

OFC Governance Regulations

(Edition February 2021)



OCEANIA FOOTBALL CONFEDERATION INCORPORATED

OFC Governance Regulations (Edition February 2021)

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DEFINITIONS AND INTERPRETATION

In these Governance Regulations, and provided the context so permits:

- a.** the singular shall include the plural and vice-versa;
- b.** terms referring to natural persons apply to all genders;
- c.** reference to natural persons shall include any legal person or corporation; and
- d.** all defined terms unless otherwise stated herein shall bear the same meaning as ascribed in the OFC Statutes, unless the context indicates otherwise.

Article 1 Objective

- 1.** The objective of these Governance Regulations is to complement the OFC Statutes concerning the eligibility check to be conducted on candidates for OFC bodies (subject to the OFC Statutes and Regulations) by the Eligibility Committee and the Audit and Risk Committee (where relevant) and on-going monitoring of the officeholders and representatives of the Member Associations under Article 10.1(x) of the OFC Statutes.

Article 2 Scope of Application

- 1.** These Governance Regulations shall apply to and regulate the duties, powers and responsibilities of the:
 - a.** Eligibility Committee; and
 - b.** Audit and Risk Committee, when acting under Article 38.1 (c) of the OFC Statutes.
- 2.** They also define the Eligibility Criteria and Independence Criteria (where applicable) which any candidate, officeholder or representative of a Member Association must fulfil to be eligible to hold office (the members of Executive Committee, Judicial Bodies, and Standing Committees, and the General Secretary and or representative of a Member Association under Article 10.1(x) of the OFC Statutes) and throughout his or her term.
- 3.** In addition, the FIFA Statutes, the FIFA Governance Regulations and other FIFA regulations and guidelines apply to the eligibility check of any candidate or officeholder for President or FIFA Council member.

Article 3 General Principles

1. The democratic principles of separation of powers, transparency and integrity of the OFC must be always observed.
2. During their work and as part of their official functions, the members of the Eligibility Committee and the Audit and Risk Committee shall know and comply with all applicable laws and regulations, as well as with the Statutes and these Regulations.

Article 4 Powers and duties of the Eligibility Committee and the Audit and Risk Committee

1. Subject to the OFC Statutes, the Eligibility Committee shall conduct the eligibility check on the candidates for, and holders of, positions as Executive Committee member, the President and OFC representatives on the FIFA Council, Standing Committee members, Judicial Bodies members and General Secretary) to determine if they are eligible to hold office by meeting the Eligibility Criteria and the Independence Criteria (where applicable), and that they hold any necessary qualifications as set out in the Statutes.
2. The Eligibility Committee shall also monitor if any office holder fails to meet the Eligibility Criteria and the Independence Criteria (where applicable) during their term and exercise their powers under Article 35.1. and 39.1 (c) and (d) of the OFC Statutes accordingly.
3. The Eligibility Committee shall also rule on the representative of a Member Association under Article 10.1(x) of the OFC Statutes, if so requested.
4. Under Article 38.1(c) of the OFC Statutes, the Audit and Risk Committee shall conduct the eligibility check on all candidates for the Eligibility Committee and determine if they are eligible to hold office by meeting the Eligibility Criteria and the Independence Criteria.

Article 5 Composition of the Eligibility Committee and the Audit and Risk Committee

1. The Eligibility Committee shall be composed in accordance with Article 39.2 of the OFC Statutes.
2. The Audit and Risk Committee shall be composed in accordance with Article 38.2 of the OFC Statutes.

3. The members of the Eligibility Committee shall elect their own chairperson and deputy chairperson.
4. The members of the Eligibility Committee shall not belong to any other body of the OFC at the same time.
5. The General Secretary shall appoint the secretary to the Eligibility Committee. The secretary takes part in the activities of the Eligibility Committee in a consultative capacity and is responsible for related logistical and administrative matters.

