

5 - PROFESSIONAL GAME BOARD

A Committee of the Board of Directors of The Football Association (UK Registered Number: 00077797)
Wembley Stadium, PO Box 1966, HA9 0WS

TERMS OF REFERENCE FOR THE OPERATION OF THE PROFESSIONAL GAME BOARD

1. INTRODUCTION

- 1.1 Pursuant to the Articles of Association (the **"Articles"**) of The Football Association (**"The Association"**), the Board of Directors of The Association (the **"FA Board"**) has resolved to establish a committee of the FA Board to be known as the Professional Game Board (the **"PGB"**) which will perform on behalf of the FA Board certain delegated functions in relation to the Professional Game in accordance with the Laws of the Game (each as defined in the Articles) as they affect those football clubs who play from time to time in The FA Premier League and The Football League (each as defined in the Articles) (**"Clubs"**). The FA Board has, with the authority of the Articles, provided for the due discharge by the PGB of the functions referred to above, in accordance with these terms of reference (**"Terms"**).
- 1.2 Unless otherwise defined in these Terms, words and expressions shall have the same meaning as set out in the Articles, as amended from time to time.

2. DEFINITIONS

In these Terms:

"Budget" means the operating budget for The Association, together with any forecasts, as approved by the FA Board from time to time;

"Committee Members" means those persons appointed from time to time to the PGB in accordance with Clause 4.1;

"Committee Secretary" means any person appointed by the PGB from time to time to act as the secretary of the PGB;

"Effective Date" means 29th May 2007;

"FAPL Committee Members" means those persons appointed in accordance with Clause 4.1.1;

"FL Committee Members" means those persons appointed in accordance with Clause 4.1.2;

"PGB Chairman" means the chairman of the PGB, as appointed from time to time in accordance with Clause 8;

"PGB Deputy Chairman" means the deputy chairman of the PGB, as appointed from time to time in accordance with Clause 8; and

"Professional Game Distributions" means that part of the Distributable Surplus that shall have been allocated by the FA Board as distributions to the Professional Game, in accordance with the Funding Formula.

3. ESTABLISHMENT AND PURPOSE

- 3.1 The PGB is established as a committee of the FA Board and the FA Board has delegated to the PGB power to undertake the following functions, subject always to Clause 4.3 of these Terms:
 - 3.1.1 in relation to The Football Association Challenge Cup, ("The FA Cup") and The FA Community Shield ("The Community Shield"), administering the FA Board's policy on or deciding on (i) all administrative and operational issues relating to The FA Cup and The Community Shield (ii) the level of and conditions for distributions to Clubs from the First Round proper onwards by way of prize funds from The FA Cup (iii) draws and representative roles at The FA Cup and Community Shield matches, and (iv) insofar as it is not a matter for the FRA or the Judicial Panel, the convening of disciplinary commissions to consider breaches of the rules and regulations of The FA Cup and Community Shield including making decisions arising out of the competition and the Regulations, accepting entries and making exemptions from the First

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Round proper onwards in relation to The FA Cup PROVIDED ALWAYS THAT the FA Board shall retain and reserve the responsibility for determining all commercial issues (including the sale and exploitation of sponsorship, broadcasting and licensing rights) and any decisions relating to the structure, format, and regulation of The FA Cup and the Community Shield and, insofar as it is not a matter for Council, drafting of rules and regulations of The FA Cup and Community Shield, and such matters shall not be delegated to the PGB;

