedure that guarantees the complete independence of the election or appointment;
 - k) a list of Officials, specifying those who are authorised signatories with the right to enter into legally binding agreements with third parties;
 - l) a declaration that it undertakes to organise or participate in friendly matches only with the prior consent of PFF; and
 - m) a copy of the minutes of its last congress or constitutional meeting.

Article 14 Request and Procedure for Application

- ¹ The procedure for admission shall be regulated by special regulations approved by the Executive Committee of PFF.
- ² The Executive Committee shall request the Congress either to admit or not to admit an applicant. The applicant may state the reasons for its application to the Congress.
- ³ The new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

Article 15 Members' Rights

- ¹ The Members of PFF have the following rights:
 - a) to take part in the Congress of PFF, to know its agenda in advance, to be called to the Congress within the prescribed time, to exercise their rights to participate in the debates and discussions and to exercise their voting rights;
 - b) to draw up proposals for inclusion in the agenda of the Congress;
 - c) to nominate candidates for all bodies of PFF to be elected;
 - d) to be informed of the affairs of PFF through the official bodies of PFF;
 - e) to take part in competitions and/or other football related activities organised by PFF; and
 - f) to exercise all other rights arising from the Statutes and regulations of PFF.
- ² The exercise of these rights is subject to other provisions in these Statutes and the applicable regulations of PFF.

Article 16 Members' Obligations

- ¹ The Members of PFF have the following obligations:
 - a) to comply fully with the Statutes, regulations, directives and decisions of FIFA, AFC and PFF at all times and to ensure that these are also respected by its members;
 - b) to ensure the regular election of its decision-making bodies at least every four (4) years;
 - c) to take part in competitions [if applicable] and other football related activities organised by PFF;

- d) to pay their membership subscriptions;
 - e) to respect the Laws of the Game as laid down by The IFAB as well as the Beach Soccer Laws of the Game and the Futsal Laws of the Game as laid down by FIFA, and to ensure that these are also respected by its members through a statutory provision;
 - f) to adopt a statutory clause specifying that any dispute of national dimension arising from or related to the Statutes, regulations, directives and decisions of PFF may only be referred in the last instance (i.e. after exhaustion of all internal channels within PFF) to an Arbitration tribunal, as specified in these Statutes, which shall settle the dispute to the exclusion of any ordinary court, unless expressly prohibited by the legislation in force in Philippines;
 - g) to adopt a statutory clause specifying that any dispute of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA, AFC may only be submitted in the last instance to CAS as specified in the Statutes of FIFA and of AFC;
 - h) to communicate to PFF any amendment of its statutes and regulations as well as the list of its officials or persons who are authorised signatories with the right to enter into legally binding agreements with third parties;
 - i) not to maintain any relations of a sporting nature with entities that are not recognised or with Members that have been suspended or expelled;
 - j) to observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play through a statutory provision;
 - k) to observe the mandatory items specified under art. 13 par. 2 of these Statutes for the duration of their affiliation;
 - l) to administer a register of members which shall regularly be updated;
 - m) to comply fully with all other duties arising from the Statutes and other regulations of FIFA, AFC and PFF.
 - n) to manage their affairs independently and ensure that their own affairs are not influenced by third parties in accordance with art. 20 of these Statutes;
 - o) to ensure that their bodies are either elected or appointed according to a procedure that guarantees that complete independence of the election or appointment; and
 - p) to adopt and ratify statutes that are in accordance with the requirements of PFF Statutes.
- ² Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Statutes.
- ³ Violation of par. 1 n) above may also lead to sanctions, even if the third-party influence was not the fault of the Member concerned. Each Member of PFF is responsible towards it for any and all acts of the members of their bodies caused by the gross negligence or wilful misconduct of such members.

Article 17 Suspension

- ¹ The Congress is responsible for suspending a Member. The Executive Committee may, however, temporarily suspend a Member that seriously and/or repeatedly violates its obligations as a Member with immediate effect. The

suspension shall last until the next Congress, unless the Executive Committee has lifted it in the meantime.

² The presence of a majority (more than 50%) of the delegates representing the Members eligible to vote is necessary for a suspension to be valid and the motion for suspension must be adopted by a two-thirds majority of the valid votes cast. A suspension of a Member by the Congress or the Executive Committee shall be confirmed at the next Congress. If it is not confirmed, the suspension is automatically lifted.

³ A suspended Member shall lose its membership rights. Other Members may not entertain sporting contact with a suspended Member. The Disciplinary and Ethics Committee may impose further sanctions.

⁴ Members that do not participate in the football related activities of PFF for two (2) consecutive calendar years shall be suspended from voting at the Congress and their representatives shall not be elected or appointed until they have fulfilled their obligations in this respect.

Article 18 Expulsion

¹ The Congress may expel a Member if it seriously violates the Statutes, regulations, directives or decisions of FIFA, AFC and PFF.

² The presence of a majority (more than 50%) of the delegates entitled to vote at the Congress is necessary for an expulsion to be valid, and the motion for expulsion must be adopted by a three-quarter majority of the valid votes cast.

Article 19 Resignation

¹ A Member may resign from PFF with effect from the end of a calendar year. Notice of resignation must reach the general secretariat no later than three (3) months before the end of the calendar year.

² The resignation is not valid until the Member wishing to resign has fulfilled its financial obligations towards PFF and the other Members of PFF.

Article 20 Independence of Members and their Bodies

¹ Each Member shall manage its affairs independently and with no undue influence from third parties.

- ² The Members' bodies shall be either elected or appointed. The Members' statutes shall provide for a democratic procedure that guarantees the complete independence of the election or appointment.
- ³ Any Members' bodies that have not been elected or appointed in compliance with the provisions of par. 2 above, even on an interim basis, shall not be recognised by PFF.
- ⁴ Decisions passed by bodies that have not been elected or appointed in compliance with par. 2 above shall not be recognised by PFF.

Article 21 Status of Clubs, Leagues and Regional Football Associations

- ¹ Clubs, Leagues and Regional Football Associations shall be subordinate to and recognised by PFF.
- ² These Statutes define the scope of authority and the rights and duties of the entities mentioned in par. 1 above. Their statutes and regulations shall be in line with the requirements and obligations of the Statutes and regulations of PFF. PFF shall have primary responsibility to regulate matters relating to refereeing, the fight against doping, the registration of players, club licensing, the imposition of disciplinary measures, including for ethical misconduct, as well as measures required to protect the integrity of competitions.
- ³ The entities mentioned in par. 1 above shall take all decisions on any matters regarding their membership independently of any external body. This obligation applies regardless of their corporate structure.
- ⁴ In any case, no natural or legal person (including holding companies and subsidiaries) shall exercise control over more than one Club or group whenever the integrity of any match or competition could be jeopardised.

III. HONORARY PRESIDENT AND HONORARY MEMBER

Article 22 Honorary President and Honorary Member

- ¹ The Congress may bestow the title of honorary president or honorary member upon any persons for meritorious service to football.
- ² The Executive Committee shall make these nominations.
- ³ The selection criteria for the honorary president and honorary member shall be based on the following:
 - a) Outstanding achievements in football, leadership ability and community involvement; and

b) The candidate must not have been sanctioned or suspended by PFF, AFF, AFC or FIFA at any time before being proposed for the title.

⁴ The honorary president or honorary member may take part in the Congress. They may join the debates but are not entitled to vote.

