

Statutes

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Article 1. Definition of Terms

The terms below denote the following:

1. Arbitration Tribunal means a panel of arbitrators appointed to hear and decide a dispute according to the rules of arbitration.
2. Associate Member means a Member Association as described in Article 7.1(d)(II).
3. Association or Member Association means a National Association recognized as such by, and a member of, the CFU. Membership shall be Full or Associate, as set forth in Article 7.1 of these Statutes.
4. Association Football means the game governed by FIFA and organized in accordance with the Laws of the Game.
5. Caribbean region shall mean any of the Caribbean geographical areas; provided, that, for purposes of these Statutes and the matters contemplated herein, Bahamas, Bermuda, French Guiana, Guyana and Suriname shall be deemed to be included.
6. CAS means the Court of Arbitration for Sport in Lausanne, Switzerland.
7. CFU means the Caribbean Football Union.
8. CFUL means the Caribbean Football Union Limited, an entity registered in Jamaica, and any subsidiaries thereof.
9. CFU Regulations or Regulations means the Regulations governing the application of the Statutes of the CFU, Standing Orders of the Congress and any rules, regulations, codes and provisions as may be established and amended from time to time by the Executive Committee or any other committee duly acting pursuant to delegated authority.
10. Club means any club that participates in Leagues or competitions that are subordinate to a National Association.
11. Code of Ethics means the CFU Code of Ethics, as established by and amended from time to time by the Executive Committee.
12. CONCACAF Council means the strategic and oversight body of CONCACAF.
13. Confederation or CONCACAF means the Confederation of North, Central America and Caribbean Association Football.
14. Congress means the supreme and legislative body of the CFU.
15. Disciplinary Code means the CFU Disciplinary Code, as established and amended from time to time by the Executive Committee.
16. Executive Committee means the strategic and oversight body of the CFU.
17. Executive Committee Member means a member of the Executive Committee.

18. FIFA means the Fédération Internationale de Football Association.
19. FIFA Council means the strategic and oversight body of FIFA.
20. Football means, as the context requires, any or all types of football, including, without limitation, futsal and beach soccer.
21. Full Member means a Member Association as described in Article 7.1 (d)(i).
22. General Secretariat means the General Secretariat of the CFU as described in Article 14.1.
23. IFAB means the International Football Association Board.
24. Immediate family or immediate family member means, with respect to any person, such person's spouse or domestic partner, parents, grandparents, siblings, uncles, aunts, children (including any step-child or adopted child), grandchildren, son-, daughter-, brother-, sister-, father- or mother-in-law and the spouse of such persons, and including anyone else, whether by blood or otherwise, (a) with whom the individual has a relationship akin to a family relationship, and (b) to whom such person provides financial support.
25. Independent has the meaning set forth in Article 11.1 (f).
26. Judicial Bodies means the Disciplinary, Ethics, Appeals Committees, as described in Article 12.
27. Laws of the Game means the Laws of the Game as issued by IFAB from time to time or, as the context requires, by the relevant FIFA body.
28. League means a league that is subordinate to a National Association.
29. Majority means more than fifty per cent.
30. Material financial relationship means, with respect to any person, (a) such person has, or (b) such person is a current director or executive officer or employee of or owns, directly or indirectly, ten per cent. (10%) or more of the equity of any entity that has, made payments to or received payments from FIFA, CONCACAF, CFU, any Member Association or any sponsor, auditor, outside counsel or other paid advisor or contractor of any of FIFA, CONCACAF, CFU or Member Association for property or services in an amount which, in any single year, exceeds US\$125,000; provided, that, any compensation or other amounts paid to any such person in their capacity as a member of the Executive Committee or as a member of a standing committee or judicial body who otherwise meets the qualifications for independence set forth herein shall not constitute a material financial relationship.
31. National Association means the controlling body for football within a country or territory of the CFU, except as otherwise provided in these Statutes.
32. Official means any Executive Committee or board member, committee member, referee, assistant referee, fourth official, match commissioner, referee inspector, diversity officer, security/safety officer, integrity officer, coach, trainer and any other person responsible for technical, medical and administrative matters in the CFU, Member Associations, Clubs or Leagues, as well as all other persons obliged to comply with these Statutes (except Players).

33. Ordinary Court means a state or governmental body consisting of one or more judges who sit to adjudicate disputes and administer justice according to law.

34. Paid Official means a salaried employee of the CFU and, for the avoidance of doubt, excludes any member of the Executive Committee (including the President) who is not an employee of the CFU.

35. Player means a football player registered with a National Association.

36. Regional Association means an association that is subordinate to a National Association.

37. Statutes means the Statutes of the CFU, as approved by the Congress from time to time.

In interpreting these Statutes:

- (a) words importing the singular number includes the plural number and vice versa.
- (b) words importing the masculine gender include the female gender.
- (c) words importing persons will, where the context requires, include corporations, as well as any other legal or natural person.
- (d) “written” and “in writing” include all modes of representing or reproducing words in visible form.
- (e) “shall” shall be construed as imperative and “may” shall be construed as permissive.
- (f) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced.
- (g) reference in these Statutes to days refer to calendar days.
- (h) headings are inserted for reference only and shall be ignored in constructing these Statutes.

Article 2. General Provisions

2.1 Name and Establishment

- a. The organization shall be called the “**Caribbean Football Union**” or “**CFU**” and shall be a membership organization. Its members shall comprise National Associations in the Caribbean or other National Associations pursuant to these Statutes.
- b. The CFU name is the exclusive property of the CFU. Authorization for its use for any purpose other than the CFU’s regular business shall be obtained in writing from the Executive Committee.

2.2 Legal Form

The CFUL is a not-for-profit association registered under the laws of Jamaica. Subject to the provisions of applicable law, the CFU may by resolution of three-quarter (3/4) of the Congress change the country of registration.

2.3 Headquarters

- a. The headquarters and principal place of business of the CFU shall be in Kingston, Jamaica.
- b. Subject to the provisions of applicable law, the Executive Committee may by resolution change the location of its headquarters.

2.4 Registered Office

- a. The registered office of the CFUL shall be in the same location as the CFU headquarters, as outlined in Article 2.3 above or at such other place as the Executive Committee may decide.
- b. The CFU may, in addition to its registered office, maintain such other offices or places of business in such locations as the Executive Committee may determine.

2.5 Official Languages

- a. English, Spanish, French and Dutch are the official languages of the CFU.
- b. The Statutes, Regulations, formal decisions, official correspondence and announcements of the CFU shall be published in the four official languages. Member Associations are responsible for translations into non-official languages.
- c. In the event of any discrepancy or difference in interpretation between any texts (including these Statutes), the English version shall be authoritative.

2.6 Relationship with CONCACAF

The CFU is a union recognised by CONCACAF, as outlined in article 9.7 (membership and unions) of the CONCACAF statutes.

2.7 Conduct of Bodies, Officials and Others

- a. Every person and organization involved in the game of football in the CFU are obliged to observe these Statutes, CFU Regulations and the principles of fair play, as well as the principles of loyalty towards CFU, integrity and sportsmanship.
- b. The officials and bodies of the CFU shall observe all pertinent statutes, regulations, directives and decisions of the CFU in their activities.
- c. Terms, provisions and articles of the FIFA Statutes and the CONCACAF Statutes (except to the extent expressly modified or expressed herein) are hereby incorporated into these Statutes by reference with the same force and effect as though fully set forth herein. The extent that the

terms set forth in the FIFA Statutes and the CONCACAF Statutes are inconsistent with any term in these Statutes, these Statutes shall prevail.

Article 3 Objectives

3.1 The Objectives of the CFU are:

- a. to improve the game of football within the Caribbean region, without any discrimination on account of politics, gender, religion, race or any other reason.
- b. to oversee all types of football within the Caribbean region that is organised by the CFU, ensuring compliance with and preventing infringements of the respective statutes, regulations, and decisions of the CFU and the Laws of the Game.
- c. to promote the development of all types of football within the Caribbean region, especially with regards to grassroots, youth football and women football.
- d. to organize and manage international football competitions in the Caribbean region.
- e. to act as a representative voice for the football fraternity in the Caribbean region as a whole and to safeguard the overall interests of its Member Associations.
- f. to foster friendly relationships between and amongst FIFA, CONCACAF, CFU, National Associations and other organizations.
- g. to resolve football matters common to its Member Associations, respect the interests of its Member Associations, settle disputes between Member Associations and assist its Member Associations in any matter upon request.
- h. ensure that the CFU representatives on the CONCACAF Council represent the views and objectives of the CFU, as well as the general interests of football in the Caribbean region.
- i. to ensure that the bodies and officials of the CFU and its Member Associations observe the statutes, regulations, decisions, disciplinary code and code of ethics of the CFU.
- j. for CFU organised football, to draw up regulations and provisions governing the game of football and related matters and to ensure their enforcement.
- k. to protect, and campaign for, the interests of its Member Associations.
- l. to prevent the introduction of improper methods and practices that may jeopardize the integrity of matches or competitions, or give rise to the abuse of football in the Caribbean region.
- m. to institute strong measures and campaigns against racism, discrimination of any type, bribery, corruption and match-fixing in football.