- 3.1.2 in relation to the England mens' representative under 19, under 21 and senior teams, administering the representative and ambassadorial roles at these matches, PROVIDED ALWAYS THAT the FA Board shall retain and reserve the responsibility for determining all commercial and operational issues relating to all such England teams (including the sale and exploitation of sponsorship, broadcasting and licensing rights, and any conditions for the staging of matches) and the decision on the appointment of the head coach and all senior coaching and support staff, including medical staff, and such matters shall not be delegated to the PGB;
- 3.1.3 deciding on the allocation and disbursement of the Professional Game Distributions and the implementation and monitoring on behalf of the FA Board of any conditions attached by the FA Board to the Professional Game Distributions;
- 3.1.4 liaising and consulting with and making recommendations to the FA Board on any matters relating to the Professional Game debated by the FA Board where the FA Board has asked for advice on behalf of the Professional Game;
- 3.1.5 liaising and consulting with and advising the FA Board on its consideration from time to time of the Budget in accordance with the Funding Formula, to the extent that the same affects the Professional Game Distributions;
- 3.1.6 making recommendations and decisions relating to medical, sports science and nutrition and fitness issues as the same affect or impact upon the Professional Game;
- 3.1.7 making recommendations to the FA Board of the annual fixture schedule as the same relates to the Professional Game, including the approval of the scheduling of Senior Representative Teams fixtures, and liaising with FIFA and UEFA regarding the same to the extent that such liaison is required, PROVIDED ALWAYS THAT the final decision on the annual fixture schedule shall remain with and be reserved to the FA Board;
- 3.1.8 making recommendations to the FA Board on the policy that the FA Board shall adopt in relation to FIFA, UEFA, other football associations' and confederations' policies and having discussions as the same may affect or impact upon the Professional Game, and making recommendations to the FA Board on the persons that the FA Board shall appoint or propose to committees and panels of FIFA and UEFA which affect or impact upon the Professional Game;
- 3.1.9 approving, where required, on behalf of the FA Board, policies and reports relating to the Professional Game adopted by The Association with the Independent Football Ombudsman, and supporters representatives relating to customer issues in the Professional Game, and receiving reports and making recommendations to the FA Board and/or the Football Regulatory Authority of The Association from the periodic meetings of the Stakeholder Group.
- 3.1.10 implementing and monitoring policies set by the FA Board relating to the development of players, and coaches in the Professional Game, and any initiatives designed to approve and promote standards in relation to the same, including policy matters and initiatives relating to football played by children under 18 within the Professional Game, together with the disbursement of funds allocated by the FA Board to such issues;
- 3.1.11 liaising on matters of policy with any committees or other relevant bodies established in connection with refereeing, equality, child protection or any other issues, insofar as they affect the Professional Game;

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- 3.1.12 appointing individuals (including, as appropriate, National Game Representatives in numbers at least no less than as at the Effective Date) to, delegating the appropriate power to and operating the following sub-committees and other bodies;
 - (i) the FA Cup Committee; and
 - (ii) the International Committee;
- 3.1.13 appointing, where appropriate, Professional Game Representatives to the Football Regulatory Authority;
- 3.1.14 fulfilling on behalf of the FA Board all aspects of the UEFA Club Licensing requirements for the men's game in accordance with the relevant UEFA Regulations; and
- 3.1.15 such other responsibilities and activities as the FA Board may from time to time decide.

4. MEMBERSHIP

- 4.1 Subject to Clauses 5 and 6 below, the Committee Members of the PGB shall comprise:
 - 4.1.1 four (4) FAPL Committee Members, who shall be appointed in writing by The FA Premier League to the FA Board from time to time. A FAPL Committee Member may be a person who is: (i) a director or officer of a football club in membership of The FA Premier League; (ii) a Professional Game Representative; or (iii) the chairman, Chief Executive officer or other officer of The FA Premier League, PROVIDED ALWAYS THAT at least two FAPL Committee Members are Professional Game Representatives; and
 - 4.1.2 four (4) FL Committee Members, who shall be appointed in writing by The Football League to the FA Board from time to time. A FL Committee Member may be a person who is: (i) a director or officer of a football club in membership of The Football League; (ii) a Professional Game Representative; or (iii) the chairman, Chief Executive officer or other officer of The Football League, PROVIDED ALWAYS THAT at least two FL Committee Members are Professional Game Representatives.
- 4.2 The following shall be entitled to receive notice of, attend and speak at meetings of the PGB but shall not be entitled to vote on any matters at meetings of the PGB:
 - 4.2.1 the Chair of The Association;
 - 4.2.2 the Chief Executive of The Association;
 - 4.2.3 other officers of The Association as agreed by the PGB Chairman and Chief Executive from time to time;
 - 4.2.4 the Chairman of The National League, or, with the prior permission of the PGB Chairman, the Vice-Chairman of The National League;
 - 4.2.5 the Chief Executive officer or another officer of each of The FA Premier League and The Football League, if neither such person is already a member of the PGB pursuant to Clauses 4.1.1 and 4.1.2; and
 - 4.2.6 a person from an under-represented group with a protected characteristic who shall be appointed by the PGB from time to time.
- 4.3 Subject to Clause 9 of these Terms, the Committee Members may exercise all such powers of the PGB, and do on behalf of the PGB all such acts as may be exercised and done by the PGB, and as are not by statute or by these Terms required to be exercised or done by Council, the shareholders of The Association or the FA Board or in some other manner, PROVIDED NEVERTHELESS THAT the PGB may do nothing which contravenes or is inconsistent with: (i) any policy or decision of the FA Board; (ii) the Budget; (iii) the Funding Formula; (iv) the Professional Game Distributions (and any conditions