Article 6 Quorum and Decisions

1. The quorum for the Eligibility Committee shall be in accordance with Article 39.5 of the OFC Statutes.
2. The quorum for the Audit and Risk Committee shall be in accordance with Article 38.7 of the OFC Statutes.
3. Decisions must be passed by a Simple Majority of the votes cast. If a vote is tied, the chairperson shall have the casting vote.
4. Members of the Eligibility Committee (or the Audit and Risk Committee, where relevant) must decline to participate in any discussion and/or debate concerning any matter, and immediately leave the meeting, where there are grounds for questioning their impartiality and/or there is a possibility of any conflict of interest arising.
5. Decisions are recorded in the minutes signed by the chairperson or the deputy chairperson.
6. Meetings may take place:
 - a. in person;
 - b. by means of audio and visual communication, in which members of the Eligibility Committee (or the Audit and Risk Committee, where relevant) can hear and be heard at the meeting without delay; or
 - c. by means of combination of (a) and (b) above.

Members that attend a meeting via any of these methods shall be considered as present.

Article 7 Eligibility Check

1. Any candidate, appointee or office holder, for the Executive Committee, the President, OFC representative on the FIFA Council, the Standing Committees, the Judicial Bodies and the General Secretary and a representative of a Member Association under Article 10(1)(x) of the OFC Statutes shall be required to fulfil the Eligibility Criteria and Independence Criteria (where applicable as set out in the OFC Statutes) at all times and be verified by submitting:
 - a. the documents requested to the secretary of the Eligibility Committee (or the Audit and Risk Committee, where it is a member of the Eligibility Committee) or to the external organisation appointed for that purpose; and
 - b. the relevant Declaration of Eligibility or Declaration of Eligibility and Independence (Annex 1 or Annex 2 of these Regulations) prior to their (re-)election or (re-)appointment or at the Eligibility Committee's (or the Audit and Risk Committee's, where relevant) request.

If such a Declaration of Eligibility, or a Declaration of Eligibility and Independence, is not provided, the eligibility check shall be not passed.

2. In conducting such checks, the Eligibility Committee (or the Audit and Risk Committee, where relevant) is entitled, at its sole discretion, to request the support of an external organisation to report to the Eligibility Committee (or the Audit and Risk Committee, where relevant) on the eligibility check.
3. Member Associations must comply with any requests for information from the Eligibility Committee (or the Audit and Risk Committee, where relevant), or their appointed external organisation, about a named person.
4. Any candidate, appointee or office holder, for the Executive Committee, the President, for FIFA Council, Standing Committees, Judicial Bodies, the General Secretary and a representative of a Member Association under Article 10(1)(x) of the OFC Statutes, are obliged to collaborate to establish the relevant facts. They must comply with all requests from, or on behalf, the Eligibility Committee (or the Audit and Risk Committee, where relevant) for any documents, information or any other material of any nature held by them. In addition, they shall comply with the procurement and provision of documents, information or any other material of any nature not held by them but which they are entitled to obtain. Non-compliance with such requests may lead to ineligibility.

5. The Eligibility Committee (or the Audit and Risk Committee, where relevant) shall carry out the eligibility check within seven (7) weeks of receipt of the respective names and the relevant Declaration of Eligibility or Declaration of Eligibility and Independence.
6. Based on the eligibility check carried out, the Eligibility Committee (or the Audit and Risk Committee, where relevant) shall pass a decision on the eligibility of the representative, appointee, candidate or office holder concerned and the relevant committee secretary inform them and the General Secretariat accordingly.
7. All information and all related data collected during the eligibility check must be treated as strictly confidential by the Eligibility Committee (or the Audit and Risk Committee, where relevant). The New Zealand [Privacy Act 2020](#) and the OFC Privacy Regulations apply.

Article 8 Eligibility Criteria

1. In the context of carrying out eligibility checks, the Eligibility Committee (or the Audit and Risk Committee, where relevant) has a wide discretion in evaluating and weighing the information gathered regarding the integrity of the candidates for, and holders of, positions. Notwithstanding this, an eligibility check shall, in principle, be not passed if the individual concerned is found to have committed misconduct that has a direct material connection to the position, he or she holds or is a candidate for. The following paragraphs of the Article 8 must be applied.

