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FOOTBALL

EUROPEAN CLUB ASSOCIATION

ECA STATUTES

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STATUTES OF THE EUROPEAN CLUB ASSOCIATION (ECA)

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

- a) Board Member: an individual who is a member of the Executive Board.
- b) Conflict of Interest: conflicts of interest arise if an ECA Representative is reasonably considered to have, have had or be on the point of having, private or personal interests or relations with another person or entity that may affect his ability to perform his duties in full independence and integrity, and/or to pursue ECA's objectives and interests.
- c) Diversity Representative: female individual who is appointed as an observer to the Executive Board pursuant to Article 31.
- d) ECA: European Club Association.
- e) ECA Body/Bodies: Committee, Expert Panel or Working Group.
- f) ECA Cycle: is defined under Article 3.3.
- g) ECA Internal Representative: Board Members and anyone holding a function within ECA and ECA Bodies.
- h) ECA External Representative: individual appointed as ECA representative to a body of another organisation.
- i) ECA Representative: ECA Internal Representative or ECA External Representative.
- j) Executive Board: ECA Executive Board.
- k) FIFA: Fédération Internationale de Football Association.
- l) FIFA FSC: FIFA Football Stakeholders' Committee.
- m) Member: ECA Ordinary or Associated Member.
- n) Subdivision Representative: individual who is elected as an observer to the Executive Board, pursuant to Article 30.
- o) UEFA: Union of European Football Associations.
- p) UEFA CCC: UEFA Club Competitions Committee.
- q) UCC SA: UEFA Club Competitions SA.
- r) UEFA ExCo: UEFA Executive Committee.
- s) UEFA PFSC: UEFA Professional Football Strategy Council.

In these Statutes the use of the masculine form refers equally to the feminine.

I - GENERAL PROVISIONS

Article 1 – Legal form and seat

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

² ECA shall have its seat in Nyon, Switzerland.

Article 2 – Objectives

The objectives of ECA are:

- a) To safeguard and promote the interests of European club football in particular and club football in general;
- b) To be recognised by UEFA as the sole body representing the interests of clubs at European level;
- c) To represent the interests of the clubs as employers in Europe, including in the social dialogue process, and to act as a social partner where appropriate;
- d) To contribute to the healthy development of European club competitions organised by UEFA and other international club competitions organised by other governing bodies involving European football clubs, by taking part in the relevant decision making process;-
- e) To provide input with regard to the international match calendar;
- f) To contribute to the good governance of European and worldwide football, in particular by participating in the appropriate bodies established within UEFA and FIFA;
- g) To foster the exchange of information and expertise between UEFA and the clubs;
- h) To cooperate, and foster the exchange of information and expertise, with all football clubs in Europe and around the world;
- i) To support and uphold the integrity and regularity of competitions and matches as well as the sporting values and principles upon which European football is based;
- j) Generally to ensure cooperation between the clubs and UEFA in matters related to European club football;
- k) For the attainment of these objectives, to maintain contacts, cooperation and negotiations with any football related organisations, or with any relevant public and private institutions, including in particular with the relevant social partners, as well as with non-member football clubs;
- l) To be a leading organisation in promoting and achieving inclusion and diversity in football;
- m) To do all other things to further the objectives of the association or as may be deemed incidental or conducive to the attainment of any of these objectives.

II – MEMBERSHIP

Article 3 – Membership

¹ ECA membership is open to male football clubs affiliated to a UEFA member association.

² The membership panel of ECA consists of Ordinary Members and Associated Members.

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

Article 4 – Ordinary Members

¹ All Ordinary Members shall be from the top men divisions of the UEFA member associations. The precise number of clubs from each member association is established at the beginning of every ECA Cycle, on the basis of the UEFA association club coefficient ranking (as per paragraph 3 below) and according to the following principle:

Association ranking position	Number of clubs eligible for ordinary membership per association
1-3	5
4-6	4
7-15	3
16-28	2
29-and below	1

² The identity of the clubs eligible for ECA ordinary membership is then established according to the UEFA individual club coefficient ranking (as per paragraph 3 below). If two clubs from the same member association have the same coefficient, the club that has qualified for a UEFA competition shall take precedence. Should both (or neither) have qualified for a UEFA competition, the one that finished the previous domestic championship in the better position shall take precedence.