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attached by the FA Board thereto); or (v) any provision of the Memorandum of Association of The Association, the Articles, the Standing Orders, the Rules or any rules and regulations of The Association, FIFA and/or UEFA in force from time to time or any other agreement entered into by The Association with the agreement of the FA Board or under a general power delegated by the FA Board.

- 4.4 The Committee Members for the time being may act notwithstanding any vacancy in their number but, if there are fewer than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of procuring that vacancies are filled.
- 4.5 In addition, and without prejudice to any other powers hereby or by law conferred on the PGB, the PGB may from time to time and for such period and to such extent and generally on such terms as the Committee Members shall think fit, delegate to Committee Members and/or any other employee of The Association engaged in or in connection with the management, administration, organisation and conduct of the affairs of the PGB any powers and duties of the PGB as may be reasonable.

5. APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS

- 5.1 Subject to Clauses 5.3 and 6 below, each FAPL Committee Member shall hold office for so long as The FA Premier League wishes for that person to remain as a Committee Member of the PGB.
- 5.2 Subject to Clauses 5.3 and 6 below, each FL Committee Member shall hold office for so long as The Football League wishes for that person to remain as a Committee Member of the PGB.
- 5.3 No person may be appointed as a Committee Member:
 - 5.3.1 unless he has attained the age of 18 years; or
 - 5.3.2 in circumstances such that, had he already been a Committee Member, he would have been disqualified from acting under the provisions of Clause 6.

6. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a Committee Member shall be vacated if:

- 6.1 by notice in writing to the FA Board he resigns from the PGB; or
- 6.2 being a FAPL Committee Member, he is removed in writing by The FA Premier League; or
- 6.3 being a FL Committee Member, he is removed in writing by The Football League; or
- 6.4 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 6.5 being a director, he ceases to hold office as director of any company by reason of any order made under the Company Directors Disqualification Act 1986, as amended from time to time; or
- 6.6 he is absent from three consecutive meetings of the PGB without the consent of the PGB Chairman and the FA Board resolves that he should cease to hold office; or
- 6.7 he dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 6.8 he no longer complies with the provisions of any regulations of The Association relating to "Fit and Proper Persons" as shall be in force from time to time pursuant to paragraph J1.6 of the Rules; or
- 6.9 he is subject of a decision of The Association, UEFA or FIFA that he be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate).