- n. to raise funds, and to reinvest such funds, at all levels and areas of football in the Caribbean region.
- o. To purchase or hold any asset for the benefit of the CFU.
- p. to promote the development of female football and the full participation of women at all levels of football.
- q. to use its efforts to ensure that the game of football in the Caribbean is available to and resourced for all who wish to participate, regardless of gender or age.
- r. to encourage quality assurance programs and initiatives in the CFU and Member Associations that will foster proper operational management, risk management and compliance functions.
- s. to promote across the Caribbean region, the exclusively charitable interests and objectives of the CFU.
- t. to advance the welfare of children through football to enable them to make a positive contribution to society.
- u. To encourage youth to identify and avail themselves of opportunities to develop their personal and life skills such as conflict resolution, health, sportsmanship and family life.
- v. to promote community development particularly within rural and inner-city communities and to promote and encourage the implementation of football programmes for male and females.
- w. to enhance the educational, health and social opportunities for persons.
- x. the promotion of racial harmony, equality and diversity.
- y. the advancement of amateur and professional football.

3.2 Furtherance of Objectives

The CFU shall have the following powers which shall be exercised in furtherance of its objects, namely:

- a. The formulation of CFU statutes to guide the CFU and its Member Associations in the execution of its functions for the development of football in the region;
- b. To ensure such measures are in place to hold the CFU accountable for its actions in furtherance of its objectives;
- c. To encourage Member Associations to ensure the development of football at all levels for both males and females;

- d. To obtain funding and financing by any of the following means:
 - a. By way of donations, gifts, devises, bequests, grants and the like;
 - b. By way of solicitation from FIFA, CONCACAF and the like.
- e. To purchase take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain, improve, develop and alter any of the same as are necessary for any of the principal objects of the CFU and sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- f. To cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals or other documents or films, recorded tapes or other visual material;
- g. To hold exhibitions, meetings, lectures, classes and seminars with Member Associations;
- h. To incorporate and enter into agreements with any authorities local or otherwise;
- i. To make any charitable donation for the furtherance of the objectives of the CFU;
- j. To provide or assist in the provision of facilities, scholarships, training, certification, financial or other assistance for the education, study and training or other means of self-improvement by deserving persons in Member Associations;
- k. To act with charitable concern for and endeavour to relieve poverty, suffering and economic or emotional distress through the development of football for males and females of varying ages in the Member Associations;
- l. To employ persons to supervise, organize, carry on the work of the CFU and to advise the CFU;
- m. To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Article 4 Neutrality; Non-Discrimination; Gender Equality; Human Rights

- a. The CFU shall be neutral in matters of politics and religion.
- b. 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 may be punishable by suspension or expulsion.
- c. The CFU shall be committed to respecting all internationally recognized human rights and shall strive to promote the protection of these rights.

Article 5 Promoting Friendly Relations

- a. The CFU shall promote friendly relations in general and, in particular, between and among its Member Associations, Officials, Players and Clubs.
- b. If necessary, the CFU may provide the necessary institutional means to resolve any dispute relating to football that may arise between or among Member Associations, Officials, Players and Clubs.

Article 6 Laws of the Game

The CFU and its Member Associations shall organize and play:

- a. Association Football in compliance with the Laws of the Game issued by IFAB.
- b. Futsal in accordance with the Futsal Laws of the Game as issued by the FIFA Council.
- c. Beach Soccer in accordance with the Beach Soccer Laws of the Game as issued by the FIFA Council.
- d. Any other type of football in accordance with the relevant Laws of the Game for that type of football issued by the competent FIFA body.

Article 7 Membership

7.1 Membership

- a. Membership shall be open to National Associations in the Caribbean regions.
- b. A National Association that is outside of the CFU geographical region may be admitted to membership, provided that it is not a member of any other confederation outside of the CONCACAF region. However, such admission of membership to the CFU must be in accordance with the FIFA Statutes.
- c. Only one National Association shall be officially recognized by the CFU in each country or territory.
- d. Membership to the CFU shall be Full or Associate:
 - i. Full Membership: The Executive Committee may request the Congress to grant Full Membership to a National Association. The Executive Committee shall determine whether an application for Full Membership shall be submitted to the Congress for consideration. Amongst others, the following factors shall be taken into account by the Executive Committee when deciding if an application for Full Membership shall be submitted to the Congress:

- i. whether the National Association organizes and supervises football in its country or territory (controlling body for football within its country or territory);
 - ii. political, economic and social structures of the National Association's country or territory;
 - iii. administrative infrastructure and internal organization of the National Association;
 - iv. sporting infrastructure in the National Association's country or territory; and
 - v. number of players and clubs in the National Association's country or territory.
- II. Associate Membership: Associate Membership may be granted by the Executive Committee to a National Association that the Executive Committee has determined in its sole discretion does not fulfil the criteria to be granted Full Membership. The granting of Associate Membership by the Executive Committee shall be submitted to the next Congress for ratification.
- e. Associate Members shall be entitled to all the privileges of Full Members, except an Associate Member shall have no right to vote at any Congress and may not propose candidates, or be qualified, to hold office on the Executive Committee or serve as members on any CFU standing committees or ad hoc committees or Judicial Bodies.

7.2 Rights of Member Associations

- a. An applying National Association shall acquire membership rights and duties as soon as it has been admitted as a Member Association. Delegates representing Full Members are eligible to vote with immediate effect, provided that the procedure set out in Article 10.2 of these Statutes has been complied with.
- b. A Member Association has the following rights:
 - I. to be provided with timely notice of each Congress by the General Secretariat, know its agenda in advance, take part in the Congress and exercise its voting rights;
 - II. to recommend proposals for inclusion in the agenda of the Congress;
 - III. to nominate or approve candidates for all bodies of the CFU that may be elected or ratified by the Congress;

- IV. to be informed of the affairs of the CFU through the General Secretariat, including, without limitation, through access to agendas of meetings of the Executive Committee;
 - V. to take part in competitions, and/or other activities or programs organised by the CFU; and
 - VI. to benefit from the rights and privileges granted to them by these Statutes and applicable Regulations.
- c. The exercise of the membership rights is subject to other provisions in these Statutes and applicable Regulations.

7.3 Obligation of a Member Association

A Member Association has the following obligations:

- a. to comply fully with the statutes, regulations and decisions of the CFU at all times and to ensure that these are also respected by its own members, Leagues, Clubs, Officials and Players as applicable to them;
- b. to take part in competitions and other activities or programs organized by the CFU;
- c. to pay its membership subscriptions and any other economic fees which it may be subject to;
- d. to advise in writing to the CFU any amendment of its statutes, rules and regulations and persons who are authorized signatories and/or persons who are otherwise authorized to enter into agreements with third parties that will bind the Member Association;
- e. to refrain from any relations of a sporting nature with entities that are not recognized by FIFA, CONCACAF, or CFU or with Member Associations that have been suspended or expelled, except in accordance with these Statutes;
- f. to be accountable for the good conduct and all financial commitments of its Leagues and Clubs towards the CFU;
- g. to notify the CFU promptly of any change to its address and the name of principal office bearers and Officials;
- h. to manage its affairs independently and with no undue influence from third parties;
- i. to avoid conflicts of interests in decision making;
- j. to have legislative bodies that are constituted in accordance with the principles of representative democracy and taking into account the importance of gender equality in football;

- k. to provide documentation, financial records and any additional information in response to inquiries from the General Secretariat, the Executive Committee or any Judicial Body and/or in connection with proceedings pursuant to these Statutes, the Code of Ethics or any other Regulations;
- l. to take all necessary actions to enforce the obligations described in this Article 7.3 and related statutory provisions;
- m. to comply fully with all other duties arising from these Statutes and Regulations; and
- n. to introduce effective compliance and governance measures within the Member Association.

Material violation of the above-mentioned obligations by a Member Association may lead to sanctions provided for in these Statutes, the Disciplinary Code or Code of Ethics being imposed by the Executive Committee or a Judicial Body. The Executive Committee shall have the authority to investigate or recommend to the Disciplinary Committee or Ethics Committee that it investigate and review any Member Association in connection with any alleged material violation of the obligations of Member Associations set forth in these Statutes or any other Regulation. Any sanction may be appealed by the respective Member Association to the Appeals Committee.