³ The calculation of the UEFA association club coefficient ranking and the UEFA individual club coefficient ranking referred to in paragraphs 1 and 2 above, respectively, shall be based on the coefficients of each club and of each association in the four most recent and completed seasons of the UEFA club competitions.

⁴ Clubs which:

- a) are not participating in the top division of a UEFA member association;
- b) are prevented from participating in a UEFA competition as per a final and binding decision;
- c) are not integrated or did not obtain any points in the UEFA individual club coefficient ranking,

are not eligible for ordinary membership.

⁵ As a mark of recognition of their sporting merit, those clubs which have won at least five UEFA club competition trophies (UEFA Champions League, UEFA Cup, UEFA Europa League or UEFA Cup Winners' Cup) shall be entitled to ordinary membership even if they would not qualify as Ordinary Members on the basis of the principles and according to the rules set out above. In such a case, the number of Ordinary Members shall be increased accordingly.

⁶ Candidate clubs for ordinary membership must fulfil the requirements set out in the Membership Policy. Without prejudice to the provisions detailed in the Membership Policy on the transition of membership from cycle to cycle, membership as an Ordinary Member is acquired via the Executive Board's acceptance of the submission lodged by a candidate club.

Article 5 – Rights of the Ordinary Members

The Ordinary Members shall have the following rights:

- a) To participate in the activities of ECA;
- b) To take advantage of the opportunities and benefits that ECA may obtain;
- c) To make suggestions to the Executive Board to improve the implementation of the objectives of ECA;
- d) To attend the meetings of the General Assembly, with the right to speak and to vote;
- e) To propose candidates for all ECA Bodies, the Executive Board, the Subdivision Representatives and the Diversity Representative, where and if applicable as per these Statutes and the Organisational Regulations;
- f) To propose candidates for any appropriate body within FIFA and UEFA, in particular for the FIFA FSC, the UEFA PFSC and the UEFA CCC, where and if applicable as per these Statutes and the Organisational Regulations, or if so decided by the Executive Board;
- g) To elect Board Members and Subdivision Representatives as per Articles 22 and 34 of these Statutes;
- h) To be informed of the state of the accounts of ECA;
- i) To be informed of the decisions adopted by the General Assembly and by the Executive Board;
- j) To be regularly informed of the activities of ECA.

Article 5bis – Loss of Ordinary Membership

¹ If, in the course of an ECA Cycle, an Ordinary Member:

- a) stops participating in the top division of a UEFA member association;
- b) is prevented from participating in a UEFA club competition as per a final and binding decision;
- c) is taken out of a UEFA club competition during the course of a season as per a final and binding decision;
- d) is expelled from ECA as per Article 11;
- e) is suspended as per Article 10; or
- f) withdraws from ECA,

such club will lose its eligibility as Ordinary Member and will be replaced by the next-best club from

the same member association fulfilling the necessary requirements, according to the UEFA individual club coefficient ranking based on the coefficients of each club in the four most recent and completed seasons of the UEFA club competitions calculated as at the moment of the loss of eligibility. However, if the loss of ordinary membership concerns a club that has been admitted to membership for having won five UEFA club competition trophies, that club will not be replaced.

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

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

Article 6 – Associated Members

¹ ECA Founding Members and clubs in the top men division of a UEFA member association that fulfil the requirements set out in the Membership Policy, but which do not qualify as Ordinary Member, are eligible for membership as an Associated Member.