7. PROCEEDINGS OF THE PGB

- 7.1 The PGB may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, PROVIDED THAT such meetings are held at least six times during every calendar year. Unless otherwise determined in writing by the FA Board, a minimum of four Committee Members, which must comprise at least two FAPL Committee Members and at least two FL Committee Members, shall be a quorum. Questions arising at any meeting shall be decided by simple majority and in cases of equality of votes, the chairman of the meeting shall not have a second or casting vote.
- 7.2 The PGB Chairman or two Committee Members may, and on the written request of the PGB Chairman or such Committee Members, the Committee Secretary shall, at any time, summon a meeting of the PGB by written notice served upon all Committee Members.
- 7.3 A meeting of the PGB at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the PGB generally under these Terms.
- 7.4 The PGB may delegate any of its powers to committees consisting of such Committee Members or employees of The Association or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the PGB. The meetings and proceedings of any such committee shall be governed by regulations made by the PGB (if any).
- 7.5 All acts bona fide done by any meeting of the PGB or of any committee of the PGB, or by any person acting as a member of the PGB or committee thereof shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee Member or member of the committee as the case may be.
- 7.6 All or any of the Committee Members or of the members of any committee of the PGB may participate in a meeting of the PGB or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
- 7.7 The PGB shall cause proper minutes to be made of all appointments made by them and of the proceedings of all meetings of the PGB and of committees of the PGB, and all business transacted at such meetings, which minutes shall be made available to the FA Board and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The PGB shall make available to Council the minutes of any such meetings which shall inform Council of the matters deliberated at any such meetings and any decisions taken, but the PGB Chairman shall be able to determine if any matters need not be summarised to Council due to confidentiality, commercial sensitivity or by reason of law or statute.
- 7.8 A resolution in writing signed by all the Committee Members or by all the members for the time being of any committee of the PGB who are entitled to receive notice of a meeting of the PGB or of such committee shall be as valid and effectual as if it had been passed at a meeting of the PGB or of such committee duly convened and constituted, as the case may be. Any such written instrument may be in several parts each signed by one or more Committee Members or members of the committee as the case may be.

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8. PGB CHAIRMAN AND PGB DEPUTY CHAIRMAN

- 8.1 Unless otherwise agreed by the FA Board, the position of the PGB Chairman shall rotate every two years so that if the retiring PGB Chairman was a FL Committee Member, the next PGB Chairman (who shall hold the office for a term of two years) shall be appointed by and from among any of the FAPL Committee Members and vice versa. Unless otherwise agreed by the FA Board, the position of the PGB Deputy Chairman shall also rotate every two years so that if the retiring PGB Deputy Chairman was a FAPL Committee Member, the next PGB Deputy Chairman (who shall hold the office for a term of two years) shall be appointed by and from among any of the FL Committee Members and vice versa.
- 8.2 The Committee Members may at any other time appoint a person to be the PGB Chairman in order to fill a vacancy arising mid-term, PROVIDED THAT if the vacating PGB Chairman was a FAPL Committee Member, his replacement shall be a FAPL Committee Member and if the vacating PGB Chairman was a FL Committee Member, his replacement shall be a FL Committee Member. Likewise, the Committee Members may at any other time appoint a person to be the PGB Deputy Chairman in order to fill a vacancy arising mid-term, PROVIDED THAT if the vacating PGB Deputy Chairman was a FAPL Committee Member, his replacement shall be a FAPL Committee Member and if the vacating PGB Deputy Chairman was a FL Committee Member, his replacement shall be a FL Committee Member. Any such PGB Chairman or PGB Deputy Chairman appointed in accordance with this Clause 8.2 is to retire at the time the vacating PGB Chairman or PGB Deputy Chairman, as the case may be, would otherwise have retired.
- 8.3 The entirety of Clauses 8.1 to 8.2 are subject to Clause 8.4 below.
- 8.4 Each of the PGB Chairman and PGB Deputy Chairman shall cease to hold such appointment forthwith upon ceasing to be a Committee Member.
- 8.5 The PGB Chairman shall preside as chairman at all meetings of the PGB at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, the PGB Deputy Chairman shall preside, and if he is not present at that time or is unwilling to preside, those Committee Members present shall choose one of the other Committee Members to preside at that meeting.

9. RESTRICTIONS

The PGB will not authorise or commit The Association to expenditure in excess of the Professional Game Distributions nor borrow from any source, nor pledge nor grant any security or right over any of the assets of The Association to any third party, without the prior written consent of the FA Board.

10. AMENDMENT

These Terms shall not be amended in any way save with the prior written agreement of the FA Board. Any amendment made pursuant to this Clause 10 shall be binding on the Committee Members, all employees of The Association, all members of any sub-committees of the PGB and any others acting in any capacity for the PGB whatsoever, with immediate effect.