7.4 Admission of a Member Association

- a. The application process and the procedure for admission as a Member Association shall be established by the Executive Committee.
- b. A National Association wishing to become a Member Association shall apply in writing to the General Secretariat.
- c. The application for membership shall be accompanied by the following mandatory items:
 - I. a copy of the National Association's legally valid statutes and regulations;
 - II. a declaration that it will ratify statutes that are in accordance with the requirements of these Statutes, as applicable, and that it will always comply with the statutes, regulations and decisions of the CFU, as applicable, to the Member Association and the principles of fair play and ensure that these are also respected by its own members, Leagues, Clubs, Officials and Players;
 - III. a declaration that it will comply with the Laws of the Game;
 - IV. a declaration that it recognizes CAS, as specified in these Statutes;
 - V. a declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently of any external entity;

- VI. a list of the Officials and their contact details, specifying those who are authorized signatories with the right to enter into legally binding agreements with third parties;
 - VII. a declaration that it recognizes the right of the CFU, as applicable, to organize and manage competitions and matches between National Association teams and between Leagues and/or Clubs from different Member Associations within the Caribbean region;
 - VIII. a copy of the minutes of its last ordinary congress and executive council (or such similar supervisory or executive body of such applicant) meeting whereby the application for membership to the CFU was approved; and
 - IX. a certification that the National Association is a legal entity recognized by the laws of the jurisdiction of organization and is in good standing with all relevant national laws.
- d. The Executive Committee shall make a recommendation to the Congress with respect to whether a National Association shall be admitted as a Member Association. The National Association may be granted the opportunity to state the reasons for its application before the Congress.

7.5 Suspension of a Member Association

- a. The Congress is authorized to suspend any Member Association upon the recommendation of the Executive Committee. The Executive Committee may, however, in its absolute discretion, suspend with immediate effect a Member Association that the Executive Committee has determined has or may have materially violated its obligations to the CFU. Such suspension shall continue in effect until the next Congress where it shall be subject to a vote of the Congress, unless such suspension has been lifted by the Executive Committee prior to such Congress.
- b. A Member Association may be suspended:
 - I. because of interference in its internal affairs by any type of government person, entity, or statutory authority, in the relevant jurisdiction; or
 - II. if it may no longer be considered as fully responsible for the organization of football-related matters in its country or territory; or
 - III. if it is no longer in a position to perform its statutory tasks in an appropriate manner; or
 - IV. if the smooth running of a competition organized under its auspices is no longer guaranteed; or
 - V. if the free and fair election of its executive or supervisory body is no longer ensured; or

- VI. if the independence of its judicial bodies is not guaranteed.
- c. A suspension shall be confirmed at the next Congress by a three-quarter (3/4) majority of the Member Associations present and eligible to vote. If it is not so confirmed, the suspension shall be lifted automatically with immediate effect.
- d. A suspended Member Association shall lose its membership rights and privileges for the duration of the suspension. However, such Member Association shall continue to comply with its obligations pursuant to Article 7.3 of these Statutes, as stipulated by the Executive Committee in writing, for the duration of the suspension. Other Member Associations may not entertain or otherwise have sporting contact with a suspended Member Association.

7.6 Expulsion of a Member Association

- a. The Congress may expel a Member Association upon the recommendation of the Executive Committee, if such Member Association has:
 - I. failed to fulfil its financial obligations towards the CFU; or
 - II. materially violated the statutes, regulations and decisions of the CFU; or
 - III. ceased to have the status of National Association in its own country or territory.
- b. A majority of the Member Associations eligible to vote at a Congress shall be present, in order for an expulsion to be valid, and the motion for expulsion must be adopted by the affirmative vote of not less than a three-quarter (3/4) majority of the Member Associations present and eligible to vote.
- c. Before an expulsion is executed, the Executive Committee will establish procedures to arrange for the protection of assets, files and records of a Member Association facing loss of membership.

7.7 Resignation of a Member Association

- a. Subject to paragraph "b" below, a Member Association may resign from the CFU with effect from the end of the calendar year in which the notice of resignation was made. Notice of resignation must be provided to the General Secretariat no later than six (6) months before the end of the relevant calendar year and be sent by registered letter to the General Secretariat.
- b. The resignation is not valid until the Member Association wishing to resign has fulfilled its financial obligations towards the CFU and its Member Associations.
- c. Before a resignation is executed, the Executive Committee shall establish procedures to arrange for the protection of assets, files and records of a Member Association facing loss of membership.

- d. A resigning Member Association shall be required to present:
 - I. the minutes from its executive or supervisory body and congress meetings approving the resignation.
 - II. its audited financial statements for the prior two fiscal years.
 - III. a confirmation that all of its liabilities have been satisfied, assigned or extinguished.
 - IV. a confirmation that it is not a party to, or threatened to be made a party to, any threatened or pending action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (including any appeals thereon).
- e. The CFU is entitled to request copies of the files and records from a resigning Member Association, and the Member Association shall provide copies of such files and records to the CFU within a reasonable time of such request being made. The CFU may also require indemnification from such Member Association prior to accepting such resignation.

7.8 Dissolution of a Member Association

- a. If a Member Association is dissolved, its membership in the CFU shall terminate with immediate effect.
- b. Before a dissolution is effective, the Executive Committee will establish procedures to arrange for the protection of assets, files and records of a Member Association facing dissolution.

7.9 Honorary Membership

- a. Upon the recommendation of the Executive Committee, the Congress may confer the title of honorary member to any persons for meritorious services rendered to football.
- b. Honorary members do not have any of the rights or obligations of Member Associations set forth in these Statutes except that they may attend and participate in a Congress without the right to vote. Honorary members may be suspended and/or expelled at any time by the Congress, and may resign.

Article 8 Independence of Membership Associations and Their Bodies

- a. Each Member Association shall manage its affairs independently and without undue influence from third parties.
- b. The executive or supervisory body of a Member Association shall be elected by its congress or appointed on an interim basis by such executive or supervisory body. The statutes of a Member Association shall provide for democratic elections or appointments with procedures that guarantees the complete independence of the election or appointment process.
- c. The CFU may not recognize the executive or supervisory body of a Member Association, even on an interim basis, if it has not been elected or appointed in accordance with paragraph “b” above, except if such executive or supervisory body is established as a normalization committee by FIFA or CONCACAF.
- d. The CFU will only recognize decisions made and resolutions passed by a Member Association’s executive or supervisory bodies that have been constituted in accordance with paragraph “b” above, except if such executive or supervisory body is established as a normalization committee by FIFA or CONCACAF.

Article 9 Bodies

- a. The Congress is the supreme and legislative body of the CFU.
- b. The Executive Committee is the strategic and oversight body of the CFU.
- c. The General Secretariat is the executive, operational and administrative body of the CFU.
- d. The Judicial Bodies of the CFU are the Disciplinary Committee, Ethics Committee and Appeals Committee.
- e. The standing and ad-hoc committees shall assist the Executive Committee and the General Secretariat in the performance of their duties in accordance with the provisions of these Statutes and applicable Regulations. Their duties, composition, function and compensation are defined in these Statutes, the applicable Regulations and any applicable charter or terms of reference.
- f. The Executive Committee or the Congress may from time to time establish ad-hoc committees, as it deems necessary.
- g. The bodies of the CFU shall be either elected or appointed without any external influence and in accordance with the procedures described in these Statutes.

Article 10 Bodies - Congress

10.1 Congress

- a. The Congress is the meeting at which Member Associations convene. It represents the supreme and legislative authority of the CFU. Only a Congress that is duly convened has the authority to make decisions.
- b. A Congress may be an Ordinary Congress or an Extraordinary Congress.
- c. The Executive Committee shall fix the place, date and time of Ordinary and Extraordinary Congresses, except in the case described in Article 10.9 (b) of these Statutes.
- d. The President (or, where the office of the President is vacant or the President is absent, a member of the Executive Committee, as designated by the Executive Committee), shall conduct the business of the Congress in compliance with these Statutes.

10.2 Vote, Delegates and Other Attendees and Participants

- a. Each Member Association shall have one (1) vote and is entitled to be represented by a maximum of three (3) delegates in the Congress. The CFU will only be responsible for the cost of two (2) delegates.
- b. One of the delegates shall exercise the right to vote on behalf of the Member Association.
- c. The names of the delegates must be provided in writing on the Member Association's letterhead to the General Secretariat at least fourteen (14) days before the date of the Congress and shall indicate the delegate authorized to vote. In case the delegate authorized to vote is unable to attend the Congress, the Member Association shall notify the General Secretariat in writing of the name of a replacement at least three (3) days before the date of such Congress. In case any of the non-voting delegates is unable to attend the Congress, the Member Association shall notify the General Secretariat in writing of the names of any replacements no later than the day immediately prior to the date of such Congress.
- d. No delegate shall be allowed to represent more than one Member Association. Only the authorized delegate who is identified as the voting delegate and who is present is entitled to vote. Voting by proxy or by letter is not permitted.
- e. Delegates must belong to, and be registered with, the Member Association that they represent and be appointed or elected by the appropriate body of that Member Association to attend the Congress. They must also be able to produce written evidence of this upon request of the General Secretariat. During their term of office, members of the Executive Committee may not be appointed as delegates for their respective Member Association, if any.