A. In General

2. To be eligible to be candidate for, and holder of, a position as Executive Committee member, the President, OFC representative on the FIFA Council, Standing Committee member, Judicial Bodies member, General Secretary, or representative of a Member Association under Article 10(1)(x) of the OFC Statutes, an individual must:
 - a. Be over 17 years of age;
 - b. Not be an undischarged bankrupt;
 - c. Not be prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993 or any equivalent legislation overseas;
 - d. Not be disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005 or any equivalent legislation overseas;

- e. Not been found guilty of tax evasion;
- f. Not be declared to lack legal capacity to manage their own affairs; or
- g. Not be convicted of any crime involving dishonesty or any of the crimes or offences described in:
 - i. [sections 100 to 105F \(Crimes Act 1961\)](#);
 - ii. [Part 10](#), except [sections 267 to 272](#), [298A](#), and [298B \(Crimes Act 1961\)](#);
 - iii. The [Secret Commissions Act 1910](#),

or any equivalent legislation overseas. References to “Acts” are a reference to New Zealand Acts of Parliament.

The Eligibility Committee (or the Audit and Risk Committee, where relevant) shall also take into consideration any ongoing proceedings and/or any other convictions pronounced by any state court and whose nature and sanctions would question the integrity of a proposed appointee, candidate, representative or office holder.

B. Specific sporting sanctions

3. A person who has been subject to disciplinary and/or ethics proceedings and has been sanctioned for one or more of these sanctions:
 - a. a fine of up to NZ\$1000;
 - b. a match suspension of up to six (6) months;
 - c. a match suspension of up to six (6) matches;
 - d. any ban of up to three (3) months.

will be ineligible to be candidate for, and holder of, a position as Executive Committee member, the President, OFC representative on the FIFA Council, Standing Committee member, Judicial Bodies member, General Secretary or represent a Member Association under Article 10 (1) (x) of the OFC Statutes for up to **one (1) year**, subject to the gravity of the offence, after any ban or suspension is served and/or any fine paid, whichever is later.

4. A person who has been subject to disciplinary and/or ethics proceedings and has been sanctioned for one or more of these sanctions:
 - a. a fine of above NZ\$1000 and up to, but not including NZ\$5000;
 - b. a match suspension of above six (6) months and up to, but not including twelve (12) months;

- c. a match suspension of above six (6) matches and up to, but not including twelve (12) matches;
- d. any ban of above three (3) months and up to, but not including twelve (12) months.

will be ineligible to be candidate for, and holder of, a position as Executive Committee member, the President, OFC representative on the FIFA Council, Standing Committee member, Judicial Bodies member, General Secretary or represent a Member Association under Article 10 (1)(x) of the OFC Statutes **from minimum one (1) year to up to five (5) years**, subject to the gravity of the offence, after any suspension or ban is served and/or any fine paid, whichever is later.

5. A person who has been subject to disciplinary and/or ethics proceedings and has been sanctioned for one or more of these sanctions:
 - a. a fine of NZ\$5000 or more;
 - b. a match suspension of twelve (12) months or more;
 - c. a match suspension of twelve (12) matches or more;
 - d. any ban of twelve (12) months or more,

will be ineligible to be candidate for, and holder of, a position as Executive Committee member, the President, OFC representative on the FIFA Council, Standing Committee member, Judicial Bodies member, General Secretary or represent a Member Association under Article 10 (1)(x) of the OFC Statutes **from minimum five (5) years to life**, subject to the gravity of the offence, after any ban or suspension is served and/or any fine paid, whichever is later.

6. The Eligibility Committee (or the Audit and Risk Committee, where relevant) shall also take into consideration any ongoing disciplinary and/or ethics proceedings whose nature and sanctions would question the integrity of a person.