IV. ORGANISATION

Article 23 Bodies

- ¹ The Congress is the supreme and legislative body.
- ² The Executive Committee is the strategic and oversight body.
- ³ The general secretariat is the executive, operational and administrative body.
- ⁴ Standing and ad-hoc committees shall advise and assist the Executive Committee and the general secretariat in fulfilling their duties.
- ⁵ The club licensing bodies are in charge of the club licensing system within PFF.
- ⁶ The independent committees fulfil their functions in accordance with these Statutes and applicable regulations. The independent committees are the Audit and Compliance Committee, the electoral committees and judicial bodies.
- ⁷ The judicial bodies are the Disciplinary and Ethics Committee and the Appeal Committee.
- ⁸ The bodies of PFF shall be either elected or appointed by PFF itself without any external influence and in accordance with the procedures described in these Statutes. The members of the bodies shall not have previously been found guilty of any criminal offence incompatible with position.
- ⁹ Any member of any body of PFF must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest. In particular, members of the bodies shall always be aware of, and comply with, the relevant provisions of the FIFA Code of Ethics on conflicts of interest and adjust their conduct as necessary (e.g. abstain from performing their duties, notify the chairperson in case of potential conflicts of interest, etc.).

Article 24 Dismissal of a member of a body

- ¹ The Congress may dismiss a member of a body. The Executive Committee may also dismiss a member of a body provisionally, with the exception of the members of the independent committees. The provisional dismissal approved by the

Executive Committee shall be confirmed by the next Congress, unless the Executive Committee has lifted it in the meantime. If the next Congress is of an elective nature, a dismissed member shall be allowed to be an elective candidate (provided that he fulfils the relevant eligibility criteria) on a conditional basis depending on the final decision of the Congress on his dismissal which shall be taken before the election.

² The motion for dismissal must be justified and shall be sent to the members of the Executive Committee and/or to the Members of PFF along with the respective agenda.

³ The member of the body in question has the right to defend himself in front of the Executive Committee and/or the Congress.

⁴ The motion of dismissal shall be decided by means of secret ballot at the Executive Committee and/or the Congress. For the motion to be passed, a majority of two-thirds (2/3) of the valid votes cast is required.

⁵ The member dismissed (provisionally or not) is relieved of his functions with immediate effect.

A. CONGRESS

Article 25 Definition and Composition of the Congress

¹ The Congress is the meeting at which all of the Members of PFF regularly convene. It represents the supreme and legislative authority of PFF. Only a Congress that is duly convened has the authority to make decisions.

² The Congress shall be constituted in accordance with the principles of representative democracy and shall take into account the importance of gender equality in football.

³ A Congress may be an Ordinary or Extraordinary Congress.

⁴ The President shall chair the Congress in accordance with the Standing Orders of the Congress.

⁵ The Congress or the Executive Committee may appoint observers who take part in the Congress without the right to participate in the deliberations or to vote.

⁶ The honorary presidents or honorary members may take part in the Congress. They may participate in the deliberations but are not entitled to vote.

⁷ The Congress may be held in person or by videoconference. An elective Congress shall be held in person only.

Article 26 Delegates and Votes

¹ The Congress is composed of up to sixty-seven (67) delegates. The number of delegates is allocated as follows:

- a) Up to twelve (12) delegates from the Clubs of the Philippines Football League (i.e. one (1) delegate from each Club);
- b) Up to forty-eight (48) delegates from the Regional Football Associations (RFAs) (i.e. one (1) delegate from each RFA);
- c) Up to three (3) delegates from the Collegiate Football Leagues;
- d) Up to four (4) delegates from the following interest groups (i.e. one (1) delegate from each association):
 - i. National Association of Referees' groups;
 - ii. National Association of Coaches' groups;
 - iii. National Association of Women's Football groups; and
 - iv. National Association of Players' groups.

² Delegates must belong to the Member that they represent and be appointed or elected by the appropriate body of that Member. They must also be able to produce evidence of this upon request.

³ Each delegate has one (1) vote in the Congress. Only the delegates present are entitled to vote. Voting by proxy or by letter is not permitted. When a Congress is held by videoconference, voting online is permitted.

⁴ Only the Clubs of the Philippines Football League which are in possession of a valid full national club license issued as per the PFF Club Licensing Regulations shall be entitled to apply for membership and once granted, be represented by a delegate as per par. 1 a) above.

⁵ The delegates from the Collegiate Football Leagues mentioned in par. 1 c) above shall be elected by the Collegiate Football Leagues on the basis of a clear process that has previously been communicated to PFF.

⁶ The members of the Executive Committee and the General Secretary shall take part in the Congress without voting rights. During their terms of office, members of the Executive Committee may not be appointed as delegates for their association.

Article 27 Areas of Authority

The Congress has the following authority:

- a) adopting or amending the Statutes and the Standing Orders of the Congress;

- b) appointing three (3) Members to check the minutes and approving the minutes of the last meeting;
- c) electing the President, the vice-presidents and members of the Executive Committee;
- d) electing the chairpersons, the deputy chairpersons and members of the independent committees (i.e. Audit and Compliance Committee, electoral committees and judicial bodies), upon proposal of the Executive Committee;
- e) appointing the scrutineers to count the votes and to assist the electoral committees and/or general secretary in distributing the ballot papers issued for the elections;
- f) approving the annual audited financial statements, including the consolidated financial statements and the annual report;
- g) approving the budget;
- h) approving the PFF activity report;
- i) appointing the independent and external auditors upon the proposal of the Executive Committee;
- i) fixing the membership subscriptions;
- j) deciding, upon the proposal of the Executive Committee, whether to bestow the title of honorary president or honorary member;
- k) admitting, suspending or expelling a Member;
- l) dismissing a member or members of a body of PFF;
- m) dissolving PFF; and
- n) passing decisions at the request of a Member in accordance with these Statutes or passing any decision entrusted to the Congress in accordance with these Statutes.

Article 28 Quorum of the Congress

- ¹ Decisions passed by the Congress shall only be valid if a majority (more than 50%) of the delegates representing the Members who are entitled to vote are present.
- ² If a quorum is not achieved, a second Congress shall take place within 24 hours after the first, with the same agenda.
- ³ A quorum is not required for the second meeting unless any item on the agenda proposes the amendment of the Statutes of PFF, the election of the President, vice-presidents or members of the Executive Committee, the election of the chairpersons, deputy chairpersons or members of the independent committees, the dismissal of one or a number of members of a body of PFF, the suspension, expulsion of a Member of PFF or the dissolution of PFF.

⁴ Once it is declared that the Congress has been convened and composed in accordance with these Statutes, the quorum shall not be influenced by delegates departing. Delegates arriving after it has been declared that the Congress has been convened and composed in accordance with these Statutes may join the debates but may no longer vote.

Article 29 Decisions of the Congress

¹ Unless otherwise stipulated in the Statutes, a majority (more than 50%) of the delegates representing the Members entitled to vote is sufficient for a decision to be valid. Spoiled or blank ballot papers, invalid votes or electronic votes manipulated in any other forms of abstentions shall be disregarded in calculating the majority.

² A decision that requires a vote shall be reached by a show of hands, cards or by means of an electronic count. If a show of hands does not result in a clear majority in favour of a motion, the vote shall be taken by calling the roll in alphabetical order.

Article 30 Elections

¹ Elections shall be conducted by secret ballot.

² Elections shall be conducted in accordance with the PFF Electoral Code and shall be supervised by the electoral committees.

³ The election for the positions within the Executive Committee shall take place by position and shall follow the order determined under art. 37 par. 1 below. Every candidate in the election for the position within the Executive Committee shall be proposed by at least two (2) Members. Each Member shall support one candidate for each given position only. If a Member supports more than one candidate, none of its expressions of support shall be considered valid.