- f. The Executive Committee may in its sole discretion invite any person to the Congress who may attend and participate in the Congress solely as an observer without the right to vote.
- g. Members of the Executive Committee and the General Secretariat shall attend and participate in the Congress without voting rights.

10.3 Areas of Authority of the Congress

The Congress has the following authority:

- a. adopt or amend the Statutes;
- b. approve the official minutes of Congresses;
- c. elect the members of the Executive Committee;
- d. appoint scrutineers;
- e. grant Full Membership or Associate Membership to a National Association;
- f. suspend or expel a Member Association upon the recommendation of the Executive Committee;
- g. approve the report of the Executive Committee;
- h. approve the annual audited financial statements of the CFU and the report of the auditors;
- i. approve the auditors;
- j. approve the annual budget presented by the Executive Committee;
- k. review and approve on an annual basis, upon the recommendation of the Executive Committee, the remuneration to be paid to each member of the Executive Committee;
- l. fix the membership subscriptions;
- m. decide, upon the nomination of the Executive Committee, whether to confer the titles of Honorary Member;
- n. ratify the appointment or dismissal, as recommended by the Executive Committee, of the members of the Judicial Bodies, and the Audit and Compliance Committee;
- o. consider and act upon proposals duly submitted by Member Associations or the Executive Committee in accordance with these Statutes; and
- p. dissolve the CFU.

10.4 Quorum of the Congress

- a. Decisions passed by the Congress shall only be valid if a majority (50% plus 1) of the Member Associations eligible to vote are present, unless otherwise stipulated in these Statutes.
- b. If a quorum is not achieved, a second Congress shall take place within twenty-four (24) hours after the first, with the same agenda.
- c. A quorum is not required for the second meeting of the Congress, unless any item on the agenda proposes the amendment to the Statutes, the election of a member of the Executive Committee, the suspension or expulsion of a Member Association or the dissolution of the CFU, each of which require a quorum pursuant to Article 10.4 (a).

10.5 Decisions of the Congress

- a. Unless otherwise stipulated in these Statutes, a proposal or motion shall be passed if supported by a majority (50% plus 1) of the Member Associations present and eligible to vote.
- b. Abstentions shall be disregarded in calculating the majority where the vote required is specified to be a particular proportion of votes cast.
- c. A decision that requires a vote shall be reached by a show of hands (other than elections) or by means of an electronic count. Upon a motion supported by three-quarters (3/4) of the Member Associations, the vote (other than for elections) shall be taken by calling the roll, Member Associations being called in English and in alphabetical order from A to Z.

10.6 Elections

- a. The election of office-bearers at the Congress shall be by position and by secret ballot (which may be made by means of an electronic count), except where a candidate has no opponent for the seat he or she may be elected by acclamation. No voting by letter or proxy is permitted.
- b. The election of the members of the Executive Committee shall be decided in a first ballot by a majority. If, in the first ballot, no candidate obtains the majority of the votes cast, a second ballot takes place after the elimination of the candidate who has obtained the least number of votes in the first ballot; and this procedure shall continue until the required numbers of candidates have been elected. In case of a tied vote, a new vote shall be conducted with the respective candidates until the position is filled in accordance with the procedure set forth in these Statutes.
- c. The election process shall be as stipulated in the CFU Electoral Process Guidelines, as established, drafted and amended from time to time by the Executive Committee.

- d. Elections shall be administered, conducted and supervised by the General Secretariat pursuant to these Statutes and applicable Regulations.

10.7 Ordinary Congress

- a. The Ordinary Congress shall be held every year.
- b. The Member Associations shall be notified in writing at least sixty (60) days before the date of the Congress of the place, date and time of such Congress.
- c. The formal convocation shall be provided by the General Secretariat to each Member Association in writing at least thirty (30) days before the date of the Congress. This convocation shall contain:
 - I. the agenda of the Congress;
 - II. the report of the Executive Committee;
 - III. the audited financial statements of the CFU and the report of the auditors;
 - IV. the budget recommended by the Executive Committee;
 - V. recommendations of the Executive Committee with respect to the remuneration and other compensation to be paid to each member of the Executive Committee;
 - VI. the names of the candidates for election (if applicable);
 - VII. proposals for amendments and/or alterations to these Statutes, if any;
 - VIII. the proposal for approval of the auditors; and
 - IX. any other proposal duly submitted by Member Associations or the Executive Committee, pursuant to these Statutes.

10.8 Ordinary Congress Agenda

- a. The agenda of the Ordinary Congress shall comprise the following items:
 - I. a declaration that the Congress has been properly convened and composed in compliance with the Statutes;
 - II. the approval of the agenda;
 - III. an address by the President;

- IV. the appointment of three (3) Member Associations to check the official minutes;
 - V. the appointment of three (3) scrutineers to check the voting (if applicable);
 - VI. suspension or expulsion of a Member Association (if applicable);
 - VII. the approval of the minutes of the preceding Congress;
 - VIII. granting of Full Membership, Associate Membership or Honorary Membership (if applicable);
 - IX. the report of the Executive Committee;
 - X. the reports of the standing committees and ad hoc committees (if any);
 - XI. the approval of the audited financial statements of the CFU and the report of the auditors;
 - XII. the approval of the budget submitted by the Executive Committee;
 - XIII. the approval of the auditors;
 - XIV. the approval of the remuneration and other compensation to be paid to each member of the Executive Committee;
 - XV. the approval of proposals for adopting and amending the Statutes (if applicable);
 - XVI. consideration of proposals submitted by Member Associations or the Executive Committee in accordance with these Statutes (if applicable);
 - XVII. the election of the members of the Executive Committee (if applicable); and
 - XVIII. the ratification of any appointment or dismissal made by the Executive Committee of members of the Judicial Bodies, and the Audit and Compliance Committee who meet the definition of "**Independent**" in Article 11.1(f).
- b. A Congress shall not take a decision on any item not included in the agenda. The agenda of an Ordinary Congress may be amended if three-quarters (3/4) of the Member Associations present at the Ordinary Congress and eligible to vote agree to such amendment.

10.9 Extraordinary Congress

- a. The Executive Committee may convene an Extraordinary Congress whenever deemed necessary, in observance of the deadlines stipulated in these Statutes.
- b. The Executive Committee shall convene an Extraordinary Congress, if not less than one-third (1/3) of the Member Associations, in good standing with the CFU, make such a request in writing to the General Secretariat. The request shall specify the items for the agenda and include any supporting documentation to be considered by the membership. In this case, the Extraordinary Congress shall be held within sixty (60) days of receipt of any such request. If an Extraordinary Congress is not held by the indicated deadline, the Member Associations who requested it may convene the Extraordinary Congress themselves setting the place, date, time and agenda for such Congress.
- c. The Member Associations shall be notified in writing at least thirty (30) days before the date of the Extraordinary Congress of the place, date, time and agenda of such Congress.
- d. When an Extraordinary Congress is convened on the initiative of the Executive Committee, the Executive Committee shall propose the agenda. When an Extraordinary Congress is convened upon the request of the Member Associations, the agenda shall contain the points raised by such requesting Member Associations.
- e. The agenda of an Extraordinary Congress may not be altered. The Extraordinary Congress shall discuss only the items for which it has been convened.
- f. An Extraordinary Congress will be subject to the same requirements with respect to quorum and voting that apply to an Ordinary Congress, except as otherwise stipulated in these Statutes.
- g. The Extraordinary Congress shall be conducted in the same manner as the Ordinary Congress.

10.10 Congress Minutes

The General Secretariat shall be responsible for recording the minutes at the Congress. The draft of the minutes shall be sent to the Member Associations within thirty (30) days of the conclusion of the Congress.

10.11 Effective Dates of Decisions

Decisions passed by the Congress shall come into effect thirty (30) days after the close of the Congress, unless the Congress fixes another date for a decision to take effect or unless an earlier or later date is otherwise provided for in these Statutes.

10.12 Suspension or Dismissal of a Person by the Congress

- a. The Congress may dismiss any person, including without limitation, any person serving as a member of the Executive Committee, any CFU representative before CONCACAF, the members

of a standing committee or ad hoc committee and Judicial Body. Subject to paragraph “b” below, the Executive Committee may also suspend a person provisionally, pursuant to Article 11.2(c) below, until the next Congress. Any Executive Committee member may submit a proposal to place such a motion for suspension on the agenda of an Executive Committee meeting.