Article 9 Independence Criteria

1. A member of any Standing Committee or a Judicial Body cannot be determined to be "Independent" if such person, or their Immediate Family Member, within the last three (3) years preceding their term:
 - a. is, or was, an executive committee member, judicial body member, an officer or committee member of any Football Organisation; or
 - b. is, or was, a Football Organisation paid employee; or

- c. has, or had, a Material Business Relationship with any Football Organisation.

Providing that a Judicial Body member can be a judicial body member of another Football Organisation.

2. The capitalised terms shall have the following meanings:

- a. **“Material Business Relationship”** means, with respect to any person, that such person has been, or such person is a current director or executive officer or employee of or owns, directly or indirectly, 10% or more of the equity of any entity that has made payments to or received payments from any Football Organisation or any OFC Executive Committee member (either directly or indirectly) sponsor, auditor, outside counsel or other paid adviser or contractor of any Football Organisation or any OFC Executive Committee member for property or services in an amount which, in any single year, exceeds NZD 1000. Any compensation or other amounts paid to any such person in their capacity as a member of the judicial body of any Football Organisation shall not constitute a material business relationship within the meaning of this provision.
- b. **“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, with whom the individual has a relationship akin to a family relationship and to whom such person provides financial support.
- c. **“Football Organisation”** means FIFA, OFC and any Member Association.

3. The Eligibility Committee (or the Audit and Risk Committee, where relevant) shall also take into consideration any circumstances which they may consider to influence the independence of any person.

Article 10 Submission of candidates

- 1. The General Secretariat shall forward all nominations of candidates without any undue delay and within seven (7) days of the closing of relevant nomination period to the Eligibility Committee (or the Audit and Risk Committee, where relevant) for examination and for passing a decision on eligibility of the candidate.

2. The General Secretariat shall forward all names of appointees within seven (7) days of their appointment by the OFC Executive Committee or their election as president of an Ordinary Member to the Eligibility Committee (or to the Audit and Risk Committee, where relevant) for examination and for passing a decision on their eligibility to be appointed to a Standing Committee or a Judicial Body, or as president or member of the OFC Executive Committee.
3. During the term of office, in the event there are circumstances that raise concerns over the eligibility of an office holder, the relevant information and supporting documents shall be submitted to the Eligibility Committee for review and decision. The Eligibility Committee shall exercise their powers under Articles 35 and 39.1 of the OFC Statutes.

Article 11 Appeal

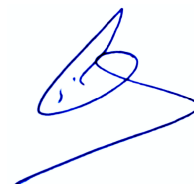
1. Decisions of the Eligibility Committee may be appealed against with the Appeal Committee in accordance with Article 42 of the OFC Statutes, with the following conditions:
 - a. An appeal shall be lodged within seven (7) days upon notification of the decision by the Eligibility Committee;
 - b. The appeal shall be decided by the Appeal Committee composed of at least three (3) members; and
 - c. The decisions are signed by the chairperson of the Appeal Committee.
2. Subject to Article 11.1 above, the procedural rules set out in the OFC Disciplinary Code shall apply.

Article 12 Adoption and Enforcement

1. These regulations, together with their annexes, which form an integral part of these regulations, were approved by the OFC Executive Committee on the 23rd February 2021 and they will come into force immediately.



President
Lambert Maltok



General Secretary
Franck Castillo

Annex 1

DECLARATION OF ELIGIBILITY

This declaration of eligibility:

- must be submitted by any candidate or appointee, for a position of President, Executive Committee member, FIFA Council member, or Audit & Risk Committee member (non-independent members only);
- must be submitted by the presidents of the Ordinary Members and the General Secretary;
- must have a resume attached for the Audit and Risk Committee members only; and
- shall be considered an integral part of the eligibility check.

I, _____
Full Given Name(s) and Surname

Date of Birth:
(to verify that you are over 17 years of age)

HEREBY DECLARE THE FOLLOWING:

1. I have been convicted by any state court of any offence or tax evasion:
Yes or no

.....