⁴ For the elections of the positions of President, vice-presidents, and female member, if there are two or fewer candidates for each given position, a majority (more than 50%) of the valid votes cast is necessary. If there are more than two candidates for the positions of President, vice-presidents, or female member, a majority of two-thirds (2/3) of the valid votes cast is necessary for the first ballot. Should no candidate receive two-thirds (2/3) of the votes on the first ballot, all candidates move to the second ballot. As from the second ballot, whoever obtains the lowest number of votes is eliminated after each ballot. This process shall continue (if required) until only two (2) candidates are left, and a majority (more than 50%) is achieved.

⁵ For the election of the other members of the Executive Committee, the candidates who receives the most vote in respect the free seats shall be elected

(i.e., four (4) each for Luzon, Visayas, and Mindanao, with each region having at least one (1) woman).

⁶ For the election of the Chairpersons, Deputy Chairpersons and members of the independent committees, the candidate(s) who receive(s) the most vote in respect to the free seat(s) shall be elected. The election for the independent committees shall be conducted en-bloc, unless a majority (more than 50%) of the voting delegates request for the separate vote for a specific candidate to take place.

⁷ In case of a tied vote in any elections of any body, two (2) new ballots shall be conducted in accordance with the procedure set forth in this article. If the tied vote remains, the relevant position shall remain vacant until a new elective Congress convenes to proceed with new elections according to these Statutes.

⁸ Blank ballot papers, invalid votes or electronic votes manipulated in any way as well as abstentions shall be disregarded when calculating the majority.

⁹ Candidatures for any of the positions of the Executive Committee shall be sent to the general secretariat at least thirty (30) days before the relevant elective Congress. The official list of candidates must be passed to the Members of PFF at least fifteen (15) days before the Congress at which the Executive Committee shall be elected. The provisions of this paragraph shall also apply when elections take place during an Extraordinary Congress.

¹⁰ Candidatures for any of the positions of the independent committees (i.e., Audit and Compliance Committee, electoral committees and judicial bodies) must be passed to the Members of PFF at least fifteen (15) days before the Congress at which the members in question shall be elected.

Article 31 Ordinary Congress

¹ The Ordinary Congress shall be held every year.

² The Executive Committee shall fix the place and date. The Members shall be notified in writing at least sixty (60) days in advance.

³ Any proposal that a Member wishes to submit to the Congress shall be sent to the general secretariat in writing, with a brief explanation, at least thirty (30) days before the date of the Congress.

⁴ The formal convocation shall be made in writing at least fifteen (15) days before the date of the Congress. This convocation shall contain the agenda, the activity report, the financial statements and the auditors' report and any other relevant documents.

Article 32 Ordinary Congress Agenda

- ¹ The General Secretary shall draw up the agenda based on proposals from the Executive Committee and the Members.
- ² The Congress agenda shall include the following mandatory items:
 - a) Roll call;
 - b) a declaration that the Congress has been convened and composed in compliance with the Statutes of PFF;
 - c) approval of the agenda;
 - d) an address by the President;
 - e) appointment of Members to check the minutes;
 - f) appointment of scrutineers;
 - g) suspension or expulsion of Members (if applicable);
 - h) approval of the minutes of the preceding Congress;
 - i) activity report (containing the PFF activities since the last Congress);
 - j) presentation of the consolidated and revised balance sheet and the profit and loss statement, as well as the independent and external auditors' report;
 - k) approval of the audited financial statements;
 - l) approval of the budget;
 - m) admission for membership (if applicable);
 - n) votes on proposals for amendments to the Statutes, the Standing Orders of the Congress, (if applicable);
 - o) discussion of proposals submitted by the Members and the Executive Committee;
 - p) appointment of independent and external auditors (if applicable) upon the proposal of the Executive Committee;
 - q) dismissal of a person or a body of PFF (if applicable);
 - r) election of the President, 1st vice-president, 2nd vice-president and 3rd vice-president, and one (1) female member to be voted at large, and members of the Executive Committee (if applicable); and
 - s) election of the members of the independent committees, i.e., the Audit and Compliance Committee, electoral committees and judicial bodies (if applicable).
- ³ The agenda of an Ordinary Congress may be altered, provided two thirds (2/3) of the delegates representing the Members present at the Congress and eligible to vote agree to such a motion.
- ⁴ The Congress shall not make a decision on any point not included in the agenda.

Article 33 Extraordinary Congress

- ¹ The Executive Committee may convene an Extraordinary Congress at any time.
- ² The Executive Committee shall convene an Extraordinary Congress if a majority (more than 50%) of the delegates representing the Members of PFF make such a request in writing. The request shall specify the items for the agenda. An Extraordinary Congress shall be held within thirty (30) days of receipt of the request. If an Extraordinary Congress is not convened, the Members who requested it may convene the Congress themselves. In doing so, they shall inform all the Members of PFF and the Executive Committee of the date and location of the Extraordinary Congress, along with the items to be included in the agenda in accordance with par. 3 below.
- ³ The Members shall be notified of the place, date and agenda at least fifteen (15) days before the date of an Extraordinary Congress.
- ⁴ When an Extraordinary Congress is convened on the initiative of the Executive Committee, it must draw up the agenda. When an Extraordinary Congress is convened upon the request of Members, the agenda must contain the points raised by those Members.
- ⁵ The agenda of an Extraordinary Congress must not be altered.

Article 34 Amendments to the Statutes and the Standing Orders of the Congress

- ¹ The Congress is responsible for amending the Statutes and the Standing Orders of the Congress.
- ² Any proposals for an amendment to the Statutes and the Standing Orders of the Congress must be submitted in writing with a brief explanation to the general secretariat by a Member or by the Executive Committee. A proposal submitted by a Member is valid, provided it has been supported in writing by at least three (3) other Members.
- ³ For a vote on an amendment to the Statutes and the Standing Orders of the Congress to be valid, a majority (more than 50%) of the Members eligible to vote must be present.
- ⁴ A proposal for an amendment to the Statutes and the Standing Orders of the Congress shall be adopted only if two thirds (2/3) of the Members present and eligible to vote agree to it.

Article 35 Minutes

The General Secretary shall be responsible for recording the minutes at the Congress. The minutes shall be checked by those Members designated and finally approved at the next Congress.

Article 36 Effective Dates of Decisions

Decisions passed by the Congress shall come into effect immediately after the close of the Congress or unless the Congress fixes another date for a decision to take effect.

B. EXECUTIVE COMMITTEE

Article 37 Composition

- ¹ The Executive Committee shall consist of seventeen (17) members as follows:
 - a) One (1) President;
 - b) Three (3) vice-presidents (1st vice-president, 2nd vice-president and 3rd vice-president), voted at large;
 - c) One (1) female member voted at large;
 - d) Four (4) members from Luzon (at least one of which shall be a woman);
 - e) Four (4) members from Visayas (at least one of which shall be a woman); and
 - f) Four (4) members from Mindanao (at least one of which shall be a woman).

² The President and the three (3) vice-presidents shall be elected by the Congress. In no case shall the 1st vice-president, 2nd vice-president, or 3rd vice-president come from the same region of Luzon, Visayas or Mindanao. The twelve (12) remaining members of the Executive Committee shall first be elected by their respective geographical regions (Luzon, Visayas, and Mindanao) and confirmed by the Congress by means of a vote on the occasion of the same elective Congress. All members of the Executive Committee shall undergo an integrity check (see Annexe A), to be conducted by the Electoral Committee, prior to their election or re-election.

³ A term of office consists of four (4) years. The President, vice-presidents and other members of the Executive Committee shall serve for a maximum of two (2) terms whether consecutive or not. Any partial term of more than 24 months in office shall count as one (1) full term.

- ⁴ The members of the Executive Committee shall be Filipino citizens and shall have already been active in association football (i.e., as players or officials within PFF or one of PFF Members) for at least one (1) year in the last five (5) years prior to the elections. The members of the Executive Committee must not have been previously found guilty of a criminal offence involving moral turpitude and have residency within the territory of the Philippines for a minimum of one year prior to the elections.
- ⁵ Candidatures must be sent to the general secretariat of PFF. The official list of candidates must be passed to the Members of PFF along with the agenda for the Congress at which the Executive Committee members will be elected.
- ⁶ A member of the Executive Committee may not at the same time be a member of an independent committee and may not be appointed/elected as a delegate representing a Member of PFF at the Congress.
- ⁷ If a position should become vacant, the Executive Committee shall fill that position until the next Ordinary Congress, when a replacement will be elected for the remaining term of mandate.
- ⁸ If more than 50% of the positions of the Executive Committee become vacant, the Electoral Committee shall convoke an Extraordinary Congress within sixty (60) days in order to elect the replacement for the remaining term of mandate.
- ⁹ Any position within the Executive Committee shall be considered vacant in case of death, resignation, or if the member concerned is permanently prevented from performing his official function.

Article 38 Meetings

- ¹ The Executive Committee shall meet at least four (4) times a year. The meetings of the Executive Committee may be held in person or by videoconference or combination of both.
- ² The President shall convene the Executive Committee meetings. If 50% of the Executive Committee members request a meeting, the President shall convene it within 21 days. If the president does not convene the meeting within 21 days, the members shall convene it themselves.
- ³ The President, assisted by the general secretariat, shall compile the agenda. Each member of the Executive Committee is entitled to propose items for inclusion in the agenda. The members of the Executive Committee must submit the points they wish to be included in the agenda for the meeting to the general secretariat at least 14 days before the meeting. The agenda must be sent out to the members of the Executive Committee at least seven (7) days before the meeting.
- ⁴ The General Secretary shall take part in the meetings of the Executive Committee in a consultative role and without voting rights. If the General Secretary is unable to attend a meeting, he may nominate a representative to

attend the meeting on his behalf, subject to the approval of the Executive Committee.

⁵ The meetings of the Executive Committee shall not be held in public. The Executive Committee may, however, invite third parties to attend. Those third parties shall not have voting rights, and may only express an opinion with the permission of the Executive Committee.

⁶ The President may also convene the Executive Committee on an urgent basis to deal with any matter requiring immediate settlement between two meetings of the Executive Committee. In such cases, the deadlines stipulated in par. 3 above may be reduced.

Article 39 Powers of the Executive Committee

The Executive Committee shall have the following powers:

- a) shall pass decisions on all cases that do not come within the sphere of responsibility of the Congress or are not reserved for other bodies by law or under these Statutes;
- b) shall prepare, with the assistance of the general secretariat, and convene the Ordinary and Extraordinary Congress of PFF;
- c) shall appoint the chairpersons, deputy chairpersons and members of the standing committees, upon the proposal of the President;
- d) may decide to set up ad-hoc committees if necessary at any time;
- e) shall compile guidelines for the organisation of standing committees and ad-hoc committees;
- f) shall appoint or dismiss the General Secretary on the proposal of the President.;
- g) shall propose the independent auditors to the Congress;
- h) shall appoint replacements for vacancies in the independent committees until the next Congress;
- i) Shall appoint the member of the club licensing bodies;
- j) shall decide the place and dates of and the number of teams participating in the competitions of PFF or sanctioned by PFF;
- k) shall approve the appointment of the coaches for the representative teams;
- l) shall approve regulations stipulating how PFF shall be organised internally;
- m) shall ensure that these Statutes are applied and adopt the executive arrangements required for their application;
- n) may dismiss a person or body or suspend a Member of PFF provisionally until the next Congress;
- o) may delegate tasks arising out of its area of authority to other bodies of PFF or third parties; and
- p) may appoint observers who may take part in the Congress without the right to debate or to vote.

Article 40 Decisions

- ¹ The Executive Committee shall not engage in valid debate unless a majority (more than 50%) of its members are present.
- ² The Executive Committee shall reach decisions by a majority (more than 50%) of the members present. Voting by proxy or by letter is not permitted.
- ³ Any member of the Executive Committee must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interests.
- ⁴ The decisions taken shall be recorded in the minutes.
- ⁵ The decisions taken by the Executive Committee shall come into effect immediately, unless the Executive Committee decides otherwise.

C. PRESIDENT

Article 41 President

- ¹ The President represents PFF generally.
- ² He is primarily responsible for:
 - a) implementing the decisions passed by the Congress and the Executive Committee through the general secretariat;
 - b) ensuring the effective functioning of the bodies of the PFF in order that they achieve the objectives described in these Statutes;
 - c) supervising the work of the general secretariat;
 - d) relations between PFF and its Members, FIFA, AFC, AFF, political bodies and other organisations.
- ³ Only the President may propose the appointment or dismissal of the General Secretary.
- ⁴ The President shall preside over the Congress, the Executive Committee meetings and those committees of which he has been appointed chairperson.
- ⁵ The President shall have an ordinary vote on the Executive Committee and, whenever votes are equal, shall have a casting vote.
- ⁶ If the President is absent or unavailable, the 1st vice-president shall deputise, and in the absence of the latter, the 2nd vice-president shall deputise. In the absence of the 2nd vice-president, the 3rd vice-president shall act as deputy.

⁷ If the position of the President becomes vacant as defined in art. 37 par. 9 of these Statutes, an Extraordinary Congress must be convened within 60 days and a new President must be elected to serve the remaining term of office of the President whose position became vacant.

⁸ Any additional powers of the President shall be contained in the PFF organisation regulations.

D. GENERAL SECRETARIAT

Article 42 General Secretariat

The general secretariat is executive, operational and administrative body and shall carry out the work of PFF under the direction of the General Secretary. The members of the general secretariat are bound by the internal organisational regulations of PFF and shall fulfil the given tasks in the best manner.

Article 43 General Secretary

- ¹ The General Secretary is the chief executive officer of PFF.
- ² The General Secretary shall be appointed by the Executive Committee upon proposal of the President on the basis of an agreement governed by private law and shall have the necessary professional qualifications and experience.
- ³ No person who is a relative within the fourth civil degree of a member of the Executive Committee shall be appointed as General Secretary.
- ⁴ The General Secretary shall be responsible for:
 - a) implementing decisions passed by the Congress and Executive Committee in compliance with the President's directives;
 - b) attending the Congress and meetings of the Executive Committee, and the standing and ad-hoc committees;
 - c) organising the Congress and meetings of the Executive Committee and other bodies;
 - d) compiling the minutes for the meetings of the Congress, Executive Committee, and standing and ad-hoc committees;
 - e) managing and keeping the accounts of PFF properly;
 - f) the correspondence of PFF;
 - g) relations with the Members, committees, FIFA, AFC and AFF under the direction of the President;
 - h) organising the general secretariat;

- i) the appointment and dismissal of staff working in the general secretariat;
- j) proposing managerial staff to the President; and
- k) providing the electoral committees with logistic and operative support for the elections.

⁵ Any additional responsibilities and duties assigned to the General Secretary shall be stipulated in the Internal Organisation Regulations of PFF.

⁶ The General Secretary may not be a Congress delegate or a member of any body of PFF.

E. STANDING COMMITTEES

Article 44 Standing Committees

¹ The standing committees of PFF are:

- a) Finance Committee;
- b) Organising Committee for PFF competitions;
- c) Technical and Development Committee (Futsal, Beach Soccer, & Youth);
- d) Referees' Committee;
- e) Women's Football Committee;
- f) Sports Medical Committee;
- g) Marketing Committee;
- h) National Teams Committee; and
- i) Players' Status Committee.

² The chairperson of the standing committees may be members of the Executive Committee with the exception of those for the Referees' Committee and Sports Medical Committee, who shall not belong to the Executive Committee. The members of each standing committee shall be appointed by the Executive Committee. The Executive Committee shall ensure appropriate female representation on standing committees. The chairpersons, deputy chairpersons and the members of the standing committees shall be designated for a term of office of four (4) years.

³ Each chairperson shall represent his committee and conduct business in compliance with the relevant organisation regulations drawn up by the Executive Committee.

⁴ Each chairperson shall fix the dates of meetings in collaboration with the General Secretary, ensure that all tasks are carried out and report back to the Executive Committee. Meetings may take place in person or by videoconference.

⁵ Each standing committee may propose amendments to its regulations to the Executive Committee.

⁶ Standing committees are to be composed in such a way that the members, together, have the knowledge, abilities and specialist experience that is necessary for the due completion of their tasks and duties.

Article 45 Finance Committee

The Finance Committee shall monitor the financial management and advise the Executive Committee on financial matters and asset management. It shall analyse the budget of PFF and the financial statements prepared by the General Secretary and submit them to the Executive Committee for approval. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 46 Organising Committee for PFF Competitions

The Organising Committee for PFF competitions shall organise the competitions of PFF in compliance with the provisions of these Statutes and the regulations applicable to PFF competitions. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 47 Technical and Development Committee

The Technical and Development Committee shall primarily analyse the basic aspects of football training and technical development. It shall deal with all matters relating to youth football, futsal, and beach soccer. It shall consist of a chairperson, a deputy chairperson and three (3) members.

Article 48 Referees' Committee

The Referees' Committee shall implement the Laws of the Game. It shall authorize the appointment of referees for matches in competitions organised by PFF, organise refereeing matters within PFF in collaboration with the administration of PFF and monitor the education and training of referees. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 49 **Women's Football Committee**

The Committee for Women's Football shall organise women's football competitions and deal with all matters relating to women's football. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 50 **Sports Medical Committee**

The Sports Medical Committee shall deal with all medical aspects of football. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 51 **Marketing Committee**

The Marketing Committee shall advise the Executive Committee with regard to drafting and implementing contracts between PFF and its marketing partners and analyse marketing strategies that have been devised. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 52 **National Team Committee**

The National Team Committee shall advise the Executive Committee with the selection of players and officials of the National Teams as well as the international match programmes. It shall ensure that the selection procedures for football players, coaches and other officials to represent the Philippines in football are open and fair. It shall also ascertain that the programs and facilities for training of the national teams are adequate. It shall consist of a chairperson, a deputy chairperson and one (1) member.

Article 53 **Players' Status Committee**

¹ The Players' Status Committee shall set up and monitor compliance with transfer regulations in accordance with the FIFA Regulations on the Status and Transfer of Players and determine the status of players for the various competitions of PFF. The Executive Committee may approve special regulations governing the Players' Status Committee's powers of jurisdiction. The Players' Status Committee shall consist of a chairperson, a deputy chairperson and one member.

² Disputes relating to the status of players involving PFF, its Members, Clubs, players, officials, intermediaries and licensed match agents shall be settled in an Arbitration tribunal in accordance with these Statutes and subject to any applicable national law.

Article **54** Ad-hoc committees

The Executive Committee may, if necessary, create ad-hoc committees for special duties and a limited period of time. The Executive Committee shall appoint a chairperson, a deputy chairperson and the members. The duties and function are defined in special regulations drawn up by the Executive Committee. An ad-hoc committee shall report directly to the Executive Committee.

F. CLUB LICENSING BODIES

Article **55** Club licensing bodies

¹ The club licensing bodies shall be in charge of the club licensing system within PFF in accordance with the Club Licensing Regulations of PFF and AFC.

² The club licensing bodies shall consist of a first instance body and an appeal body. Each club licensing body shall consist of a Chairperson, a Deputy Chairperson and up to three (3) members who shall be appointed by the Executive Committee. They may not belong to any other body of PFF, League Organisation and Clubs, nor are they allowed to have any activities within those bodies.

³ the Club Licensing Bodies shall be appointed for a period of four (4) years. Their mandate may be renewed.

⁴ Decisions passed by the club licensing appeal body may only be appealed before CAS in accordance with the provisions in these Statutes.

⁵ The Executive Committee of PFF shall issue club licensing regulations governing the club licensing system, which shall stipulate, inter alia, to which clubs the system applies. As a minimum, the club licensing system must be implemented in respect of top-division clubs which qualify for AFC club competitions on sporting merit.

V. INDEPENDENT COMMITTEES

Article 56 Institutional Independence

- ¹ The independent committees are:
 - a) The Audit and Compliance Committee
 - b) The electoral committees
 - c) The judicial bodies
- ² The independent committees as well as their individual members shall conduct their activities and perform their duties entirely independently but always in the interest of PFF and in accordance with its Statutes and regulations.
- ³ The chairpersons, vice chairpersons and members of the Audit and Compliance Committee and of the electoral committees as well as the chairperson and vice chairpersons of the judicial bodies shall comply with the independence criteria as defined in par. 4 below.
- ⁴ The chairpersons and deputy chairpersons of the independent committees as well as any of their immediate family members may not exercise or have exercised during the four (4) years preceding their initial terms any executive function at PFF, one of PFF's Members, a league or a club (including any of their affiliated companies/organisations), nor have or have had in the four years preceding their initial term any material business relationship with PFF, one of PFF's Members, a league or a club (including any of their affiliated companies/organisations). "Immediate family member" shall mean, with respect to a person, such person's spouse or domestic partner, parents, grandparents, uncles, aunts, children (including any stepchild or adopted child), grandchildren, son-, daughter-, father- or mother-in-law, and including anyone else, whether by blood or otherwise, with whom the individual has a relationship akin to a family relationship for which such person provides financial support.

Article 57 Audit and Compliance Committee

- ¹ The Audit and Compliance Committee shall ensure the completeness and reliability of the financial accounting and review the financial statements, the consolidated financial statement and the independent and external auditors' reports. The members of the Audit and Compliance Committee shall be knowledgeable and experienced in financial and/or regulatory and legal matters and who shall not be involved in any decision affecting the operations of PFF. The Audit and Compliance Committee may request the general secretariat to assist the committee in its tasks. The Audit and Compliance Committee shall be composed of a chairperson, a deputy chairperson and one member.
- ² The Audit and Compliance Committee shall advise, assist and oversee the Executive Committee in monitoring PFF's financial and compliance matters, set up compliance mechanisms and monitor compliance with the relevant regulations of

PFF. It shall also supervise the general secretariat in financial and compliance issues. The Audit and Compliance Committee shall furthermore monitor PFF's financial and compliance matters and suggest to the appropriate bodies any action that it deems necessary as a result of such monitoring.

³ Details on the Audit and Compliance Committee's responsibilities, its internal cooperation and other procedural matters are stipulated in the Internal Organisation Regulations of PFF.

⁴ All members of the Audit and Compliance Committee shall be elected by the Congress for a period of four (4) years and may only be relieved of their duties by the Congress. They shall not belong to any other body of PFF.

⁵ If the members of the Audit and Compliance Committee permanently cease to perform their official function during their terms of office, the Executive Committee shall appoint the relevant replacement(s) to serve until the next Congress.

Article 58 Electoral committees

¹ The electoral committees are the bodies in charge of organising and supervising the election process in accordance with the Electoral Code of PFF. The electoral committees consist of the Electoral Committee (the first instance body) and the Election Appeal Committee (the second instance body).

² The Electoral Committee shall be composed of the Chairperson of the Disciplinary and Ethics Committee, the Chairperson of the Appeal Committee and the Chairperson of the Audit and Compliance Committee.

³ The Election Appeal Committee shall be composed of one chairperson, one vice-chairperson and one member, who shall all have legal qualification. The members of the Election Appeal Committee shall be elected by the Congress upon proposal of the Executive Committee.

⁴ The term of office of the members of the electoral committees shall be four (4) years. The members of the Election Appeal Committee may be re-elected once.

Article 59 Judicial bodies

- ¹ The judicial bodies of PFF are:
- a) the Disciplinary and Ethics Committee, and
 - b) the Appeal Committee.

- ² The judicial bodies are to be composed in such a way that the members, together, have the knowledge, abilities and specialist experience that is necessary for the due completion of their tasks and duties.
- ³ The term of office of all members shall be four years. The members may be re-elected or relieved of their duties at any time, although they may only be relieved of their duties by the Congress.
- ⁴ The chairpersons, deputy chairpersons and other members of the judicial bodies shall be elected by the Congress upon proposal of the Executive Committee and shall not be members of any other body of PFF.
- ⁵ If the chairperson, the deputy chairperson or a member of a judicial body permanently ceases to perform his official function during his term of office, the Executive Committee shall appoint a replacement to serve until the next Congress, in which the Congress shall appoint a new member of the respective judicial body for the remaining period.
- ⁶ The responsibilities and function of the judicial bodies shall be stipulated in the Disciplinary and Ethics Code of PFF.

Article 60 Disciplinary and Ethics Committee

- ¹ The function and duties of the Disciplinary and Ethics Committee shall be governed by the Disciplinary and Ethics Code of PFF. The Disciplinary and Ethics Committee shall be composed of a chairperson, a deputy chairperson and three members.
- ² The Disciplinary and Ethics Committee may pronounce the sanctions described in these Statutes and the Disciplinary and Ethics Code of PFF on Members, officials, players, clubs, licensed match agents and intermediaries.
- ³ These provisions do not affect the powers of the Congress and the Executive Committee with regard to the suspension and expulsion of Members.
- ⁴ The Executive Committee shall issue the Disciplinary and Ethics Code of PFF, which shall be in accordance with the principles laid down in the FIFA regulations.

Article 61 Appeal Committee

- ¹ The function and duties of the Appeal Committee shall be governed by the Disciplinary and Ethics Code of PFF. The Appeal Committee shall be composed of a chairperson, a deputy chairperson and one member.
- ² The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary and Ethics Committee that are not declared final by relevant regulation of PFF.

³ Decisions pronounced by the Appeal Committee may only be referred to an Arbitration tribunal as provided for in these Statutes, which shall settle the dispute definitively to the exclusion of any ordinary court, unless expressly prohibited by the legislation in the Philippines.

VI. DISCIPLINARY MEASURES

Article 62 Disciplinary measures

The disciplinary measures are primarily:

- ¹ for natural and legal persons:
 - a) a warning;
 - b) a reprimand;
 - c) a fine;
 - d) the return of awards.
- ² for natural persons:
 - a) a caution;
 - b) an expulsion;
 - c) a match suspension;
 - d) a ban from the dressing rooms and/or the substitutes' bench;
 - e) a ban from entering a stadium;
 - f) a ban on taking part in any football-related activity;
 - g) social responsibility;
 - h) compliance training.
- ³ for legal persons:
 - a) a transfer ban;
 - b) playing a match without spectators;
 - c) playing a match on neutral territory;
 - d) a ban on playing in a particular stadium;
 - e) annulment of the result of the match;
 - f) exclusion from a competition;
 - g) a forfeit;
 - h) deduction of points;
 - i) relegation to a lower division;
 - j) replaying a match.

VII. ARBITRATION

Article 63 Arbitration

¹ Disputes within PFF or disputes affecting Members of PFF, leagues, members of leagues, Clubs, members of Clubs, players and officials may only be referred in the last instance (i.e., after exhaustion of all internal channels within PFF) to the Arbitration tribunal recognised by PFF or, in the absence of such tribunal, to CAS which shall settle the dispute definitively to the exclusion of any ordinary court, unless expressly prohibited by the legislation in the Philippines.

² Disputes of international dimension arising from or related to the Statutes, regulations, directives and decisions of FIFA or AFC may only be submitted in the last instance to CAS as specified in the Statutes of FIFA and AFC.

Article 64 Jurisdiction

¹ PFF shall have jurisdiction on internal national disputes, i.e. disputes between parties belonging or affiliated to PFF.

² FIFA and/or AFC shall have jurisdiction on international disputes, i.e. disputes between parties belonging to different associations and/or confederations, in accordance with the relevant regulations.

³ PFF shall ensure its full compliance and that of all those subject to its jurisdiction with any final decision passed by a FIFA body, an AFC body, the arbitration tribunal recognised by PFF or CAS.

VIII. FINANCE

Article 65 Financial period

¹ The financial period of PFF shall be one year and shall begin on 1 January and end on 31 December.

² The revenue and expenses of PFF shall be managed so that they balance out over the financial period. PFF's major duties in the future shall be guaranteed through the creation of reserves.

³ The General Secretary is responsible for drawing up the annual consolidated accounts of PFF with its subsidiaries as at 31 December.

Article 66 Revenue

The revenue of PFF arises specifically from:

- a) Members' annual subscriptions;
- b) receipts generated by the marketing of rights to which PFF is entitled;
- c) fines imposed by the authorised bodies;
- d) other subscriptions and receipts in keeping with the objectives pursued by PFF;
- e) donations;
- f) any other revenue related to football activities;
- g) funding from FIFA, AFC and AFF.

Article 67 Expenses

PFF bears:

- a) the expenses stipulated in the budget;
- b) other expenses approved by the Congress and expenses that the Executive Committee is entitled to incur within the scope of its authority;
- c) all other expenses in keeping with the objectives pursued by PFF.

Article 68 Independent and external auditors

The independent and external auditors appointed by the Congress shall audit on a yearly basis the accounts approved by the Finance Committee in accordance with the appropriate principles of accounting and present a report to the Congress. The independent and external auditors shall be appointed for a period of three (3) years. This mandate may be renewed.

Article 69 Membership subscriptions

¹ Membership subscriptions are due on 31 December. The annual subscription for new Members for the year in question shall be paid within 30 days of the close of the Congress at which they are admitted.

² The Congress shall fix the amount of the annual subscription every four (4) years on the recommendation of the Executive Committee. It shall be the same for every Member and amount to no more than twenty-five thousand pesos (P25,000).

Article 70 Settlement

PFF may debit any Member's assets and accounts to settle claims.

Article 71 Levies

PFF may demand that a levy be paid by its Members for matches.

Article 72 Publication of financial data

¹ PFF shall publish on its official website the financial documents referred to under art. 32 par. 2 i), j) and k) of these Statutes once the relevant items have been approved by the Congress.

² Allowances and benefits (i.e., monetary and non-monetary) of the Committee members of PFF shall be defined in regulations approved by the Executive Committee.

IX. COMPETITIONS AND RIGHTS IN COMPETITIONS AND EVENTS

Article 73 Competitions

¹ PFF organizes and coordinates the following official competitions held within its territory:

- National League (Professional and Amateur)
- National Club Championship (Professional and Amateur)
- National U23 Championship
- National Women's Club Championship (Professional and Amateur)
- All National youth-group tournaments or festivals
- All National Futsal and Beach Soccer tournaments
- Other competitions involving "A" teams or foreign clubs
- All other competitions that are national or regional (beyond RFAs territory) in scope

² The Executive Committee may delegate to PFF's subordinate Leagues the authority to organise competitions. The competitions organised by the Leagues shall not interfere with those competitions organised by PFF. Competitions organised by PFF shall take priority.

³ The Executive Committee may issue special regulations to this end.

Article 74 Club licensing

The Executive Committee of PFF shall issue regulations regarding a club licensing system governing the participation of Clubs in competitions of PFF and AFC, in compliance with the minimum requirements of the club licensing system as set by the AFC and FIFA.

Article 75 Rights

- ¹ PFF and its Members are the original owners of all of the rights emanating from competitions and other events coming under their respective jurisdiction, without any restrictions as to content, time and place. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems and rights arising under copyright law.
 - ² The Executive Committee shall decide how and to what extent these rights are utilised and draw up special regulations to this end. The PFF Executive Committee shall ensure that the sale of such rights is carried out in a transparent manner and in compliance with the Statutes and regulations of PFF as well as mandatory national laws.
-

Article 76 Authorisation to distribute

PFF and its Members are exclusively responsible for authorising the distribution of image and sound and other data carriers of football matches and events coming under their respective jurisdiction, without any restrictions as to content, time, place and technical and legal aspects. The PFF Executive Committee shall issue special regulations to this end.

X. INTERNATIONAL MATCHES AND COMPETITIONS

Article 77 International matches and competitions

- ¹ The authority for organising international matches and competitions between representative teams and between Leagues Club teams and/or scratch teams lies solely with FIFA and the confederation(s) and/or the association(s) concerned. No match or competition shall take place without the prior permission of the FIFA, the

confederation(s) and the association(s) concerned in accordance with the FIFA Regulations Governing International Matches.

² PFF is bound to comply with the international match calendar compiled by FIFA.

Article 78 Contacts

PFF, its Members, players, officials, licensed match agents and intermediaries may not play matches or make sporting contacts with associations that are not members of FIFA or provisional members of a confederation without the approval of FIFA.

Article 79 Approval

¹ Clubs, Leagues or any other group of Clubs that are affiliated to PFF may only join another association with the authorisation of PFF, the other association, the respective confederation(s) and FIFA.

² Clubs, leagues or any other group of clubs that are affiliate to PFF cannot participate in competitions on the territory of another association without the authorisation of PFF and the other association, FIFA and the respective confederation(s) according to the FIFA Regulations Governing International Matches.

XI. FINAL PROVISIONS

Article 80 Unforeseen contingencies and force majeure

The Executive Committee shall have the power to decide on all cases of force majeure and on all matters that are not provided for in these Statutes; such decisions shall take into account the relevant regulations of FIFA and of the AFC, as well as any applicable mandatory laws.

Article 81 Publication of corporate documents

PFF shall make available on its official website the following documents and information:

- a) Statutes and Standing Orders of the Congress;
- b) Electoral Code;
- c) Disciplinary and Ethics Code;
- d) Internal Organisation Regulations;
- e) Most important / key decisions;
- f) Its strategy;
- g) Agenda for Executive Committee and Congress meetings;
- h) Circular letters;

Article 82 Dissolution

¹ Any decision relating to the dissolution of PFF requires a majority of two-thirds (2/3) of all of the Members of PFF, which must be obtained at a Congress specially convened for the purpose.

² If PFF is disbanded, its assets shall be transferred to a receiver duly appointed in accordance with Philippine law. It shall hold these assets in trust as “bonus pater familiae” until PFF is re-established. The final Congress may, however, choose another recipient for the assets on the basis of a two-thirds (2/3) majority.

Article 83 Enforcement

These Statutes were adopted by the PFF Extraordinary Congress held on 27 December 2022 in Manila, Philippines. They supersede all previous texts and come into force immediately after adoption.

Article 84 Transitory clauses

¹ The Members as defined under art. 12 of these Statutes, shall be granted a period of 12 months, as from the adoption of these Statutes, to comply with the mandatory requirements stipulated in art. 13 par. 2, as well as art. 16 par. 1 f), g), j), n) and o) of these Statutes. Any Member which does not comply with all of these requirements within the aforementioned timeframe, shall automatically lose its right to vote at the Congress and the delegate(s) of the Member in question shall not be taken into account when establishing the quorum. The Member in question shall only regain its right to vote at the Congress once it has fully complied with its obligations as mentioned in this paragraph.



² Within 12 months upon the adoption of these Statutes, the Congress shall elect the relevant members of the independent committees as defined under art. 55 to 60 of the Statutes that are not already in office. Within this same period, the Congress shall also dismiss the relevant members of the independent committees that do not comply with the independence criteria mentioned under art. 55 par. 4 of these Statutes and elect the relevant number of members to fill the positions.

27 December 2022.

For PFF:

Mariano V. Araneta, Jr.

President

Atty. Edwin B. Gastanes

General Secretary



ANNEXE A

QUESTIONNAIRE FOR INTEGRITY CHECKS

Part 1 General provisions

- ¹ The integrity checks with regard to candidates for, and holders of, official positions within PFF that are subject to such checks ("candidates or holders") shall be conducted by the relevant body in accordance with the provisions of these Statutes and this annexe.
- ² Candidates or holders are obliged to comply with the screening and self-disclosure process as outlined in parts 2 and 3 below. Prior to the screening process, every candidate or holder shall give his written consent to said process through a form provided by the relevant body conducting the integrity check. If such written consent is not provided, the candidate or holder shall be deemed not to have passed the integrity check.
- ³ Candidates or holders shall act in good faith at all times and shall fully collaborate to establish the relevant facts upon reasonable notice. If the candidate or holder concerned does not cooperate with the body competent to conduct the integrity check, the candidate or holder shall be deemed not to have passed the integrity check.
- ⁴ The candidate or holder shall be deemed not to have passed the integrity check, if he:
 - a) has been subject to criminal convictions or disciplinary sanctions by a court, in particular if the offence in question was a substantive issue and not a minor infraction or procedural misconduct;
 - b) has been found guilty and/or sentenced by the FIFA Ethics Committee or any other sporting body with a sanction that would seriously put into question the discharge of the office concerned.
- ⁵ Subject to the relevant provisions regarding disclosure and forwarding of the information and related data obtained in the context of integrity checks in accordance with this annexe, all such information and related data must be treated as strictly confidential by the body conducting the integrity check concerned.

Part 2 Screening process

- ¹ At the beginning of the screening process, every candidate or holder shall undergo an identification check ("ID check"). In this context, the candidate or holder shall submit a valid copy of his passport to the body in charge of performing the integrity check. The ID check shall include verification/identification of the following elements:
 - a) name(s) and surname(s);
 - b) address of residence;
 - c) date and place of birth;
 - d) nationality/nationalities.
- ² Every candidate or holder shall complete the questionnaire contained in part 3 below.
- ³ The body in charge of performing the integrity check may conduct independent research and/or investigations in order to obtain further relevant information on a particular candidate or holder, which may include information on intermediaries and related parties, mandates, potential conflicts of interest and significant participations as well as civil and criminal proceedings/investigations.

Part 3 Questionnaire

| | |
|----------------------------|--|
| First name(s): | |
| Surname(s): | |
| Address of residence: | |
| Date and place of birth: | |
| Nationality/nationalities: | |
| Profession: | |

¹ Have you previously been convicted by a final decision of any intentional indictable offence or of any offence corresponding to a violation of the rules of conduct set out in part II section 5 of the FIFA Code of Ethics?

No ☐ Yes ☐

If yes, please specify:

² Has a sports governing body ever imposed any disciplinary or similar sanction or measure on you in the past for actions which amount to a violation of the rules of conduct set out in part II section 5 of the FIFA Code of Ethics?

No ☐ Yes ☐

If yes, please specify:

³ Are you the subject of any pending civil, criminal or disciplinary proceedings or investigations?

No ☐ Yes ☐

If yes, please specify:

⁴ I am fully aware that I am subject to the provisions of the Disciplinary and Ethics Code of PFF and to the provisions of the Statutes and other regulations of PFF that may address integrity issues, and I fully comply with such provisions.

⁵ I currently hold the following positions in football:

⁶ The following facts and circumstances may give rise to potential conflicts of interest regarding me (cf. in particular art. 23 par. 9 of these Statutes):

⁷ Remarks and observations which may be of potential relevance in the context of the integrity check:

⁸ I am fully aware and agree that this questionnaire is made available to the members of the appropriate body of PFF.

⁹ I am fully aware and confirm that I must notify the body conducting the integrity check of any relevant facts and circumstances arising after the integrity check has been completed.

¹⁰ I am fully aware and confirm that I am obliged to collaborate fully to establish the relevant facts with regard to the integrity check to which I am subject. In particular, I will comply with requests for any documents, information or any other material of any nature held by me. In addition, I will comply with the procurement and provision of documents, information or any other material of any nature not held by me but which I am entitled to obtain.

¹¹ I am fully aware and confirm that the body conducting the integrity check may also request information on possible sanctions (questions 1 and 2 above) directly from FIFA or the relevant confederation as well as from other institutions such as the Court of Arbitration for Sport in Lausanne, Switzerland, or the International Olympic Committee. In this regard, I hereby release the relevant institutions from any obligation of confidentiality relating to the information concerned.

¹² I am fully aware and confirm that the body conducting the integrity check may collect further information on me in accordance with part 2 par. 3 of this annexe.

(Place and date)

(Signature)



ANNEXE B

STANDING ORDERS OF THE CONGRESS OF PHILIPPINE FOOTBALL FEDERATION

2022 edition



TABLE OF CONTENTS

| ARTICLE | CONTENTS | Page |
|-------------|--|------|
| Definitions | | |
| 1 | Representation and participation in the Congress | 54 |
| 2 | Chairperson | 54 |
| 3 | Scrutineers | 54 |
| 4 | Debates | 55 |
| 5 | Speakers | 55 |
| 6 | Proposals during the Congress | 55 |
| 7 | Procedural motions and closing of debates | 56 |
| 8 | Votes | 56 |
| 9 | Elections | 57 |
| 10 | Enforcement | 57 |

DEFINITIONS

Whenever relevant, the terminology used in these Standing Orders shall refer to the terms defined in the Definitions section of the Statutes of PFF.

NB: Terms referring to natural persons are applicable to both genders. Any term in the singular applies to the plural and vice-versa.

Article 1 Representation and participation in the Congress

- ¹ Members of PFF shall be represented at the Congress by the delegates as mentioned under art. 26 par. 1 of the Statutes of PFF.
- ² The names of the delegates shall be submitted to the general secretariat before the opening of the Congress.
- ³ PFF shall bear the costs of travel and accommodation for the delegates of the Members taking part in the Congress. The Executive Committee shall issue appropriate directives in this connection.

Article 2 Chairperson

- ¹ The President of PFF shall chair the Congress. If the President is unable to attend, the 1st vice-president shall deputise, and in the absence of the latter, the 2nd vice-president shall deputise. In the absence of the 2nd vice-president, the 3rd vice-president shall act as deputy.
- ² The chairperson shall ensure that the Congress is conducted in strict compliance with these Standing Orders, open and close the Congress and debates, and, unless the Congress decides otherwise, grant delegates permission to speak and conduct all discussions.
- ³ The chairperson shall be responsible for maintaining order during debates. He may take the following action against any delegate who disturbs the debates:
 - a) a call to order;
 - b) a reprimand;
 - c) exclusion from the Congress.
- ⁴ If an appeal is made against such action, the Congress shall decide immediately without debate.

Article 3 Scrutineers

At the beginning of the meeting, the Congress shall appoint an adequate number of scrutineers to count the votes and to assist the General Secretary in distributing and counting voting papers issued for the elections.

Article 4 Debates

- ¹ Debates on each item on the agenda shall be preceded by a short report or introduction:

- a) by the chairperson or a member of the Executive Committee designated for this purpose;
- b) by a representative of the committee designated by the Executive Committee to give such a report or introduction;
- c) by a delegate of the Member that requested the item to be included in the agenda.

² The chairperson then opens the debate.

Article 5 Speakers

¹ Permission to speak is granted in the order in which it is requested. A speaker may not begin speaking until he has obtained permission to do so.

² A speaker may not speak for a second time on the same item until all other delegates who have requested permission to speak have spoken.

³ The chairperson may set a time limit for speakers.

Article 6 Proposals during the Congress

¹ All proposals submitted during the Congress shall be made in writing. Proposals which are not relevant to the subject under discussion shall not be admitted to the debate.

² Any amendment to such initial proposals shall be drawn up in writing and passed to the chairperson before being put to the debate.

Article 7 Procedural motions and closing of debates

¹ If a procedural motion is made, discussion on the main question shall be suspended until a vote has been taken on the motion.

² If a motion is made to close the discussion, it shall immediately be put to the vote without debate. If the motion is approved, permission to speak shall only be granted to those Members who asked to speak before the vote was taken.

³ The chairperson shall close the discussion unless the Congress decides otherwise by a majority (more than 50%) of the valid votes cast.

Article 8 Votes

- ¹ A decision that requires a vote shall be reached by a show of hands or by means of an electronic count, unless decided otherwise by the Congress.
- ² Before each vote, the chairperson, or the person designated by him, shall read the text of the proposal aloud and explain the voting procedure (quorum) to the Congress. If an objection is raised, the Congress shall decide immediately.
- ³ Votes may be taken by roll call if requested by a majority (more than 50%) of the Members present and eligible to vote.
- ⁴ No one shall be compelled to vote.
- ⁵ Proposals made during the Congress shall be put to the vote in the order in which they are submitted. If there are more than two main proposals, they shall be put to the vote in succession and the delegates may not vote for more than one of the proposals.
- ⁶ Alterations to amendments shall be put to the vote before the amendments proper, and amendments before the main proposal.
- ⁷ Proposals without a vote against are regarded as having been accepted by the Congress.
- ⁸ The chairperson shall check the result of the vote and announce it to the Congress.
- ⁹ No one is permitted to speak during the vote and until after the result has been announced.

Article 9 Elections

Elections and the electoral process within PFF shall be conducted according to the relevant provisions of the Statutes and Electoral Code of PFF.

Article 10 Enforcement

These Standing Orders were adopted at the PFF Extraordinary Congress held on 27 December 2022 in Manila, Philippines and will come into force immediately.

Mariano V. Araneta, Jr.
President

Atty. Edwin B. Gastanes
General Secretary