- b. The motion for dismissal must be justified. If submitted to the Congress, the motion for dismissal shall be sent to the members of the Executive Committee and/or to the Member Associations along with the agenda.
- c. The person in question has the right to speak in his own defence. The Congress or the Executive Committee may act before providing such opportunity, if the person in question is unable to appear pursuant to Article 11.2(c) below.
- d. If the motion for dismissal is submitted to the Congress, the Congress shall reach a decision by means of show of hands. For the motion to be passed, a majority of two-thirds (2/3) of the Member Associations present and eligible to vote is required.
- e. The person suspended (even if provisionally) must be relieved of his functions with immediate effect.

Article 11 Bodies – Executive Committee

11.1 The Executive Committee

- a. The Executive Committee shall consist of nine (9) members, as follows:
 - I. president;
 - II. four (4) vice-presidents; and
 - III. four (4) members.
- b. The CFU representatives on the CONCACAF Council shall be ex-officio members of the Executive Committee with the right to attend and participate in Executive Committee meetings but with no voting rights.
- c. The members of the Executive Committee may serve for a term of four (4) years and are eligible for re-election up to a maximum of two additional consecutive four-year terms in the same position.
- d. The mandate of each member of the Executive Committee shall begin after the end of the Congress which he was elected. However, if, at the end of such period, the Congress cannot meet due to unforeseen circumstances or force majeure, the members of the Executive Committee shall continue in office until an Ordinary Congress is held. The election of two or more members belonging to the same National Association is not permitted. Candidates for the Executive Committee and each standing committee and Judicial Body must pass an eligibility check carried out by a competent entity that is appointed or engaged by the Executive

Committee when necessary in order to be placed on the ballot for election or appointment. Once elected or appointed, a committee member must pass a new eligibility check once every four (4) years before being eligible to be re-elected or re-appointed. The eligibility check criteria to be drafted and approved by the Executive Committee.

- e. Each Executive Committee member shall receive remuneration, as recommended by the Executive Committee and approved by the Congress. However, no member of the Executive Committee shall be considered to be a Paid Official by reason of any remuneration received in his capacity as a member of the Executive Committee. A member of the Executive Committee may not at the same time be a member of any Judicial Body.
- f. A member cannot be determined to be “**Independent**” if such member or a member of such person’s immediate family within the past four (4) years:
 - I. is or was a member of the executive or supervisory board of any Member Association;
 - II. has or had a material financial relationship with the CFU or a Member Association; or
 - III. is a Paid Official or is owed funds by the CFU from being a Paid Official.
- g. A Member Association may only propose one (1) candidature for each position on the Executive Committee.
- h. Only Member Associations may propose candidates for a position on the Executive Committee. A nomination of a candidate for a position on the Executive Committee shall only be valid if supported by at least two (2) other Member Associations. A Member Association shall notify the General Secretariat, in writing and on such Member Association’s letterhead, of a candidature for a position on the Executive Committee at least forty-five (45) days before the start of the Congress, together with the declarations of support of at least two (2) other Member Associations. The General Secretariat shall inform all Member Associations of the names of the candidates running for office at least thirty (30) days before the date of the Congress.
- i. A person standing for election to the Executive Committee must hold an active office within his Member Association. “**Active Office**” in this context means an executive committee member, standing committee member, director, officer, employee of the Member Association or any Club or League that is affiliated with the Member Association.
- j. If a position on the Executive Committee shall become vacant, the Executive Committee shall fill that position until the next Ordinary Congress, when such Congress shall elect a replacement to complete the remaining term of such person’s mandate.
- k. Upon being elected to office, each member of the Executive Committee undertakes, and accepts responsibility, to be educated and qualified to carry out his fiduciary duties and to

faithfully, loyally and independently act in the best interests of the CFU and the promotion and development of football in the Caribbean region.

- I. Where an employee, Officer, standing or ad hoc committee member or Executive Committee member of the CFU is sued or charged in a court of law or incur costs, expenses or other liabilities as a result of such suit or charge for an action duly authorised by the CFU, the employee, Officer, standing or ad hoc committee member or Executive Committee member shall be entitled to be indemnified by the CFU in full, provided such employee, Officer, standing or ad hoc committee member or Executive Committee member was deemed to be acting reasonably in the best interest of the CFU and not negligently in carrying out his function.

11.2 Powers and Duties of the Executive Committee

- a. The Executive Committee shall be empowered to take decisions on all matters 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. In fulfilling their responsibilities, the members of the Executive Committee shall assiduously execute their fiduciary duties in the best interests of CFU and its Member Associations, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b. The powers and duties of the Executive Committee are, among others:
 - I. to carry out the objectives of the CFU;
 - II. to prepare and convene the Ordinary and Extraordinary Congresses;
 - III. to ensure that these Statutes are applied, and take all necessary actions required for their application;
 - IV. to approve the policies and procedures stipulating how the CFU shall be organized internally;
 - V. to formulate and approve the Regulations of the CFU;
 - VI. to appoint or dismiss members of the standing committees and any ad hoc committees;
 - VII. to appoint or dismiss the members of the Audit and Compliance Committee and the Judicial Bodies who meet the definition of “**Independent**” in Article 11.1 (f) and submit such appointment or dismissal to the Congress for ratification;
 - VIII. to recommend to the Congress the appointment of auditors based on the recommendations of the Audit and Compliance Committee;
 - IX. to establish ad-hoc committees at any time, as necessary;

- X. to approve and submit to the Congress the following:
- i. the reports of the Executive Committee and the various standing committees and ad hoc committees (if any);
 - ii. the audited financial statements of the CFU and the report of the auditors;
 - iii. the budget proposed by the General Secretariat and the Finance Committee;
 - iv. the remuneration of the Executive Committee members;
 - v. all proposals for amendments to the Statutes;
 - vi. other proposals submitted by the Executive Committee or Member Associations in accordance with these Statutes.
 - vii. Subject to Article 7.5 or Article 11.2(c), to censure or suspend a Member Association or a person provisionally until the next Congress;
 - viii. to issue regulations governing the conditions of participation in and the staging of competitions organized by the CFU;
 - ix. to review and approve the remuneration and other compensation of members of the standing committees and ad hoc committees;
 - x. to approve any loan, material contract or real estate transaction, subject to Article 11.4 of these Statutes; and
 - xi. to delegate authority to other bodies/committees of the CFU or third parties where appropriate, and provide oversight of actions taken pursuant to such delegations.
- c. (i) An Executive Committee member or standing or ad hoc committee or Judicial Body member may, following an initial investigation and formal hearing (as outlined below), be censured or suspended by the Executive Committee if such committee member is:
1. grossly negligent or wilfully deceitful in carrying out his duties.
 2. charged with a crime by a court of competent authority, the nature of which could compromise his position.
 3. deemed insane by a court of competent authority.
 4. deemed bankrupt by a court of competent authority.

5. physically incapacitated to the extent that he is not able to carry out the duties and functions of office.

(ii) Pursuant to Article 11.2(c) above, the Disciplinary Committee shall meet as soon as is reasonable to convene an administrative hearing for the matter to be heard.

(iii) Upon the receipt by the General Secretary of a formal complaint in writing, the General Secretary shall forward such written complaint to the chairman of the Disciplinary Committee and not more than seven (7) days after receipt of such written complaint.

(iv) The chairman of the Disciplinary Committee shall in his sole discretion determine whether the complaint has merit and if deemed to have merit, shall instruct the General Secretary to advise the accused committee member of the complaint and provide the accused committee member with thirty (30) days to reply to the complaint in writing to the General Secretary.

(v) Following the receipt of the reply from the accused committee member or the expiration of the thirty (30) day notice period, the General Secretary shall notify the chairman of the Disciplinary Committee with the reply from the accused committee member or confirmation that the notice period has expired and no reply has been received.

(vi) If a reply is received within the thirty (30) day notice period, the General Secretary shall forward such reply to the chairman of the Disciplinary Committee within seven (7) days of receipt.

(vii) The chairman of the Disciplinary Committee shall determine whether a formal administrative hearing is warranted and shall advise the General Secretary in a timely manner to notify in writing the accused committee member, the participating complainant and the members of the Disciplinary Committee of the hearing date, time and agenda and shall provide thirty (30) days' notice of such meeting. If the accused committee member and/or the participating complainant does not reply to the notice in writing, or does not show up, the administrative hearing may be held in his absence.

(viii) The attendance or participation of any person in an administrative hearing is at the discretion of the chairman of the Disciplinary Committee. An accused committee member or participating complainant is entitled have legal representation at the administrative hearing and may participate in the administrative hearing if he so wishes.

(ix) The Disciplinary Committee may request the attendance of any identifiable relevant person to the administrative hearing.