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

Article 7 – Rights of the Associated Members

The Associated Members shall have the following rights:

- a) To participate in the activities of ECA;
- b) To take advantage of the opportunities and benefits that ECA may obtain;
- c) To make suggestions to the Executive Board to improve the implementation of the objectives of ECA;
- d) To attend the meetings of the General Assembly as observers, with the exception of the right to vote as set out in item f) below;
- e) To propose candidates for the ECA Bodies and the Diversity Representative, where and if applicable as per these Statutes and the Organisational Regulations or if so decided by the Executive Board;
- f) To elect Subdivision Representatives as per Article 34 of these Statutes;
- g) To be informed of the state of the accounts of ECA;
- h) To be informed of the decisions adopted by the General Assembly and the Executive Board;
- i) To be regularly informed of the activities of ECA.

Article 8 – Obligations of the Members

The Members shall have the following obligations:

- a) Not to be a party to, or a member of, any other association, organisation or grouping involving clubs from more than one UEFA member association, with the exception of football club associations recognised by ECA, FIFA and/or the respective confederation;

- b) To pay the annual membership fees;
- c) To notify the General Secretary of their address and their appointed representatives;
- d) To comply with these Statutes, and in particular with the Objectives and Undertakings set out in Article 2 of these Statutes and the Rules of Conduct set out in Article 9 of these Statutes;
- e) To comply with any regulation and/or decision taken by the General Assembly and/or the Executive Board and with any agreement or Memorandum of Understanding entered into between ECA and a relevant football stakeholder, in particular with UEFA and FIFA, as may be in force from time to time;
- f) To actively contribute to the work of ECA in furtherance of its objectives;
- g) To reflect and promote consistently, in particular in all relevant fora, the positions adopted by ECA;
- h) To act in good faith at all times towards ECA and other Members thereof;
- i) To conduct ECA Mediation in good faith if a dispute of a financial nature arises with another Member.

Article 9 – Rules of Conduct

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

² In particular, Members and ECA Representatives shall:

- a) refrain from any conduct that may damage the integrity, reputation or image of ECA or which may bring the ECA into disrepute;
- b) not offend the dignity or integrity of a private person or group of people, including but not limited to discriminatory or denigrating words or actions on account of race, skin colour, ethnicity, national or social origin, gender, religion, political opinion or sexual orientation;
- c) refrain from engaging in any form of cheating including, but not limited to, doping, manipulation of matches or any other conduct aimed at obtaining an unfair advantage;
- d) not offer, promise, give or accept any undue pecuniary or other advantage for the execution or omission of an act that is related to their official ECA activities; and
- e) reject of all forms of harassment, be it physical, professional or sexual.

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

Article 10 – Measures and Sanctions

¹ In the case of a violation by a Member of these Statutes or any decision or regulation made pursuant to them, the following sanctions may be imposed:

- by the Executive Board:
 - a) A warning;
 - b) A reprimand;

- c) A suspension, for a specific period of time, of the right to propose candidates for the ECA Bodies or for any relevant body within FIFA and UEFA;
- d) A forfeiture, for a specific period of time, of the right to have its official(s) appointed as Board Member or Subdivision Representative;
- e) A suspension with immediate effect for a specific duration, but at a maximum until the end of the following General Assembly;
 - by the General Assembly upon recommendation of the Executive Board:
- f) A suspension for a specific duration, for a longer period than that provided for under Article 10.1 e), upon recommendation of the Executive Board;
- g) Expulsion from ECA in accordance with Article 11.

² In the case of a violation by an ECA Representative of these Statutes or any decision or regulation made pursuant to them, the following measures and sanctions may be taken by the Executive Board:

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

³ Violations of these Statutes or of any decision or regulation made pursuant them, may be subject to sanctions regardless of whether they have been committed deliberately or negligently, whether they constitute acts of commission or omissions, and whether the breach constitutes an act or an attempted act.

⁴ In cases where a sanction is to be imposed, the competent body shall take into account all relevant factors in the case, including the offender's assistance and cooperation, the circumstances and the degree of fault. The offender can also accept a sanction proposed by the Executive Board. In such a case, the offender and ECA shall enter into an agreement and no further decision is required from ECA. The Executive Board may also refer a potential disciplinary case to the Statutory Affairs Panel or to an *ad hoc* commission appointed by the Executive Board in order to conduct an enquiry and issue a recommendation to the Executive Board.

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

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

Article 11 – Termination of membership

¹ A Member may withdraw its membership from ECA by giving formal notice in writing to the Executive Board.

² A Member may be expelled from ECA if it:

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

III - HONORARY CHAIRMAN

Article 12 – Honorary chairman

¹ The General Assembly, may, on the proposal of the Executive Board, bestow the status of honorary chairman upon a person for especially meritorious services to European club football.

² Honorary chairmen may attend the meetings of the General Assembly and the meetings of the Executive Board in an advisory capacity without any voting rights.

IV –ORGANS

Article 13 – Organs

The Organs, through which ECA may act, are:

- a) The General Assembly;
- b) The Executive Board.

IV.1 General Assembly

Article 14 – Composition

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

² Each Member shall appoint one representative to attend the General Assembly.

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

⁴ The Chairman may invite interested third parties to attend meetings.

Article 15 – Powers

The General Assembly has the following powers:

- a) To modify these Statutes;
- b) To hold elections in accordance with the rules set out in Articles 22 and 34;
- c) To approve the annual membership fees and the yearly budget proposed by the Executive Board;
- d) To approve the accounts;
- e) To appoint an independent auditor;
- f) To discharge any Board Member;

- g) To suspend or expel any Member from ECA upon a proposal of the Executive Board;
- h) To dissolve ECA;
- i) To revoke a Board Member, the Executive Board or Subdivision Representative for all cases where highly important reasons are given;
- j) To bestow the status of honorary chairman upon a proposal from the Executive Board.

Article 16 – Meetings

¹ The General Assembly shall be chaired by the ECA Chairman.

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

³ Extraordinary meetings of the General Assembly may be held if requested by at least 20% of the Ordinary Members.

⁴ ECA Members shall be notified at least 20 days in advance of any meeting of the General Assembly. The General Secretary will notify Members of all items on the agenda together with the date and place of the meeting. Any Ordinary Member may, within five calendar days of receiving such notification, request additional items to be placed on the agenda. Such a request must be supported by at least 10% of the Ordinary Members. The General Secretary shall notify Members of the final agenda, including all additional items, at least five calendar days in advance of any meeting of the General Assembly.

⁵ There may also be informal meetings of the Members of the subdivision groups set out in Article 20. Each subdivision group may submit proposals to the Executive Board or provide feedback of its meeting at the ECA General Assembly.

Article 17 – Quorum & Decisions

¹ The General Assembly shall be validly convened if the number of attendees represents at least two thirds of the Ordinary Members, including at least thirteen clubs represented on the Executive Board.

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

³ The election of (i) the Board Members shall be held in accordance with the rules set out in Article 22 and (ii) the election of the Subdivision Representatives shall be held in accordance with the rules set out in Article 34.

Article 18 – Voting rights and procedures

¹ Each Ordinary Member shall have one vote which shall be exercised on its behalf by its appointed representative.

² Votes by proxy shall be permitted. Votes by letter shall not be permitted.

³ Votes shall be open (show of hands), unless at least one third of the Ordinary Members present request a secret ballot.

⁴ Elections shall be held by secret ballot.

Article 19 – Minutes

- ¹ Minutes of the General Assembly shall be sent to all Members within 30 days of the meeting.
² Minutes shall be signed by the Chairman and the General Secretary.

IV.2 – Executive Board

Article 20 – Composition

¹ The Executive Board is the executive body of ECA and shall be composed of twenty-four Board Members, as follows:

- a) Thirteen Board Members elected by the General Assembly;
- b) Four representatives appointed by the Executive Board to the UEFA PFSC, pursuant to Article 22.2;
- c) Two representatives elected by the Executive Board to the UEFA ExCo, pursuant to Article 22.2;
- d) Five representatives appointed by the Executive Board to the Board of Administration of the UCC SA, pursuant to Article 22.2.

² The Board Members elected by the General Assembly are elected on the basis of the UEFA association club coefficient ranking (as set out in paragraph 3 below) at the beginning of an ECA Cycle, subdivided as follows:

Association Ranking Position	ECA Subdivision	Nr of elected Board Members
1–6	1	5
7–15	2	3
16–28	3	3
29–and below	4	2

³ The calculation of the UEFA association club coefficient ranking and the UEFA individual club coefficient ranking referred to in paragraph 2 above, shall be based on the coefficients of each club and of each association in the four most recent and completed seasons of the UEFA club competitions.

⁴ In addition to any other eligibility requirements provided for under these Statutes:

- a) All Board Members must be from different Ordinary Members;
- b) The thirteen members elected by the General Assembly must belong to Ordinary Members affiliated to different UEFA member associations;
- c) Four out of six representatives appointed and elected to the UEFA ExCo and the UEFA PFSC and three out of five representatives appointed to the Board of Administration of the UCC SA must represent clubs belonging to the ECA Subdivision 1; and
- d) The position of representatives appointed to the UEFA PFSC shall not be compatible with appointment in the UEFA CCC.

⁵ Candidates for the elections referred to in Article 20.1 let. a. shall be proposed by Ordinary Members to the General Secretary in writing by the date set by the General Secretary in the call for

candidates, which can in no case be later than 14 days before the date set for the elections.

Article 21 – Eligibility Requirements

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

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

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

⁴ No person may serve as Board Member of ECA for more than three terms of office, whether consecutive or not.

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

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

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

Article 22 – Elections and appointments

¹ The election procedure of the Executive Board is governed by these Statutes and the Procedure for Election of the Executive Board.

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

³ The thirteen Board Members referred to in Article 20.1 let. a. are elected at a General Assembly and in accordance with the following rules:

- a) Ordinary Members shall be divided into four groups corresponding to the ECA Subdivisions as set out above;
- b) Each group shall elect the number of Board Members attributed to its subdivision;
- c) The elections within each group shall be by simple majority of the group members present;
- d) The results of the elections shall be communicated by the General Secretary to the General Assembly at the end of the voting procedure.

⁴ At the Executive Board meeting that takes place immediately following the General Assembly elections, the Executive Board shall elect from among its members:

- a) A Chairman, who shall act as ECA Chairman and who represents one of the clubs belonging to ECA subdivision 1; and

- b) A first, a second, a third and a fourth Vice-Chairman.

Article 23 – Obligations of Board Members

Board Members shall:

- a) be present at the meetings of the Executive Board with a minimum presence of 50% of the meetings per sporting season of the ECA Cycle;
- b) actively contribute to the meetings and work of the Executive Board in furtherance of its objectives;
- c) reflect and promote consistently, in particular in all relevant fora, the positions adopted by ECA and the Executive Board;
- d) act in good faith towards ECA, its Members and the Executive Board;
- e) comply with the general obligations provided under Article 36 of these Statutes.

Article 24 – Powers

The Executive Board has the following powers:

- a) To direct the activities of ECA and its economic and administrative management, for which purpose it may perform all such acts and sign all such contracts as it may deem advisable;
- b) To implement the decisions adopted by the General Assembly;
- c) To submit proposals to the General Assembly to bestow the status of honorary chairman on a person;
- d) To submit proposals to the General Assembly for the suspension or expulsion of any Member or for the revocation from office of Board Members and Subdivision Representatives;
- e) To impose measures and sanctions pursuant to Articles 10 and 11;
- f) To decide on any membership issue, except for the powers attributed to the General Assembly under Article 15 let. g;
- g) To prepare the yearly budget and submit it to the General Assembly for approval;
- h) To adopt such regulations and take such decisions as necessary to implement these Statutes;
- i) To adopt and amend the Organisational Regulations;
- j) To appoint and elect the representatives of ECA in the UEFA PFSC, the UEFA ExCo and the Board of Administration of the UCC SA in accordance with the applicable rules;
- k) To appoint the representatives of ECA in the UEFA CCC, each ECA Subdivision having at least two representatives;
- l) To appoint the representatives of ECA in any other appropriate bodies, such as those established within UEFA, FIFA and UCC SA, in accordance with the applicable rules, provided that the same individual cannot represent ECA in more than two of the following bodies: UEFA ExCo, UEFA PFSC, UEFA CCC, FIFA FSC and FIFA PSC;
- m) To appoint the Diversity Representative, pursuant to Article 31;
- n) To appoint the General Secretary;
- o) To create the Committees, Expert Panels and Working Groups it deems necessary for the functioning of ECA;

- p) To appoint the Chairmen of Committees, Expert Panels and Working Groups, where applicable, as well as the members of such ECA Bodies proposed by the Members (subject to the provisions of the ECA Organisational Regulations providing otherwise) and to define the composition, organisation and competences of such Committees, Expert Panels and Working Groups;
- q) To ensure the necessary flow of communication and information between ECA and UEFA, as well as any other relevant football related organisations;
- r) To present proposals to the appropriate bodies established within UEFA, FIFA and any other relevant football related organisations;
- s) To engage in discussions and enter into agreements with UEFA, FIFA and any other relevant football related organisations;
- t) To take decisions on all matters that do not fall under the mandatory or statutory competence of the General Assembly.

Article 25 – Term of office

¹ The term of office of the Chairman and the Board Members runs as from the first General Assembly in an ECA Cycle until the first General Assembly in the next ECA Cycle.

² If a Board Member elected by the General Assembly is recalled, withdraws or becomes no longer eligible to serve on the Executive Board during his term of office, a replacement will be elected by the Ordinary Members of the relevant subdivision group for the remaining period of his term at the next General Assembly.

³ If a Board Member elected by the General Assembly obtains an active office at a different club, his position on the Executive Board will become vacant. A replacement will be elected by the Ordinary Members of the relevant subdivision for the remaining period of his term at the next General Assembly. If this Board Member obtains an active office at a Member from the same subdivision group, he can stand for re-election.

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

⁵ If a Board Member appointed to the UEFA PFSC or the Board of Administration of the UCC SA or elected to the UEFA ExCo withdraws or becomes no longer eligible to serve on the Executive Board during his term of office, a replacement will be appointed or elected (as applicable) by the Executive Board for the remaining period of his term. If after this replacement a vacancy in the Executive Board would remain, said vacancy shall be filled by means of an appointment or an election, as applicable according to these Statutes.

Article 26 – Meetings

¹ The ECA Chairman or, in his absence, the highest-ranked Vice-Chairman shall chair the meetings of the Executive Board.

² The Executive Board shall meet as often as may be determined by the ECA Chairman or when

requested by eight Board Members, but as a rule no less than four times per year.

³ Board Members shall, in principle, be notified at least 20 days in advance of any Board meeting. The General Secretary will notify Board Members of all items on the agenda together with the date and place of the meeting. Board Members may, within five calendar days of receiving such notification, request additional items to be placed on the agenda. The General Secretary shall notify Board Members of the final agenda, including all additional items, three calendar days prior to the actual meeting. Notwithstanding the above, the Executive Board may decide at any time any matter within its competence if this is decided by 100 % of its members.

⁴ The General Secretary participates in the meetings of the Executive Board without voting rights.

⁵ The Chairman may invite interested third parties to attend meetings.

Article 27 – Quorum & Decisions

¹ The Executive Board shall be validly convened if a minimum of thirteen Board Members, including at least five of the eleven Board Members appointed/elected to the UEFA PFSC, UEFA ExCo and the Board of Administration of the UCC SA, attend the meeting.