If you have been previously convicted of an offence, please specify the circumstances and provide a copy of the decision:

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If you are the subject of any pending civil or criminal proceedings or investigations, please specify the circumstances:

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2. I am undischarged bankrupt

Yes or no

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If you are undischarged bankrupt, please specify the circumstances and provide a copy of the decision

3. I have been prohibited from being a director or promoter of or being concerned or taking part in the management of, an incorporated or unincorporated body.

Yes or no

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If you have been prohibited, please specify the circumstances, dates and provide a copy of the decision:

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4. I have been disqualified from being an officer of a charitable entity.

Yes or no

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If you have been disqualified, please specify the circumstances, dates and provide a copy of the decision:

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5. I have been declared to lack legal capacity to manage my own affairs:
Yes or no

.....

If you have been declared to lack legal capacity, please specify the circumstances, dates and provide a copy of the decision:

6. I have been subject to any disciplinary sanctions or similar measure imposed on me by any sport's governing body for actions equivalent or similar to any misconduct set out in the OFC Disciplinary Code, the OFC Code of Ethics or the FIFA Code of Ethics.

Yes or no

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If you have been previously sanctioned or had a similar measure imposed, please specify the circumstances and provide a copy of the decision:

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If you are the subject of any pending disciplinary proceedings or investigations, please specify the circumstances:

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7. I acknowledge I am subject to the OFC Disciplinary Code and the OFC Code of Ethics relating to integrity issues, and I am fully compliant with such regulations at the time of submitting this declaration.

Yes or no

.....
In this respect, I acknowledge that the OFC Code of Ethics also apply to conduct which occurred before it entered into force.

8. I currently hold the following positions in football:

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9. I am fully aware that I must notify the body conducting the eligibility check of any relevant facts and circumstances arising after the eligibility has been completed, and that a failure to do so may result in sanctions being imposed by the appropriate OFC body.

10. I am fully aware that I am obliged to establish the relevant facts regarding the eligibility check I am subject to. I will comply with requests for any documents, information or other material of any nature held by me. I will comply with the procurement and provision of documents, information and other material of any nature not held by me but which I am entitled to obtain. I am fully aware and confirm that non-compliance with such requests may result in sanctions being imposed by the OFC Disciplinary and Ethics Committee.

11. I am fully aware and confirm that the body conducting the eligibility check may also request information directly from the relevant institutions such as OFC Member Associations, FIFA, OFC, bankruptcy regulator, companies' office, the Law Society, the police, the courts or any equivalent body in my territory and the Court of Arbitration for Sport. In

this regard, I hereby release the relevant institutions from the obligation of confidentiality relating to the information concerned.

12. I confirm my resume submitted to the Eligibility Committee is accurate, complete and not misleading if I am candidate or appointee to the Audit and Risk Committee. **[Not needed for the OFC Executive Committee members, OFC President, FIFA Council members or the OFC General Secretary.]**

13. I am completely aware and agree that this declaration shall be made available to the Eligibility Committee who may decide to make it available to other bodies of the OFC (e.g., OFC Disciplinary and Ethics Committee, OFC Executive Committee) and/or to an external firm in charge of conducting the eligibility check.

Signature:

Place:

Date:

Annex 2

DECLARATION OF ELIGIBILITY AND INDEPENDENCE

This declaration of eligibility and independence:

- must be submitted by any candidate or appointee for a position of member of Audit & Risk Committee (independent members only), Eligibility Committee, Appeal Committee and Disciplinary and Ethics Committee.
- must have a resume attached; and
- shall be considered an integral part of the eligibility check.

I, _____
Full Given Name(s) and Surname

Date of Birth:
(to verify that you are over 17 years of age)

HEREBY DECLARE THE FOLLOWING:

1. I have been convicted by any state court of any offence or tax evasion:
Yes or no

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If you have been previously convicted of an offence, please specify the circumstances and provide a copy of the decision:

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If you are the subject of any pending civil or criminal proceedings or investigations, please specify the circumstances:

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2. I am undischarged bankrupt

Yes or no

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If you are undischarged bankrupt, please specify the circumstances and provide a copy of the decision.