(x) No later than fourteen (14) days in advance of the date of the administrative hearing, the General Secretary shall provide the accused committee member and the Disciplinary Committee members with: a. the alleged charges (which must fall under one or more of the categories as outlined in Article 11.2(c)(i) above); and b. all available information relevant to the incident(s). Where necessary, personally identifiable information of other persons within documents may be redacted.

(xi) Both the accused committee member and a participating complainant may submit evidence on their behalf in advance of the administrative hearing. An accused committee member wishing to bring witnesses to the administrative hearing shall advise the General Secretary at least seven (7) days in advance of the administrative hearing. The Disciplinary Committee may, in its sole discretion, request a witness to submit a written statement in advance of the administrative hearing.

(xii) The chairman of the Disciplinary Committee shall act as chairman of the administrative hearing. At the discretion of the chairman of the Disciplinary Committee the accused committee member or the participating complainant may submit questions in advance of the administrative hearing, to be asked by the chairman at the administrative hearing. These questions can be asked of any identifiable relevant persons attending the administrative hearing. The chairman shall determine appropriate questioning.

(xiii) At the end of the administrative hearing, and prior to its conclusion, both the accused committee member and the participating complainant shall have an opportunity to make an impact statement.

(xiv) The chairman of the administrative hearing has the authority to remove any person from the administrative hearing who he believes is exhibiting behaviour not conducive to the administrative hearing.

(xv) The administrative hearing shall be closed to the public and considered private and confidential. All administrative hearings shall be recorded.

(xvi) The chairman of the administrative hearing shall write a recommendation of the Disciplinary Committee's findings within five (5) days of the administrative hearing. If there is a finding of 'responsible' for any of the alleged charges, the Disciplinary Committee may recommend censure or suspension of the accused committee member to the Executive Committee. In all other cases, where a finding of 'responsible' is not a finding, the charges shall be dismissed.

(xvii) A written decision, along with reasons for such decision, must be provided to the accused committee member and participating complainant by the General Secretary within ten (10) days after the administrative hearing. The decision letter must include the appeal process and a date by which an appeal may be accepted.

(xviii) An administrative hearing decision may be appealed by writing to the General Secretary prior to the due date provided within the decision letter. Any appeal will be referred to the Appeals Committee.

(xix) An accused committee member or participating complainant has the right to appeal on the following grounds: a. The sanction is substantially disproportionate to the severity of the violation; b. A procedural defect in the process had a significant effect on the outcome; and./or c. The discovery of new information which was unknown or unavailable at the time of the administrative hearing and would have a significant effect on the outcome.

11.3 Executive Committee Meetings

- a. The Executive Committee shall meet at least four (4) times a year. Such meetings may take place in person or by teleconference, video conference or any other similar method in which members of the Executive Committee are able to hear and be heard at the meeting without delay. Members that attend a meeting via any of the aforementioned methods shall be considered as present. Notice of such meetings shall be given with not less than seven (7) days' notice, unless such notice is waived by a majority of the members of the Executive Committee.
- b. The President shall convene the Executive Committee meetings. If at least fifty per cent. (50%) of the members of the Executive Committee request a meeting in writing, a meeting shall be convened within thirty (30) days.
- c. The General Secretariat shall draft the agenda for each Executive Committee meeting. Each member of the Executive Committee is entitled to propose items for inclusion on the agenda. The members of the Executive Committee must submit items they wish to be included on the agenda for the meeting to the General Secretariat at least five (5) days before the meeting unless such requirement is waived by a majority of the members of the Executive Committee. The agenda must be sent out to the members of the Executive Committee at least four (4) days before the meeting, unless this requirement is waived by a majority of the members of the Executive Committee. Agendas of Executive Committee meetings shall be made publicly available to all Member Associations prior to such meeting via posting to the CFU website.
- d. The General Secretary or any employee of the General Secretariat shall take part in the meetings of the Executive Committee without the right to vote.
- e. The meetings of the Executive Committee shall be held in private. 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.
- f. Any member of the Executive Committee who is absent without a properly accepted excuse for four (4) consecutive meetings shall be provisionally suspended from the Executive Committee, pursuant to Article 11.2(c). A decision regarding the matter shall then be taken by the next Congress, which shall be final.

11.4 Executive Committee Meetings Quorum and Decisions

- a. Decisions passed by the Executive Committee shall only be valid if a majority (50% plus 1) of its members are present and eligible to vote.
- b. The Executive Committee shall reach its decisions by a majority of the votes cast except as otherwise stipulated in these Statutes. In the event of a tied vote, the President shall have the casting vote. Voting by proxy or letter is not permitted.

- c. A three-quarter (3/4) majority of the votes present and eligible to vote is required for the adoption of a decision relating to the following matters:
 - I. the modification of the CFU Statutes and Regulations;
 - II. the incurrence by the CFU of indebtedness for borrowed money, whether in a single transaction or multiple related transactions, in excess of twenty-five thousand dollars (US\$ 25,000);
 - III. the approval of the acquisition or lease of any asset (whether real or personal property), whether solely by the CFU or jointly with another party, having a fair market value or contract price at the time of acquisition in excess of twenty-five thousand dollars (US\$ 25,000);
 - IV. the incurrence of guarantees by the CFU of any obligation, whether in a single transaction or multiple related transactions, in excess of twenty-five thousand dollars (US\$ 25,000); or
 - V. the approval of any litigation or arbitration or settlement arising therefrom in excess of twenty thousand dollars (US\$ 20,000).
- d. Any member of the Executive Committee must withdraw from the debate and from participating in a decision if there is any risk or possibility of a conflict of interest or the appearance of a conflict of interest, although such person may be required to provide information to the Executive Committee and answer questions with respect to such matter. Such determination shall be made by the disinterested members of the Executive Committee.
- e. The decisions taken by the Executive Committee shall be recorded in the minutes of the Executive Committee meeting.
- f. The decisions taken by the Executive Committee shall come into effect immediately, unless the Executive Committee decides otherwise.

11.5 The President

- a. The President, along with the General Secretary and/or any person delegated by the Executive Committee, shall represent the CFU generally.
- b. The President shall be responsible for, among others:
 - I. representing the CFU at public functions, including competitions;
 - II. relations between the CFU and its Member Associations, CONCACAF, FIFA, political bodies, other confederations and other organizations; and

- III. presiding at the Ordinary Congress, the Extraordinary Congress, the Executive Committee meetings and other standing committee or ad hoc committee meetings of which he is the chairperson.
- c. The President shall be an ex-officio member of all standing committees, other than the Audit and Compliance Committee and the Finance Committee, in each case without the right to vote.
- d. The President shall have an ordinary vote on the Executive Committee. In the event of a tied vote, the President shall have the casting vote.

11.6 Representation and Signature

The President, the General Secretary and any person designated by the Executive Committee in writing shall be entitled to sign for and otherwise bind the CFU in accordance with these Statutes and applicable Regulations. The Executive Committee may establish policies and procedures regarding the signing of agreements, contracts, etc. on behalf of the CFU.

Article 12 Bodies – Judicial Bodies

12.1 Judicial Bodies

- a. The Judicial Bodies of CFU are:
 - I. the Disciplinary Committee;
 - II. the Ethics Committee; and
 - III. the Appeals Committee.
- b. The Judicial Bodies are to be composed in such a way that the members, together, have the knowledge, abilities and specialist experience that are necessary for the due completion of their tasks. The chairpersons and deputy chairpersons of the Judicial Bodies shall be qualified to practice law. The term of office of the members of the Judicial Bodies shall be four (4) years and may be re-appointed but may not serve on the same standing committee for longer than three (3) terms, whether consecutive or not. The members may be relieved of their duties at any time by action of the Executive Committee and ratified by Congress at the next Ordinary Congress, in accordance with these Statutes.
- c. The members of the Judicial Bodies may not belong to any other body or committee of the CFU at the same time.
- d. The responsibilities and function of the Judicial Bodies shall be stipulated in the Disciplinary Code and the Code of Ethics.

12.2 Disciplinary Committee

- a. The responsibilities and functions of the Disciplinary Committee shall be governed by the Disciplinary Code.
- b. The Disciplinary Committee shall consist of a chairperson, a deputy chairperson and the number of members deemed necessary by the Executive Committee for the Disciplinary Committee to function properly.
- c. The Disciplinary Committee may pronounce the sanctions described in these Statutes, the Disciplinary Code and all other Regulations, as well as the CONCACAF Disciplinary Code or the FIFA Disciplinary Code. The Disciplinary Committee may apply the CONCACAF Disciplinary Code or the FIFA Disciplinary Code.
- d. These provisions are subject to the disciplinary powers of the Congress and the Executive Committee with regards to suspensions, expulsions and dismissal.
- e. The Executive Committee shall issue the Disciplinary Code.

12.3 Ethics Committee

- a. The responsibilities and functions of the Ethics Committee shall be governed by the Code of Ethics.
- b. The Ethics Committee shall consist of one body responsible for both investigation and adjudication.
- c. The Ethics Committee shall consist of a chairperson, a deputy chairperson and the number of members deemed necessary by the Executive Committee for the Ethics Committee to function properly.
- d. The Ethics Committee may pronounce the sanctions described in these Statutes, the Code of Ethics, the Disciplinary Code and all other Regulations.
- e. The Executive Committee shall issue the Code of Ethics.

12.4 Appeals Committee

- a. The responsibilities and functions of the Appeals Committee shall be governed by the Disciplinary Code.
- b. The Appeals Committee shall consist of a chairperson, a deputy chairperson and the number of members deemed necessary by the Executive Committee for the Appeals Committee to function properly.
- c. The Appeals Committee is responsible for hearing appeals against all decisions from the Disciplinary Committee, the Ethics Committee and the Executive Committee.

- d. The Appeals Committee may apply the CONCACAF Disciplinary Code or the FIFA Disciplinary Code wherever the CFU Disciplinary Code is silent.

12.5 Court of Arbitration for Sports

- a. The CFU recognizes the jurisdiction of CAS.
- b. Disputes may only be brought before CAS after all other CFU, CONCACAF or FIFA internal procedures and remedies have been exhausted.
- c. All decisions taken by CAS shall be deemed to be final and binding upon all parties.
- d. Proceedings before CAS shall take place in accordance with the CAS Code of Sports-related Arbitration.
- e. CAS shall have jurisdiction, to the exclusion of any ordinary court or any other court of arbitration, to deal with the following disputes in its capacity as an ordinary court of arbitration:
 - I. disputes between CFU and Member Associations, Leagues, Clubs, Players and Officials;
 - II. disputes between CFU and CONCACAF; and
 - III. disputes between Member Associations, Leagues, Clubs, Players and Officials.
- f. CAS shall only intervene in its capacity as an ordinary court of arbitration if the dispute does not fall within the competence of a CFU, CONCACAF or FIFA body.
- g. As an appeals arbitration body, CAS shall be entitled to hear appeals against final decisions passed by the CFU.
- h. Only parties directly affected by a decision may appeal to CAS. However, where doping-related decisions are concerned, the World Anti-Doping Agency (WADA) may appeal to CAS.
- i. The time limit for appeal to CAS shall be twenty-one (21) days from the receipt of the decision in question or such timeline as stipulated by CAS.
- j. An appeal shall not have any suspensory effect as a stay of execution of a disciplinary sanction, subject to the power of CAS to order that any disciplinary sanction be stayed pending the arbitration.
- k. CAS shall not take into account facts or evidence which the appellant could have submitted to an internal CFU body by acting with the diligence required under the circumstances, but failed or chose not to do so.

- I. CAS is not competent to deal with:
 - I. matters related to the application of a purely sporting rule, such as the Laws of the Game or the technical modalities of a competition;
 - II. decisions through which a natural person is suspended for a period of up to four matches or up to three months; or
 - III. awards issued by an independent and impartial court of arbitration in a dispute of national dimension arising from the application of the statutes or regulations of a Member Association.

Article 13 Bodies – Standing and Ad-Hoc Committees

13.1 Standing Committees

- a. The standing committees of the CFU are:
 - I. Audit and Compliance Committee
 - II. Finance Committee
 - III. Football Development Committee
 - IV. Legal Committee
 - V. Tournaments Committee
 - VI. Referees Committee
 - VII. Women’s Committee
- b. The Executive Committee shall be responsible for drafting and issuing the terms of reference and regulations for each standing committee.
- c. The standing committees shall report to the Executive Committee, via the General Secretary. They shall advise and assist the Executive Committee and the General Secretariat in their respective fields of function.
- d. Members of the standing committees may be members of the Executive Committee, with the exception of the Audit and Compliance Committee, which shall be comprised in their entirety by persons who meet the definition of “**Independent**” in Article 11.1(f). The chairperson of the Finance Committee shall be a person who meet the definition of “**Independent**” in Article 11.1(f). Appointments of persons who meet the definition of “**Independent**” in Article 11.1(f) of

the Audit and Compliance Committee and the Finance Committee shall be ratified by the Congress at the first Ordinary Congress after such appointment.

- e. Based on the proposals made by the President and agreed by the Executive Committee, the Executive Committee shall appoint the chairperson, deputy chairperson and members of each standing committee. The standing committees shall comprise a chairperson, a deputy chairperson and the number of members deemed necessary by the Executive Committee. The chairpersons, deputy chairpersons and the members of the standing committees shall be appointed for a term of office of four (4) years. Members may be re-appointed and may also be removed by the Executive Committee from a standing committee at any time pursuant to these Statutes.
- f. Each chairperson shall conduct business in compliance with these Statutes and applicable Regulations and any applicable committee charter or terms of reference. The dates and the agenda of meetings of each standing committee shall be fixed by the General Secretariat in consultation with the relevant chairperson. The meetings of the standing committees shall be held in private. The General Secretary, in consultation with the relevant chairperson, may, however, invite third parties to attend and participate.
- g. Meetings of the standing committees shall only take place if at least half (1/2) of the total members of each respective committee are present. In case of absence of the chairperson, the deputy chairperson shall chair the meeting.
- h. Any member of a standing committee who is absent for four (4) consecutive meetings during their term without a valid excuse, is automatically suspended from such committee, pursuant to Article 11.2(c). A decision shall then be made by the Executive Committee, pursuant to these Statutes, whether or not to dismiss the member from the committee. Such decision shall be final except that dismissals from the Audit and Compliance Committee shall be ratified by the Congress at the first Ordinary Congress after such dismissal. Any member of a standing committee may attend a meeting by telephone conference, video conference or any other similar method whereby all members can hear and speak with each other without delay.
- i. Candidates for each standing committee must pass an eligibility check carried out by a competent entity appointed or engaged by the Executive Committee.
- j. Each standing committee may, if necessary, establish a sub-committee and/or task force from among its members to take action with respect to urgent or specialized matters.
- k. Each standing committee may propose amendments to its Regulations to the Executive Committee.

13.2 Ad-hoc Committees

The Executive Committee may create ad-hoc committees with specified duties and a limited period of time. The Executive Committee shall decide on the composition, duties, duration, function and compensation of such ad-hoc committees. An ad-hoc committee shall report directly to the Executive Committee, via the General Secretary.

Article 14 Bodies – Secretariat

14.1 General Secretariat

- a. The General Secretariat shall carry out all the administrative work of the CFU at the CFU headquarters under the direction of the General Secretary. In particular, it shall be responsible for:
 - I. The organisation of competitions and all related matters, in accordance with the decisions and directions of the Executive Committee;
 - II. Negotiation and execution of all commercial contracts, in accordance with the standards, policies and procedures established by the Executive Committee;
 - III. Administrative support to the standing committees, ad hoc committees and Judicial Bodies;
 - IV. Management of the operations and day-to-day business of the CFU, in accordance with the parameters established by the Executive Committee and within the budget established by the Finance Committee and approved by the Executive Committee and the Congress;
 - V. All other administrative matters necessary for the efficient operation and organization of the CFU, as required and authorized by the Executive Committee; and
 - VI. The drafting and proper implementation of the policies and procedures governing the CFU.
 - VII. The preparation of a Congress, as well as meetings of the Executive Committee and the Standing Committees.
 - VIII. In conjunction with the Executive Committee, the establishment and maintenance of all Regulations, codes and policies and procedures; whether disciplinary, financial, regulatory, compliance, management, administrative or competition related.

14.2 General Secretary

- a. The General Secretary is the chief executive officer of the CFU.
- b. He shall be appointed by the Executive Committee and shall have a contract of employment in accordance with standard employment terms and governed by private law.
- c. He shall be responsible for:
 - I. implementing decisions passed by the Congress and the Executive Committee in a timely manner;
 - II. properly managing and keeping the accounts of the CFU, preparing the budget and preparing the annual financial statements of the CFU;
 - III. administrating and organizing the General Secretariat;
 - IV. hiring and dismissing non-managerial CFU staff;
 - V. proper supervision and management of the CFU staff and the business of the CFU;
 - VI. assisting and participating in the Congress, Executive Committee, standing and ad-hoc committee meetings and Judicial Bodies;
 - VII. compiling the minutes for the meetings of the Congress, Executive Committee, Judicial Bodies and standing and ad-hoc committees;
 - VIII. all correspondence of the CFU;
 - IX. informing the Executive Committee of the commercialization of any media or other intellectual property rights owned or licensed by the CFU or relating to any competitions of the CFU;
 - X. relations with FIFA, confederations, Member Associations and any other organizations in the promotion of the objectives of the CFU;
 - XI. proposing managerial staff appointments to the Executive Committee; and
 - XII. signing decisions on behalf of any the standing committees, provided that no other process exists in the respective regulations.
- d. The General Secretary shall not attend a Congress in the capacity as a delegate or as a member of any body of the CFU but in an administrative capacity only.

- e. The General Secretary may be dismissed by the Executive Committee or by the Congress in accordance with the terms of his employment contract after due process, unless a reason for immediate dismissal per his employment contract is present.

Article 15 Administration

15.1 Financial Matters

- a. The financial period of the CFU shall be one (1) year and shall commence on January 1st of every year.
- b. The revenue, expenditure and financial position of the CFU shall be responsibly managed by the Executive Committee and General Secretariat, including where appropriate the creation of reserves.
- c. The General Secretariat is responsible for ensuring that proper annual financial statements of the CFU as of December 31st of every year are prepared in a timely manner.
- d. The General Secretariat is responsible for ensuring that proper monthly financial statements of the CFU are prepared and provided to the Executive Committee in a timely manner.
- e. The General Secretary may appoint an internal auditor who shall either be a chartered accountant or a cost accountant, or such other professional as decided by the Executive Committee, to conduct internal audit of the functions and activities of the CFU.
- f. The General Secretary shall ensure that there are proper internal controls procedures within the CFU's administration that bring a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes at the highest levels.
- g. The CFU shall have the right to audit any Member Association receiving CFU funds for a specific intended purpose to ensure such funds were used or allocated for such purpose.
- h. The books of account are to be kept with respect to:
 - a. all sums of money received or expended by the CFUL and the matters in respect of which the receipt and expenditures take place; and
 - b. The assets and liabilities of the CFUL.

Proper books shall not be deemed to be kept if such books of account are not kept as are necessary to give a true and fair view of the state of the CFU's affairs and to explain its transactions.

The books of account shall be kept at the registered office of the CFUL or at such other place(s) as the Congress shall deem fit and shall always be open to the inspection of the Congress.

15.2 Auditors

- a. The Audit and Compliance Committee shall recommend a firm of independent external auditors that is internationally recognized as experts in auditing who meet high standards of integrity for the approval of the Executive Committee and the Congress. The external auditors shall be appointed for a term of one (1) year. This mandate may be renewed. The lead audit partner of such auditors shall rotate on a periodic basis of not less frequently than five (5) years.
- b. The external auditors shall examine, audit and certify the financial statements before they are presented to the Audit and Compliance Committee.
- c. The report of the external auditors shall be submitted to the Executive Committee, the Audit and Compliance Committee and the Congress.
- d. The Audit and Compliance Committee shall be responsible for the internal audit function of the CFU.

15.3 Membership Subscription

- a. Each Member Association shall pay a standard annual subscription within ninety (90) days after being billed by the CFU. Such annual subscription must be paid by the Member Association to the CFU prior to the next annual Congress in order for the Member Association to be in good standing with the CFU.
- b. The Congress shall fix the amount of annual subscription every four (4) years on the recommendation of the Executive Committee. It shall be the same for each Member Association and amount to no more than one thousand dollars (US\$ 1,000).

15.4 Settlement

The CFU may debit any account of a Member Association to settle amounts due to the CFU and shall provide prompt notice of such action to the affected Member Association.

Article 16 CFU Representatives on the CONCACAF Council and FIFA Council

- a. The CFU representatives on the CONCACAF Council and the FIFA Council shall represent the interests of the CFU membership at CONCACAF Council and FIFA Council.
- b. The CFU representatives on the CONCACAF Council and the FIFA Council shall submit to the Executive Committee a quarterly report detailing all activities carried out on behalf of the CFU.

Article 17 International Matches and Competitions

- a. The Executive Committee may delegate to any Member Association the authority to organize competitions.
- b. The Executive Committee shall approve regulations governing the conditions for participation in and the staging of CFU competitions.

- c. By the act of entering a team in a competition organized by the CFU, each Member Association and/or Club affiliated with a Member Association agrees to fully comply with the Statutes, regulations and decisions of the CFU and its bodies/standing committees.
- d. The admission/entry to a CFU competition of a Member Association or a Club, who is found to be directly or indirectly involved in any activity aimed at arranging or influencing the outcome of a match at national or international level, may be refused by the Executive Committee, without prejudice to any possible disciplinary measures.
- e. The authorization and organization of international matches and competitions between National Association teams and between Leagues and/or Club teams in the Caribbean region shall be in accordance with the FIFA, CONCACAF and CFU statutes and regulations, where applicable.
- f. The General Secretary shall compile a CFU competitions calendar that shall be binding upon Member Associations, Leagues and Clubs.
- g. The CFU and each Member Association shall recognize and comply with the international match calendar compiled by FIFA and CONCACAF.

Article 18 Recognition of the CFU Statutes and Regulations

- a. Each Member Association shall include in its statutes a provision whereby it, its Leagues, Clubs, Players and Officials agree to respect at all times these Statutes, Regulations and decisions of the CFU and to recognize the jurisdiction of CAS, as provided in these Statutes.
- b. Each Member Association shall ensure that its Leagues, Clubs, Players and Officials acknowledge and accept these obligations.
- c. A participant in a CFU competition shall, when registering its entry, confirm to the CFU in writing that it, its Players and Officials have acknowledged and accepted these obligations.

Article 19 Disputes

- a. Member Associations shall insert a clause in their statutes or regulations, stipulating that it is prohibited from seeking adjudication of disputes in the Association or disputes affecting Leagues, Clubs, Players and Officials by ordinary courts of law, unless specifically provided for in these Statutes, CONCACAF regulations or FIFA regulations, or if laws of the respective country or territory specifically provide for or stipulate recourse to ordinary courts of law. Instead of recourse to ordinary courts of law, provision shall be made for arbitration. Such disputes shall be taken to an independent and duly constituted Arbitration Tribunal recognized by the CFU and the Member Association or to CAS.

- b. Member Associations shall impose sanctions on any party that fails to respect this obligation and ensure that any appeal against such sanctions shall likewise be strictly submitted to arbitration, and not to ordinary courts of law.

Article 20 Authorization

The CFU and its Member Associations are exclusively responsible for authorizing 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.

Article 21 Rights

- a. The CFU and its Member Associations are respectively 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, place and law. 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.
- b. The Executive Committee shall decide how and to what extent the CFU rights are utilized. The Executive Committee alone shall decide whether the CFU rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

Article 22 Approval

Member Associations cannot belong to another union without the written authorization of the CFU.

Article 23 Prohibitions

No director of the CFUL or connected persons to the CFUL or Executive Committee Member or Standing Committee member or Judicial Body member may:

- a. buy or receive any good or services from the CFUL on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the CFUL, unless otherwise provided in these Statutes;
- c. be employed by, or receive any remuneration from the CFUL, unless otherwise provided in these Statutes;
- d. receive any remuneration, income or other financial benefit from the CFUL, unless otherwise provided in these Statutes. Any remuneration, income or other financial benefit from the CFUL not otherwise provided for in these Statutes will be required to be authorised by the court or authority under the Charities Act 2013 of Jamaica.

Article 24 Concluding Provisions

24.1 Matters Not Provided For

The Executive Committee shall have the final decision on any matter not provided for in these Statutes or Regulations or in cases of force majeure or in the event of ambiguity or conflict between Articles.

24.2 Dissolution

- a. Subject to the laws of Jamaica, the CFU may be dissolved by a resolution to that effect passed by not less than three-quarter (3/4) of the Member Associations eligible to vote.
- b. Upon the dissolution of the CFU, all its funds and assets shall be entrusted with CONCACAF as trustee until such time as CFU is re-established.

24.3 Governing Law

These Statutes shall be governed by, and construed under, the laws of Jamaica.

24.4 Adoption of, and Amendment, to these Statutes

- a. The Congress shall be responsible for adopting and amending these Statutes.
- b. Any proposals for an amendment to these Statutes must be submitted in writing with a brief explanation to the General Secretariat by either a Member Association or by the Executive Committee. A proposal submitted by a Member Association is valid, provided it has been supported in writing by at least three (3) other Member Associations.
- c. For a vote on the adoption of or amendment to these Statutes to be valid, more than three-quarters (3/4) of the Member Associations eligible to vote must be present.
- d. A proposal to adopt or amend these Statutes shall be adopted if approved by three-quarters (3/4) of the Member Associations present and eligible to vote.

Adoption of Statutes

These Statutes were adopted by the CFU Extraordinary Congress on 2 November 2019 in Miami, Florida. They supersede all previous texts and shall come into force on 2 December 2019.