² Decisions of the Executive Board shall be adopted by simple majority of the Board Members present or represented.

³ In the event of a tie, the ECA Chairman shall have the casting vote.

⁴ A decision in writing (including by fax, email or other electronic means) approved by all Board Members shall be valid and effective as if it had been adopted at an Executive Board meeting.

Article 28 – Voting rights and procedures

¹ Each Board Member shall have one vote.

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

³ Votes shall be open (show of hands), unless at least half of the Board Members present request a secret ballot.

Article 29 – Minutes

¹ Minutes of the Executive Board meetings shall be sent to all Board Members within 20 days of the meeting.

² Minutes shall be signed by the Chairman and the General Secretary.

V – SUBDIVISION AND DIVERSITY REPRESENTATIVES

Article 30 – Subdivision Representative's status

Each ECA Subdivision will elect one individual who shall have the right to attend the Executive Board meetings as an observer. The Subdivision Representative may join in the debates but may not vote. He will be provided with and have access to all Executive Board meeting documents.

Article 31 – Diversity Representative’s status

The Executive Board shall appoint one Diversity Representative following a call for candidates issued by the ECA General Secretary and an application procedure. The Diversity Representative shall have the right to attend the Executive Board meetings as an observer and may join in the debates but may not vote. The Diversity Representative will be provided with and have access to all Executive Board meeting documents.

Article 32 – Eligibility Requirements

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

² The Diversity Representative must hold active office with a Member for the entire period of her term of office. Active office is a position whereby the Diversity Representative is actively involved in the day-to-day senior management of a Member and/or holds an executive position in that club, in particular positions such as a president, chairman or member of the board.

³ A Subdivision Representative and the Diversity Representative cannot be in a situation or hold a position which is of such nature that it constitutes a Conflict of Interest. Any circumstance which might be of such nature must be disclosed to the ECA General Secretary.

⁴ Subdivision Representatives must be from different Ordinary Members as the Board Members.

⁵ If the Executive Board counts two Board Members from clubs affiliated to the same UEFA member association, no Subdivision Representative from a club affiliated to that same UEFA member association will be eligible.

⁶ No person may serve as Subdivision Representative or Diversity Representative for more than three terms of office, whether consecutive or not. Any partial term shall count as one full term. Any full or partial term of office as Chairman or Board Member also counts as a term of office as Subdivision Representative or Diversity Representative for the purpose of this paragraph 6. Any term of office served until the 1st ECA General Assembly in the ECA Cycle starting on 1 July 2019 shall not be taken into account.

Article 33 – Obligations

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

Article 34 – Elections

¹ The election procedure of the Subdivision Representatives is governed by these Statutes and the Procedure for Election of the Subdivision Representatives. Candidates for the election of Subdivision Representatives shall be proposed by the Ordinary Members to the General Secretary in writing by the date set by the General Secretary in the call for candidates which can in no case be later than 14 days before the date set for the elections.

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

- a) Ordinary and Associated Members shall be divided into four groups corresponding to the ECA subdivisions as set out in these Statutes;
- b) Each group shall elect one Subdivision Representative;
- c) The elections within each group shall be by simple majority of the group members present;
- d) The results of the elections shall be communicated by the General Secretary to the General Assembly at the end of the voting procedure.

Article 35 – Term of office

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

² If an elected Subdivision Representative or an appointed Diversity Representative is recalled, withdraws or becomes no longer eligible to serve as a Subdivision Representative or Diversity Representative during his/her term of office, a replacement will, respectively, be elected by the Members of the relevant ECA subdivision (in the case of the Subdivision Representative) or appointed by the Executive Board (in the case of the Diversity Representative) for the remaining period of the term at, respectively, the next General Assembly (in the case of the Subdivision Representative) or the next Executive Board meeting (in the case of the Diversity Representative).

³ If a Subdivision Representative elected by the General Assembly obtains an active office at a different club, his position will become vacant. A replacement will be elected by the Members of the relevant subdivision for the remaining period of the term at the next General Assembly. If this Subdivision Representative obtains an active office at an Ordinary Member from the same subdivision group, he can stand for re-election.

VI – ECA REPRESENTATIVES AND MEMBERS OF ECA BODIES AND ORGANS

Article 36 – General Obligations

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

² In addition, they shall:

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

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

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

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

Article 37 – Conflict of interest

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

VII - ADMINISTRATION

Article 38 – Functions

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

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

Article 39 – Appointment and remuneration

¹ The General Secretary is appointed by the Executive Board.

² The General Secretary shall receive a remuneration to be determined by the Executive Board.

VIII - REPRESENTATION AND FINANCES

Article 40 – Representation

¹ The ECA Chairman shall represent ECA vis-à-vis third parties.

² The Executive Board shall determine the signatory powers within ECA and the limits within which such powers may be exercised.

Article 41 – Membership Fees

- ¹ The economic resources of ECA shall consist of membership fees.
- ² The annual membership fee shall be proposed by the Executive Board in a reasonable manner having regard to the composition of ECA and shall be approved by the General Assembly.
- ³ Membership fees shall be paid by each Member at the beginning of the financial year.
- ⁴ Only the assets of ECA shall be liable for the debts of ECA. There is no liability of the Members for the liabilities of ECA.

Article 42 – Accounts and financial year

- ¹ Each year the Executive Board shall draw up the accounts for the previous financial year and submit them to the General Assembly for approval.
- ² The financial year shall run from 1 July to 30 June of the following year.

Article 43 – Financial audit

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

IX – FINAL PROVISIONS

Article 44 – Dissolution

- ¹ In the event of dissolution of ECA, the Executive Board shall act as the liquidating committee and settle all debts.
- ² If any assets remain, they shall be distributed to the Members.

Article 45 – Official languages and communications

- ¹ The official language of ECA is English.
- ² If official documents of ECA are published in several languages the English version shall be authoritative.
- ³ Meetings of the General Assembly, the Executive Board, Committees, Expert Panels and Working Groups shall be conducted in English. In principle simultaneous translations shall not be provided.
- ⁴ Written communications to the Members of ECA and/or the Executive Board shall be in English.
- ⁵ Communications to the Members and/or the Executive Board shall be by ordinary mail, fax or email.

Article 46 – Applicable law and jurisdiction

- ¹ These Statutes shall be governed by the laws of Switzerland.
- ² Any dispute arising from or related to the application of these Statutes, and/or any regulations or decisions adopted by ECA, as well as any dispute between ECA and a Member or between ECA and an ECA Representative shall be exclusively referred to the Court of Arbitration for Sport in Lausanne (Switzerland). In the event of a dispute involving exclusively parties with their seat in Switzerland, the application of the Swiss Civil Code of Procedure shall be excluded and the

arbitration procedure shall be governed by the CAS Code of Sports-related arbitration and Chapter 12 of the Swiss Private International Law Statute.

Article 47 – Matters not covered for

The Executive Board shall have the power to decide on any matters not covered in these Statutes.

Article 48 – Transitory Provisions and coming into force

The amended version of these Statutes comes into force on 1 July 2019 (i.e. the beginning of the 2019/23 ECA Cycle).

Article 49 – Adoption

¹ These Statutes were originally adopted by the General Assembly held on 21 January 2008 in Nyon and came into force on 28 January 2008. They were subsequently amended by the General Assembly held on 8 September 2009 in Geneva, the General Assembly held on 5 February 2013 in Doha, the General Assembly held on 4 September 2017 in Geneva, the General Assembly held on 26 March 2019 in Amsterdam and the General Assembly held on 6 June 2019 in St. Julian's.

St. Julian's, Malta, 6 June 2019

Andrea Agnelli
ECA Chairman



EUROPEAN CLUB ASSOCIATION

HEART
OF
FOOTBALL