3. I have been prohibited from being a director or promoter of or being concerned or taking part in the management of, an incorporated or unincorporated body.

Yes or no

.....

If you have been prohibited, please specify the circumstances, dates and a copy of the decision

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4. I have been disqualified from being an officer of a charitable entity.

Yes or no

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If you have been disqualified, please specify the circumstances, dates, and a copy of the decision:

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5. I have been declared to lack legal capacity to manage my own affairs:
Yes or no

.....

If you have been declared to lack legal capacity, please specify the circumstances, dates and provide a copy of the decision:

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6. I have been subject to any disciplinary sanction or similar measure imposed on me by any sport's governing body for actions equivalent or similar to any misconduct set out in the OFC Disciplinary Code, the OFC Code of Ethics or the FIFA Code of Ethics.
Yes or no

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If you have been previously disciplined or had a similar measure imposed, please specify the circumstances and provide a copy of the decision:

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If you are the subject of any pending disciplinary proceedings or investigations, please specify the circumstances:

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7. I acknowledge I am subject to the OFC Disciplinary Code and the OFC Code of Ethics relating to integrity issues, and I am fully compliant with such regulations at the time of submitting this declaration.

Yes or no

.....
In this respect, I acknowledge that the OFC Code of Ethics also apply to conduct which occurred before it entered into force.

8. For last three years, I have held the following positions in football (if applicable):

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4. **“Material Business Relationship”** means, with respect to any person, that such person has been, or such person is a current director or executive officer or employee of or owns, directly or indirectly, 10% or more of the equity of any entity that has made payments to or received payments from any Football Organisation or any OFC Executive Committee member (either directly or indirectly) sponsor, auditor, outside counsel or other paid adviser or contractor of any Football Organisation or any OFC Executive Committee member for property or services in an amount which, in any single year, exceeds NZD 1000. Any compensation or other amounts paid to any such person in their capacity as a member of the judicial body of any Football Organisation shall not constitute a material business relationship within the meaning of this provision.

“Football Organisation” means FIFA, OFC and any Member Association.

I have the following Material Business Relationship(s) as defined above:

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9. The following personal interests may give rise to a potential conflict of interest (Article 19 of the OFC Code of Ethics):

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10. I am fully aware that I must notify the body conducting the eligibility check of any relevant facts and circumstances arising after the eligibility has been completed, and that a failure to do so may result in sanctions being imposed by the appropriate OFC body.

11. I am fully aware that I am obliged to establish the relevant facts regarding the eligibility check I am subject to. I will comply with requests for any documents, information or other material of any nature held by me. I will comply with the procurement and provision of documents, information and other material of any nature not held by me but which

I am entitled to obtain. I am fully aware and confirm that non-compliance with such requests may result in sanctions being imposed by the OFC Disciplinary and Ethics Committee.

- 12.** I am fully aware and confirm that the body conducting the eligibility check may also request information directly from the relevant institutions such as OFC Member Associations, FIFA, OFC, bankruptcy regulator, companies' office, the Law Society, the police, the courts or any equivalent body in my territory and the Court of Arbitration for Sport. In this regard, I hereby release the relevant institutions from the obligation of confidentiality relating to the information concerned.
- 13.** I confirm my resume submitted to the Eligibility Committee (or the Audit and Risk Committee, where relevant) is accurate, complete and not misleading.
- 14.** I am completely aware and agree that this declaration shall be made available to the Eligibility Committee (or the Audit and Risk Committee, where relevant) who may decide to make it available to other bodies of the OFC (e.g., OFC Disciplinary and Ethics Committee, OFC Executive Committee) and/or to an external firm in charge of conducting the eligibility check.

Signature:

Place:

Date:
