



**New Zealand  
Football**

## **STATUTES OF NEW ZEALAND FOOTBALL INCORPORATED**

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## 1 Definitions

1.1 The terms given below denote the following:

- 1.1.1 **2022 Act** means the Incorporated Societies Act 2022.
- 1.1.2 **Affiliated Member** means those Affiliated Members contemplated under Statute 12.3 and set out at Schedule Two.
- 1.1.3 **Associated Stakeholder** means any associated stakeholder in football which in NZF's discretion is a clear and identifiable national stakeholder group provided any such associated stakeholder has been admitted as a Voting Member pursuant to Statutes 12 and 13, and continues to be a Voting Member. Any such associated stakeholder may include groups representing referees, secondary schools, coaches, women, futsal, fans or any other associated stakeholder satisfying the provisions of this Statute 1.1.3.
- 1.1.4 **Association** means a football Association recognised by and a member of FIFA.
- 1.1.5 **Association Football** means the game controlled by FIFA and organised in accordance with the Laws of the Game by NZF in New Zealand.
- 1.1.6 **CAS (TAS)** means Court of Arbitration for Sport in Lausanne (Switzerland).
- 1.1.7 **Club** means an Affiliated Member club of NZF or of a League recognised by NZF that enters at least one team in a competition.
- 1.1.8 **Club Licensing Body** means the club licensing body established and operated by NZF in accordance with FIFA requirements.
- 1.1.9 **Compensation Policy** means the policy or policies, relating to compensation or remuneration of members of the Executive Committee and the President, promulgated by NZF having regard to external information and/or advice from such management and/or executive search consultants and/or other external advisers with relevant experience and expertise, and approved by Congress from time to time, and **Compensation** shall mean the compensation or remuneration of members of the Executive Committee and the President in accordance with the Compensation Policy.
- 1.1.10 **Confederation** means a group of Associations recognised by FIFA and belonging to the same continent (or similar geographical area).
- 1.1.11 **Congress** means the supreme and legislative body of NZF.
- 1.1.12 **Contact Person** means the "contact person" as defined in section 5 of the 2022 Act, and otherwise as set out in Statute 65.
- 1.1.13 **Credentials Committee** means the credentials committee to perform the functions as set out under these Statutes and the relevant Regulations Governing the Application of the Statutes, and to comprise the honorary president, a lawyer nominated by NZF and one other independent party, each duly elected (or bestowed in the case of the honorary president) by Congress as set out under the Statutes.

- 1.1.14 **Election Appeal Committee** means the election appeal committee established and operated by NZF from time to time in accordance with the Electoral Code.
- 1.1.15 **Electoral Code** means the electoral code developed and promulgated by NZF from time to time in accordance with FIFA requirements.
- 1.1.16 **Electoral Committee** means the electoral committee established and operated by NZF in accordance with FIFA requirements.
- 1.1.17 **Exco Term** means the term of the mandate of members of the Executive Committee as provided for in Statute 36.7.
- 1.1.18 **Executive Committee** means the executive committee of NZF, elected as set out under these Statutes from time to time.
- 1.1.19 **Federation No 1 (Merged)** means No.1 District Federation of New Zealand Soccer Incorporated, incorporation number 1104944 (**NFF**), as varied to merge No.2 District Federation of New Zealand Football Incorporated (1108187) (**AFF**), AFF then ceasing as a separate entity and continuing as merged with NFF.
- 1.1.20 **FIFA** means Fédération Internationale de Football Association.
- 1.1.21 **FIFA Statutes** means the statutes and regulations of FIFA applicable from time to time.
- 1.1.22 **Football Agent:** a natural person licensed by FIFA and registered as such under the relevant NZF regulations to perform football related services for or on behalf of a player or coach, including any negotiation, communication relating or preparatory to the same, or other related activity, with the purpose, objective and/or intention of concluding an employment contract.
- 1.1.23 **General Secretary** means the person employed or otherwise contracted by NZF as its general secretary from time to time.
- 1.1.24 **Governance Appointments Panel** means the governance appointments panel referred to in Statute 36.
- 1.1.25 **honorary president** means an honorary president of NZF bestowed of that title under Statute 22 from time to time.
- 1.1.26 **IFAB** means the International Football Association Board.
- 1.1.27 **Institute of Directors** means the Institute of Directors in New Zealand Incorporated, incorporation number 411585, being an organisation that supports, represents and sets standards for company directors in New Zealand.
- 1.1.28 **League** means an organisation subordinate to NZF.
- 1.1.29 **Member** means Voting Members and Affiliated Members.
- 1.1.30 **NZF** means New Zealand Football Incorporated, incorporation number 215518, being an Association.

- 1.1.31 **NZPFA** means New Zealand Professional Footballers' Association Incorporated, incorporation number 1351196, provided it has been admitted as a Voting Member pursuant to Statutes 12 and 13, and continues to be a Voting Member.
- 1.1.32 **OFC** means Oceania Football Confederation.
- 1.1.33 **Official** means every board member, committee member, referee and assistant referee, coach, trainer and any other person (except Players) responsible for technical, medical and administrative matters in FIFA, a Confederation, an Association, League or Club as well as other persons obliged to comply with the FIFA Statutes.
- 1.1.34 **Ordinary Courts** means New Zealand courts which hear public and private legal disputes.
- 1.1.35 **Player** means a football player registered with NZF.
- 1.1.36 **President** means the president of the Executive Committee from time to time.
- 1.1.37 **Professional Club** means a club recognised by NZF in its discretion as a professional club, which may include a club with a team participating in the Australian Football Federation's professional league, currently known as the A-League.
- 1.1.38 **Professional Club Group** means at any time where there is only one Professional Club that Professional Club provided it has been admitted as a Voting Member pursuant to Statutes 12 and 13, and continues to be a Voting Member, and where at any time there is more than one Professional Club the organisation recognised by NZF in its discretion as being the organisation representing the Professional Clubs for the purposes of being a Voting Member at any Congress provided that organisation has been admitted as a Voting Member pursuant to Statutes 12 and 13, and continues to be a Voting Member. In the event that there is more than one Professional Club, any individual Professional Club which has been a Voting Member prior to that shall be deemed to be no longer a Professional Club Group and the organisation referred to above shall be allocated the votes previously held by that individual Professional Club.
- 1.1.39 **Regional Association** means an organisation subordinate to NZF, being, subject to Statute 19.1, each of the six district federations duly established as branches of NZF as the term "Branch" is defined under the Incorporated Societies Act 1908, and including and noting the evolution of Federation No 1 (Merged).
- 1.1.40 **Register** means the "register" as defined in section 5 of the 2022 Act, and otherwise as set out in Statute 66.
- 1.1.41 **Regulations Governing the Application of the Statutes** means the regulations promulgated by the Executive Committee related to governing the application of these Statutes, or Association Football in or related to New Zealand football otherwise from time to time.
- 1.1.42 **Sports Tribunal NZ** means the Sports Tribunal of New Zealand, being an independent body which decides certain types of disputes for the sports sector in New Zealand.
- 1.1.43 **Statutes** means these statutes of NZF, including any schedules and other annexures to these statutes.

**1.1.44 Total Voting Strength** means:

- a in respect of any matter voted on at a Congress, the total number of votes allocated at that time to Voting Members validly represented at the relevant Congress; and
- b in respect of any relevant matter not being a vote at a Congress, the total number of votes allocated at that time to Voting Members.

**1.1.45 Transitional Provisions** means the Transitional Provisions adopted at the Extraordinary Congress on **10 September 2025** to come into force immediately upon completion of that Congress and which are deemed collateral to these Statutes, and which detail certain transitional provisions of NZF moving operationally to these Statutes adopted as set out under Statute 77.1, from those that applied immediately preceding that adoption. Should the provisions of these Statutes conflict with the provisions of the Transitional Provisions, the provisions of the Transitional Provisions shall prevail.

**1.1.46 Vice President** means the vice president of the Executive Committee from time to time.

**1.1.47 Voting Member** means:

- a each Regional Association;
- b the Professional Club Group;
- c NZPFA; and
- d any Associated Stakeholder.

**1.1.48 NB:** Except where the context otherwise requires, references to natural persons include all genders. The singular case applies to the plural and vice-versa. Any initially capitalised expression which is not defined in these Statutes, but which corresponds to a defined expression in the FIFA Statutes shall have the same meaning as is given to that expression in the FIFA Statutes, construed to be applicable in the context of these Statutes. A reference to “includes” or “including” means includes, without limitation or including, without limitation respectively. A reference to a statute of law of New Zealand includes that statute as amended from time to time and any regulations, orders in council and other instruments issued or made under that statute from time to time and legislation passed in substitution for the statute.

## **2 Name, headquarters, legal form and commitment to te Tiriti o Waitangi**

- 2.1** NZF is a private organisation, being a society duly incorporated in New Zealand under section 8 of the Incorporated Societies Act 2022.
- 2.2** The headquarters of NZF are in Auckland, New Zealand.
- 2.3** NZF is a member of FIFA and of OFC.
- 2.4** The logo of NZF as at the date of these Statutes is as set out at Schedule One. NZF may amend its logo from time to time.
- 2.5** The abbreviation of NZF is “NZF”.



- 2.6 The logo and abbreviation are legally registered with the Intellectual Property Office of New Zealand.
- 2.7 NZF acknowledges Te Tiriti o Waitangi and He Whakaputanga o te Rangatiratanga o Nu Tirenī (the Declaration of Independence) as the founding documents of Aotearoa New Zealand.
- 2.8 NZF is committed to upholding the mana of Te Tiriti o Waitangi and the provisions set out in articles 1-4 and to continuously promote understanding, cultural competency and knowledge around Te Ao Māori through developing and maintaining meaningful relationships and partnership with Tangata Whenua.
- 2.9 NZF is committed to; partnership with Tangata Whenua, the protection of Māori culture and taonga, caring for the whenua (land) and wider taiao (environment) and seeks to uphold and endorse participation for Tangata Whenua and all communities of New Zealand through equitable and accessible opportunities in football.
- 2.10 NZF honours the mana of Māori Football Aotearoa as a Māori national sporting organisation. NZF commits to an enduring relationship through supporting the work Māori Football Aotearoa do to empower Māori involved in football in Aotearoa, New Zealand.

### **3 Purposes**

- 3.1 The purposes of NZF are:
  - 3.1.1 to improve the game of football constantly and promote, regulate and control it throughout New Zealand in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programmes;
  - 3.1.2 to organise competitions in Association Football in all its forms at a national level, by defining precisely, as required, the areas of direct authority of NZF and where conceded to the various Regional Associations or Leagues otherwise;
  - 3.1.3 to ensure the Executive Committee draws up Regulations Governing the Application of the Statutes and provisions and ensures their enforcement;
  - 3.1.4 to protect the interests of its Members;
  - 3.1.5 to respect and prevent any infringement of the FIFA Statutes, directives and decisions, and of OFC statutes, regulations, directions and decisions, and of these Statutes, Regulations Governing the Application of the Statutes, directives and decisions of NZF, as well as the Laws of the Game and to ensure that these are also respected by its Members;
  - 3.1.6 to promote integrity, ethics and fair play with a view to preventing all methods or practices, such as corruption, doping or match manipulation, which might jeopardise the integrity of matches, competitions, Players, Officials and Members or give rise to abuse of Association Football;
  - 3.1.7 to control and supervise all friendly football matches of all forms that NZF has authority over played throughout New Zealand;
  - 3.1.8 to control and supervise Association Football at a national level and to control and supervise all forms of international football matches played throughout New Zealand, in accordance with the relevant FIFA Statutes, and the relevant OFC statutes and regulations;

- 3.1.9 to manage international sporting relations connected with Association Football in all its forms;
- 3.1.10 to host competitions at international and other levels;
- 3.1.11 to foster cooperation and encourage friendly relations between Clubs, Regional Associations and Leagues otherwise, Players, Officials and Members;
- 3.1.12 to act as the controlling authority for football in New Zealand;
- 3.1.13 to do all such things that are incidental or conducive to the attainment of the above objectives.

#### **4 Restrictions on powers**

- 4.1 NZF shall not and nothing expressed or implied in these Statutes shall permit the activities of NZF to be carried on for the personal pecuniary profit of any Executive Committee member, Official or executive of NZF or associated person of such person, nor shall any distribution, whether by way of money, property or otherwise be made to any such Executive Committee member, Official, executive or associated person except where the income benefit or advantage is derived from:
  - 4.1.1 services provided to NZF rendered in the course of business and charged at no greater than current market rates; or
  - 4.1.2 interest on money lent at no greater than current market rates.
- 4.2 For the purposes of Statute 4.1, such Executive Committee member, Official, executive or associated person shall be deemed to derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent or leased to such person at less than current commercial rates having regard to the nature and terms of the transaction.
- 4.3 For the purposes of Statutes 4.2 and 39.6, such Executive Committee member, Official, executive or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:
  - 4.3.1 is a shareholder or director of any company which is party to the transaction; or
  - 4.3.2 is a settlor or trustee of a trust or a shareholder of any company which is party to such a transaction.
- 4.4 For the purposes of Statutes 4 and 39.6 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 2007.
- 4.5 The provisions and effect of this Statute 4 shall not be removed from these Statutes, and shall be included and implied into any document replacing these Statutes.

#### **5 Neutrality and non-discrimination**

- 5.1 NZF is neutral in matters of politics and religion.

- 5.2 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, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason is strictly prohibited and punishable by suspension or expulsion.

## **6 Promoting friendly relations**

- 6.1 NZF shall promote friendly relations between its Members, Clubs, Officials and Players and in society for humanitarian objectives.
- 6.2 Every person and organisation involved in the game of football is obliged to observe these Statutes and the Regulations Governing the Application of the Statutes, and the principles of fair play as well as the principles of loyalty, integrity and sportsmanship.
- 6.3 NZF shall provide the necessary institutional means to resolve any internal dispute that may arise between Members, Clubs, Officials and Players of NZF.

## **7 Players**

- 7.1 The status of Players and the provisions for their transfer shall be regulated by the Executive Committee in accordance with the current FIFA Regulations for the Status and Transfer of Players.
- 7.2 Players shall be registered in accordance with the Regulations Governing the Application of the Statutes.

## **8 Laws of the Game**

- 8.1 NZF and each of its Members play Association Football in compliance with the Laws of the Game issued by IFAB. Only IFAB may lay down and alter the Laws of the Game.
- 8.2 NZF and each of its Members play futsal in accordance with the Futsal Laws of the Game. NZF and each of its Members may in the future play beach soccer and, if that occurs, play will be in accordance with the Beach Soccer Laws of the Game. Only FIFA may lay down and alter the Futsal Laws of the Game and the Beach Soccer Laws of the Game.

## **9 Conduct of bodies and Officials**

- 9.1 The bodies and Officials of NZF must observe the Statutes, directives, decisions and the Code of Ethics and the rules and regulations of FIFA, OFC and NZF in their activities.

## **10 Official languages**

- 10.1 The official languages of NZF shall be English and Te Reo. Official documents and texts shall be written in English and English shall be the primary language of communication with Members. In the event of any divergence between the interpretation of texts in different languages, the text written in English, shall be regarded as authoritative.
- 10.2 The official language at the Congress shall be English.

## **11 Admission, suspension and expulsion**

- 11.1 The Congress shall decide whether to admit (subject to Statute 12.3), suspend or expel (subject to Statute 19) a Voting Member.
- 11.2 Admission may be granted if the applicant fulfils the requirements of NZF.
- 11.3 Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Voting Member from its financial obligations towards NZF or other Members of NZF, but leads to cancellation of all rights in relation to NZF.

## **12 Admission**

- 12.1 Any person wishing to become a Voting Member, shall apply in writing to the General Secretary with the accompaniments set out under Statute 12.2. For certainty, the General Secretary must then bring such application to the attention of the Credentials Committee, and the Credentials Committee is entitled in its discretion to disregard such application in the event such application does not fulfil the requirements set out under Statute 12.2. If the Credentials Committee determines the Statute 12.2 requirements have been fulfilled, the Credentials Committee shall then ensure the application is put before Congress to vote on admission in accordance with Statute 13.
- 12.2 Any application referred to under Statute 12.1 must be accompanied by the following mandatory items:
  - 12.2.1 a copy of the applicant's legally valid statutes and regulations or other relevant constitutional documents;
  - 12.2.2 a declaration that it will always comply with these Statutes and the Regulations Governing the Application of the Statutes and decisions of NZF, and the FIFA Statutes and decisions of FIFA, and OFC rules and regulations and decisions, and ensure that these are also respected by its own members, clubs, officials and players;
  - 12.2.3 a declaration that it will comply with the Laws of the Game in force;
  - 12.2.4 a declaration that it will not take matters of interpretation and application of the FIFA Statutes, or OFC rules or regulations, or these Statutes or Regulations Governing the Application of the Statutes, or FIFA or OFC or NZF decisions and directives to Ordinary Courts, unless the FIFA Statutes, OFC rules and regulations (as the case may be), or these Statutes and Regulations Governing the Application of the Statutes provide for or stipulate recourse to Ordinary Courts;
  - 12.2.5 a declaration that it recognises the Sports Tribunal NZ and the Court of Arbitration for Sport (CAS) in Lausanne, as specified in these Statutes;
  - 12.2.6 a declaration that it is located in New Zealand;
  - 12.2.7 a declaration that it and any Clubs in the group that it represents will play all official home matches in New Zealand;
  - 12.2.8 a declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently of any external entity;

- 12.2.9 a list of officials, specifying those who are authorised signatories with the right to enter into legally binding agreements with third parties;
  - 12.2.10 a declaration that it undertakes to organise or participate in friendly matches only with the prior consent of NZF;
  - 12.2.11 a copy of the minutes of its last congress or annual meeting or principal constitutional meeting otherwise;
  - 12.2.12 if a prospective Voting Member as contemplated under Statute 12.1, incontrovertible evidence that the relevant organisation is either a limited liability company registered as a New Zealand company under the Companies Act 1993 or an incorporated society registered under the Incorporated Societies Act 2022, and that organisation is legally solvent;
  - 12.2.13 a declaration that it consents to becoming a Voting Member;
  - 12.2.14 such other details as are necessary for maintenance of the Register by NZF.
- 12.3 This Statute 12 shall not affect the status of certain existing Members. For certainty, this means that Members of NZF immediately prior to Congress on 27 April 2023 are continuing Members if either Voting Members (in the case of Regional Associations only) or Affiliated Members (in the case of those Members set out at Schedule Two only), but subject to the provisions of these Statutes.

### **13 Request and procedure for application**

- 13.1 The procedure for admission shall be regulated by special regulations approved by the Executive Committee.
- 13.2 The Executive Committee shall request the Congress either to admit or not to admit an applicant. The applicant may state the reasons for its application to the Congress.
- 13.3 The new Member shall acquire membership rights and duties as soon as it has been admitted.

### **14 Members' rights**

- 14.1 The Members of NZF have the following rights:
  - 14.1.1 If a Voting Member, to take part in the Congress of NZF, to know its agenda in advance, to be called to the Congress within the prescribed time and to exercise their voting rights;
  - 14.1.2 If a Voting Member, to draw up proposals for inclusion in the agenda of the Congress;
  - 14.1.3 If a Voting Member, to appoint members of the Governance Appointments Panel in accordance with Statute 36.3.
  - 14.1.4 to be informed of the affairs of NZF through the official bodies of NZF;
  - 14.1.5 to take part in competitions if applicable and/or other sporting activities organised or approved by NZF;
  - 14.1.6 unless expressed to the contrary in these Statutes, to exercise all other Member rights arising from these Statutes and the Regulations Governing the Application of the Statutes.

- 14.2 The exercise of these rights is subject to other provisions in these Statutes and the applicable Regulations Governing the Application of the Statutes.

## **15 Members' obligations**

- 15.1 The Members have the following obligations:

- 15.1.1 to comply fully with these Statutes and Regulations Governing the Application of the Statutes, the FIFA Statutes, and the rules, regulations, directives and decisions of FIFA, OFC and NZF otherwise at all times and to ensure that these are also respected by its members;
- 15.1.2 to ensure the election or appointment or otherwise of its decision-making bodies in accordance with its own relevant constitutional requirements and applicable law;
- 15.1.3 to convene its supreme and legislative body at regular intervals, as a general rule once a year, but if circumstances so require, at least every two years;
- 15.1.4 to take part in competitions if applicable and other sports activities organised or approved by NZF;
- 15.1.5 to pay their membership subscriptions and admission fee as further detailed under Statute 64;
- 15.1.6 to respect the Laws of the Game as laid down by IFAB and the Beach Soccer (if and when applicable in New Zealand) and Futsal Laws of the Game as laid down by FIFA, and to ensure that these are also respected by its members through a statutory provision;
- 15.1.7 to adopt a statutory clause specifying that any dispute requiring arbitration involving itself or one of its members and relating to these Statutes and Regulations Governing the Application of the Statutes, the FIFA Statutes, the rules, regulations, directives and decisions of FIFA, OFC, NZF or the League(s) otherwise shall only be referred to the Sports Tribunal NZ or to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, both as specified in the FIFA Statutes and in these Statutes, and that any recourse to Ordinary Courts is prohibited;
- 15.1.8 to communicate to NZF any amendment of its constitution, rules, statutes and Regulations Governing the Application of the Statutes as well as the list of its officials or persons who are authorised signatories with the right to enter into legally binding agreements with third parties;
- 15.1.9 not to maintain any relations of a sporting nature with entities that are not recognised or with Members that have been suspended or expelled;
- 15.1.10 to observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play through a statutory provision;
- 15.1.11 to observe the mandatory items specified under Statute 12.2 for the duration of their affiliation;
- 15.1.12 to administer a register of members which shall regularly be updated;

15.1.13 to ratify statutes that are in accordance with the requirements of these Statutes;

15.1.14 to comply fully with all other duties arising from, and to submit and be subordinate to, the authority, and these Statutes, Regulations Governing the Application of the Statutes, the FIFA Statutes, and rules and other regulations of FIFA, OFC and NZF;

15.1.15 to exercise their rights to appoint members of the Governance Appointments Panel in accordance with Statute 36.3;

15.1.16 to otherwise properly exercise and observe the rights and obligations set out under Statute 14.1.

15.2 Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Statutes.

## **16 Suspension**

16.1 Subject to Statute 19, the Congress is responsible for suspending a Voting Member. The Executive Committee may, however, suspend a Voting Member that seriously violates its obligations as a Member with immediate effect. The suspension shall last until the next Congress, unless the Executive Committee has lifted it in the meantime.

16.2 A suspension shall be confirmed at the next Congress by a three-quarter majority of the Total Voting Strength. If it is not confirmed, the suspension is automatically lifted.

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

16.4 Voting Members that do not participate in the sporting activities of NZF for one year shall be suspended from voting at the Congress.

## **17 Expulsion**

17.1 Subject to Statute 19, the Congress may expel a Voting Member if:

17.1.1 it fails to fulfil its financial obligations towards NZF; or

17.1.2 it repeatedly violates these Statutes, Regulations Governing the Application of the Statutes, the FIFA Statutes, and rules, regulations, directives or decisions of FIFA, OFC and NZF; or

17.1.3 it brings a dispute to an Ordinary Court, except in cases where these Statutes, Regulations Governing the Application of the Statutes, the FIFA Statutes, and rules, regulations, directives or decisions of FIFA, OFC, NZF or binding legal provisions specifically provide for or stipulate recourse to Ordinary Courts.

17.2 The presence of an absolute majority (more than 50%) of the Total Voting Strength is necessary for an expulsion to be valid, and the motion for expulsion must be adopted by a three-quarter majority of the Total Voting Strength present.

## **18 Resignation**

- 18.1 Subject to Statute 19, a Voting Member may resign from NZF with effect from the end of the Congress immediately following the Voting Member's notice of resignation. Notice of resignation must reach the General Secretary no later than six months before that Congress.
- 18.2 The resignation is not valid until the Voting Member wishing to resign has fulfilled its financial obligations towards NZF and the other Members of NZF.

## **19 Exceptions to suspensions, expulsions and resignations**

- 19.1 Notwithstanding anything to the contrary under Statutes 16, 17 and 18, Regional Associations, being duly established branches of NZF as the term "branch" is defined under the Incorporated Societies Act 1908, may only be suspended, expelled or have a resignation accepted with the prior written approval of the Executive Committee in its discretion.

## **20 Independence of Members and their bodies**

- 20.1 Each Member shall manage its affairs independently and with no influence from third parties, subject to Statute 15.1.14.
- 20.2 The Members' bodies shall be either elected or appointed or otherwise. The Members' statutes shall provide for a procedure that guarantees the complete independence of the election or appointment or otherwise in accordance with its own relevant constitutional requirements and applicable law.
- 20.3 Any Members' bodies that have not been elected or appointed or otherwise in compliance with the provisions of Statute 20.2, even on an interim basis, shall not be recognised by NZF.
- 20.4 Decisions passed by bodies that have not been elected or appointed or otherwise in compliance with Statute 20.2 shall not be recognised by NZF.

## **21 Status of Regional Associations, Leagues otherwise or other groups**

- 21.1 Regional Associations, Leagues otherwise or any other groups, including Clubs, affiliated to NZF shall be subordinate to and recognised by NZF. There shall only be one top-tier men's and one top-tier women's national league in New Zealand.
- 21.2 These Statutes define the scope of authority and the rights and duties of the groups set out under Statute 21.1. Their statutes and regulations must be approved by the Executive Committee.
- 21.3 The groups set out under Statute 21.1 shall take all decisions on any matters regarding their membership independently of any external body, subject to Statute 15.1.14. This obligation applies regardless of their corporate structure.
- 21.4 In any case, no natural or legal person (including holding companies and subsidiaries) shall exercise control over more than one group set out under Statute 21.1 whenever the integrity of any match or competition run or administered by NZF could be jeopardised, subject to Statute 15.1.14.



## **22 Honorary president and life members**

- 22.1 The Congress may bestow the title of honorary president or life member upon any persons for meritorious service to football or, in the case of honorary president, otherwise meritorious having regard to the responsibilities of the honorary president under these Statutes.
- 22.2 The Executive Committee shall make these nominations.
- 22.3 The honorary president or life member may take part in the Congress. They may join the debates but are not entitled to vote.
- 22.4 The mandate of the honorary president is for four years. The mandate of the honorary president shall begin after the end of the Congress which has bestowed the title upon the person. The honorary president may be re-bestowed of the title.

## **23 Bodies (of NZF)**

- 23.1 The Congress is the supreme and legislative body.
- 23.2 The Executive Committee is the executive body.
- 23.3 Standing and ad-hoc committees shall advise and assist the Executive Committee in fulfilling its duties. Their duties, composition and function are defined in these Statutes and/or special regulations drawn up by the Executive Committee.
- 23.4 The judicial bodies are the Disciplinary and Ethics Committee and the Appeal Committee.
- 23.5 The bodies of NZF shall be either elected or appointed by NZF itself or Congress without any external influence and in accordance with the procedures described in these Statutes.
- 23.6 The Club Licensing Body is in charge of the club licensing system within NZF.
- 23.7 The Electoral Committee is the body in charge of organising and supervising the election process in respect of the Executive Committee.

## **CONGRESS**

### **24 Definition and composition of the Congress**

- 24.1 The Congress is the meeting at which all of the Voting Members regularly convene, and not less than annually. It represents the supreme and legislative authority of NZF. Only a Congress that is duly convened has the authority to make decisions.
- 24.2 A Congress may be an Ordinary or Extraordinary Congress.
- 24.3 The President shall conduct the Congress business in compliance with the Standing Orders of the Congress.
- 24.4 A Congress may be held:
  - 24.4.1 as a meeting in person; or

24.4.2 as a meeting electronically at one or more venues using any real-time audio, audiovisual, or other electronic communication that gives each delegate an opportunity to participate; or

24.4.3 by a combination of both methods described in Statutes 24.4.1 and 24.4.2.

## **25 Delegates and votes**

25.1 Only Voting Members are entitled to vote at Congress.

25.2 Each Voting Member shall be entitled to have one delegate at any Congress and that delegate shall be entitled to cast one vote at the relevant Congress, provided that each of the Regional Associations, other than Federation No 1 (Merged), shall each be entitled to have two delegates at any Congress and those delegates shall be entitled to cast one vote each at the relevant Congress, and Federation No 1 (Merged) shall be entitled to have four delegates at any Congress and those delegates shall be entitled to cast one vote each at the relevant Congress, to the intent that:

25.2.1 Regional Associations, other than Federation No 1 (Merged), are entitled to cast two votes each, Federation No 1 (Merged), is entitled to cast four votes, and any other Voting Members are entitled to cast one vote each at any Congress;

25.2.2 there are only ever up to 28 delegates and votes available to Voting Members, to the intent that the Regional Associations shall never have less than 50% of the Total Voting Strength.

25.3 For certainty, unless expressed to the contrary in these Statutes, no Voting Member is entitled to vote at any Congress at which that Voting Member was admitted as a Voting Member of NZF.

25.4 Each Voting Member is entitled to one delegate at Congress, provided that each Voting Member that is a Regional Association, other than Federation No 1 (Merged), is entitled to two delegates at Congress, and Federation No 1 (Merged), is entitled to four delegates at Congress.

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

25.6 Voting by proxy or by letter is not permitted.

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

## **26 Areas of authority**

26.1 The Congress has the following authority:

26.1.1 adopting or amending these Statutes and the Standing Orders of the Congress;

26.1.2 appointing as many Voting Member representatives as it deems necessary to check the minutes and approving the minutes of the last meeting;

26.1.3 electing or dismissing the President;

26.1.4 electing or dismissing the Vice President;

- 26.1.5 electing or dismissing the members of the judicial bodies;
- 26.1.6 appointing the scrutineers;
- 26.1.7 approving the statements of financial position;
- 26.1.8 approving the annual report for the previous year;
- 26.1.9 appointing the independent auditors upon the proposal of the Executive Committee;
- 26.1.10 fixing the Membership and affiliation subscriptions on the recommendation of the Executive Committee;
- 26.1.11 deciding, upon the nomination of the Executive Committee, whether to bestow the title of honorary president or life member;
- 26.1.12 admitting, suspending or expelling a Voting Member, subject to Statute 19;
- 26.1.13 revoking the mandate of one or a number of members of a body of NZF;
- 26.1.14 passing decisions at the request of a Voting Member in accordance with these Statutes;
- 26.1.15 electing or dismissing the members of the Electoral Committee and the Election Appeal Committee;
- 26.1.16 electing the members of the Executive Committee put forward by the Governance Appointments Panel;
- 26.1.17 electing the members of the Credentials Committee;
- 26.1.18 approving the Compensation Policy; and
- 26.1.19 approving the Compensation.

## **27 Quorum of the Congress**

- 27.1 Decisions passed by the Congress shall only be valid if the absolute majority (more than 50%) of the Total Voting Strength is represented by the Voting Members in attendance.
- 27.2 If a quorum is not achieved, a second Congress shall take place within 24 hours, with the same agenda.
- 27.3 A quorum is not required for the second meeting of the Congress unless any item on the agenda proposes the amendment of these Statutes, the election of the President or the election of the Vice President or members of the Executive Committee, the dismissal of one or a number of members of a body of NZF, the expulsion of a Voting Member or the dissolution of NZF.

## **28 Decisions of the Congress**

- 28.1 A decision that requires a vote shall be reached on the voices or by a show of hands or by means of electronic count. If the voices or a show of hands does not result in a clear majority in favour of a motion, the vote shall be taken by a poll of all those present and entitled to vote.

- 28.2 Unless otherwise stipulated in these Statutes, a majority (more than 50%) of the Total Voting Strength is sufficient for a vote to be valid. Spoiled or blank voting slips, or electronic votes manipulated in any way, or any other forms of abstentions are disregarded in calculating the majority.

## **29 Elections**

- 29.1 Elections (including elections of the Executive Committee put forward by the Governance Appointments Panel) shall be conducted in accordance with the Electoral Code.

- 29.2 Subject to Statute 41.7:

29.2.1 For the election of President and Vice President, the Executive Committee shall nominate two of its Executive Committee members to put forward to Congress for election and Congress shall then decide by a majority of the Total Voting Strength (more than 50%) in the ballot which of the two is elected President, with the other nominee being Vice President.

29.2.2 The nomination and election of President and Vice President shall occur at the same Congress.

- 29.3 Subject to Statutes 38.1.4, for certainty, for the election of the President and the Vice President, the members of the Executive Committee that shall be eligible to nominate to put forward the two relevant Executive Committee Members to Congress, shall be Executive Committee members:

29.3.1 Whose Exco Term commences either immediately after the relevant Congress at which the elections of the President and/or the Vice President are to take place, or Executive Committee members whose Exco Term is not due to come to an end at least until the end of the immediately following Congress or any later Congress; and

29.3.2 Who have not prior to any meeting of the Executive Committee to nominate to put forward the two relevant Executive Committee Members to Congress as contemplated in Statute 29.3, given notice of their resignation as a member of the Executive Committee.

- 29.4 In case of a tied vote, new ballots shall be conducted until the respective candidate or list is elected in accordance with the procedure set forth by the present provision.

## **30 Ordinary Congress**

- 30.1 The Ordinary Congress shall be held every year.

- 30.2 The Executive Committee shall fix the place and date. The Voting Members shall be notified in writing at least three months in advance.

- 30.3 The formal convocation shall be made in writing at least to be completed by NZF one month prior to Congress. This convocation shall contain the agenda, the President's activity report, the financial statements and the auditors' report and any other relevant documents.

## **31 Ordinary Congress agenda**

- 31.1 The General Secretary shall draw up the agenda based on proposals from the Executive Committee and the Voting Members. Any proposal that a Voting Member wishes to submit to the Congress shall

be sent to the General Secretary in writing, with a brief explanation, at least two months before the date of the Congress.

31.2 The Congress agenda shall include the following mandatory items:

- 31.2.1 a declaration that the Congress has been convened and composed in compliance with the Statutes;
- 31.2.2 an address by the President;
- 31.2.3 appointment of Voting Member representatives to check the minutes;
- 31.2.4 appointment of scrutineers;
- 31.2.5 suspension or expulsion of Voting Members (if applicable);
- 31.2.6 approval of the minutes of the preceding Congress;
- 31.2.7 President's activity report (containing the activities since the last Congress);
- 31.2.8 presentation of the consolidated and revised balance sheet and the statement of financial position;
- 31.2.9 approval of the previous years' financial statements;
- 31.2.10 applications for membership (if applicable);
- 31.2.11 votes on proposals for amendments to these Statutes and the Standing Orders of the Congress (if applicable);
- 31.2.12 discussion of proposals submitted by the Voting Members and the Executive Committee in accordance with the procedure stipulated under Statute 31.1;
- 31.2.13 appointment of independent auditors (if applicable) upon the proposal of the Executive Committee;
- 31.2.14 dismissal of a person or a body (if applicable);
- 31.2.15 elections of the members of the Executive Committee put forward by the Governance Appointments Panel and elections of the Credentials Committee (if applicable);
- 31.2.16 whether to bestow the title of honorary president or life member;
- 31.2.17 election of the members of the judicial bodies (if applicable);
- 31.2.18 election of the members of the Electoral Committee and the Election Appeal Committee (if applicable);
- 31.2.19 approval of the Compensation Policy (if applicable);
- 31.2.20 approval of the Compensation (if applicable); and

31.2.21 notice of the disclosure of any conflicts of interests made by Executive Committee members.

31.3 The Congress shall not make a decision on any point not included in the agenda.

31.4 The agenda of an Ordinary Congress may not be altered at the Congress.

## **32 Extraordinary Congress**

32.1 The Executive Committee may convene an Extraordinary Congress at any time.

32.2 The Executive Committee shall convene an Extraordinary Congress if not less than 51% of the Total Voting Strength is represented by those Voting Members who make such a request in writing. The request shall specify the items for the agenda. An Extraordinary Congress shall be held within one month of receipt of the request. If an Extraordinary Congress is not convened, the Voting Members who requested it may convene the Congress themselves. As a last resort, those Voting Members may request assistance from FIFA and OFC.

32.3 The Voting Members shall be notified of the place, date and agenda at least 15 days before the date of an Extraordinary Congress.

32.4 When an Extraordinary Congress is convened on the initiative of the Executive Committee, it must draw up the agenda. When an Extraordinary Congress is convened upon the request of Voting Members, the agenda must contain the points raised by those Voting Members.

32.5 The agenda of an Extraordinary Congress may not be altered.

## **33 Amendments to these Statutes and the Standing Orders of the Congress**

33.1 The Congress is responsible for amending these Statutes and the Standing Orders of the Congress.

33.2 Any proposals for an amendment to the Statutes must be submitted in writing with a brief explanation to the General Secretary by a Voting Member or by the Executive Committee. A proposal submitted by a Voting Member is valid, provided it has been supported in writing by at least 25% of the Total Voting Strength.

33.3 For a vote on an amendment to these Statutes to be valid, a majority (more than 50%) of the Total Voting Strength must be cast agreeing to put the vote to the relevant Congress.

33.4 A proposal for an amendment to the Statutes shall be adopted only if three-quarters of the Total Voting Strength agree to it.

33.5 Any proposal to amend the Standing Orders of the Congress must be submitted in writing with a brief explanation to the General Secretary by a Voting Member or by the Executive Committee.

33.6 A proposal for an amendment to the Standing Orders of the Congress shall be adopted only by a majority (more than 50%) of the Total Voting Strength, subject to the provisions of Statutes 27.2 and 27.3 being deemed to apply in respect of a Congress, where that majority is not achieved for the first Congress, and a second Congress is required.

33.7 For certainty, no amendment to these Statutes shall be in contravention of the FIFA Statutes, nor seek to ever alter Statutes 4, 39.6 or 78.

- 33.8 Following any amendment of the Statutes, such changes shall be circulated promptly to the Voting Members, however failure to circulate will not invalidate any Statute or exonerate any Member for non-observance or non-compliance.

#### **34 Minutes**

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

#### **35 Effective dates of decisions**

- 35.1 Decisions passed by the Congress shall come into effect for the Members immediately after the close of the Congress, unless otherwise stipulated in these present Statutes or unless the Congress fixes another date for a decision to take effect.

### **EXECUTIVE COMMITTEE AND GOVERNANCE APPOINTMENTS PANEL**

#### **36 Composition**

- 36.1 Subject to the Transitional Provisions the Executive Committee consists of up to nine members.
- 36.2 The Executive Committee roles of President and Vice President shall be elected by Congress as set out under Statute 29.2.
- 36.3 The Governance Appointments Panel shall comprise of five members as follows:
- 36.3.1 One person appointed by the Executive Committee (with the Executive Committee being able to remove and replace that person from time to time) with that person being the President or the Vice President provided that:
    - a in the event that the President's or the Vice President's Exco Term is ending at the next annual Congress and that person intends to apply to be re-elected, then the President or the Vice President (as the case may be), shall not be appointed by the Executive Committee to be a member of the Governance Appointments Panel; and
    - b if (a) above applies to both the President and the Vice President, then the person appointed by the Executive Committee shall be the most experienced member of the Executive Committee (based on number of years as a member of the Executive Committee) who is not seeking re-election at the next annual Congress.
  - 36.3.2 Two persons who are each the chairperson of a Regional Association (in each case for a term of one year, with the two members under this clause rotating among the Regional Associations on an annual basis to the intent that, over a three year period, each Regional Association's chairperson has been a member of the Governance Appointments Panel once).
  - 36.3.3 One person who is a chairperson of one of the other Voting Members (excluding the Regional Associations, with the member under this clause rotating among the chairpersons of the other Voting Members on an annual basis).
  - 36.3.4 One person appointed by Sport New Zealand who is a suitability qualified independent sport governance professional (as determined by Sport New Zealand), with Sport New Zealand being able to remove and replace that person from time to time.

- 36.4 The Governance Appointments Panel is responsible for:
- 36.4.1 evaluating the candidates who apply to be elected as a member of the Executive Committee; and
  - 36.4.2 making recommendations to Congress in respect of candidates for election as members of the Executive Committee.
- 36.5 Each year, prior to the annual election process, the Executive Committee and the Voting Members shall prepare and agree a “*skills, competencies and attributes Matrix*” (the **Matrix**). The Matrix shall set out the need in terms of skills, competencies and attributes of the new members of the Executive Committee having regard to:
- 36.5.1 the strategic priorities of NZF at the time and looking forward; and
  - 36.5.2 any other matters the Executive Committee and the Voting Members consider relevant at the time.
- 36.6 The following provisions shall apply to meetings of the Governance Appointments Panel:
- 36.6.1 A meeting of the Governance Appointments Panel may be held by:
    - a Governance Appointments Panel members who constitute a quorum being assembled together at the same place, date and time appointed for the meeting; or
    - b The contemporaneous linking together by means of audio, or audio and visual communication by which all members participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
  - 36.6.2 The quorum for a meeting of the Governance Appointments Panel shall be all five members, provided that if no quorum is present at a meeting, then the meeting shall be reconstituted for the same time exactly one week later and the members present at that reconstituted meeting will constitute a quorum provided that they include the members appointed by the Executive Committee pursuant to Statute 36.3.1 and Sport New Zealand pursuant to Statute 36.3.4.
  - 36.6.3 The Chair of the Governance Appointments Panel shall be determined as between the members of the Governance Appointments Panel.
  - 36.6.4 Each member of the Governance Appointments Panel shall have one vote.
  - 36.6.5 Except as otherwise provided in these Statutes, the Governance Appointments Panel will determine its procedures.
- 36.7 The mandate of the members of the Executive Committee and the Credentials Committee is for four years provided that in the case of the Executive Committee the actual term may be less than four years if the retirement rotation schedule provides for the retirement of a member prior to the expiry of four years (“**Exco Term**”). Their mandates shall begin after the end of the Congress which has elected them. They may be re-elected for one further Exco Term (being a maximum of two Exco Terms), save that, at the discretion of Congress, one further Exco Term extension (being a maximum of three Exco Terms) is permitted.



- 36.8 The mandate of the President and Vice President is for two years, provided that if Statute 36.8.1 below applies, then the mandate shall be for one year. Their mandates shall begin after the end of the Congress which has elected them. They may be re-elected for further mandates of two years each (or one year where Statute 36.8.1 applies) provided that the maximum period a person may be a President or Vice President is 8 years. For certainty, notwithstanding the provisions of this Statute 36.8:
- 36.8.1 the respective mandates of the President and the Vice President can never exceed the mandates of those same persons in their respective capacities as Executive Committee members and, where this Statute 36.8.1 is relevant, the above President and Vice President mandates shall be deemed reduced to the shortest Executive Committee member mandate of those two persons;
- 36.8.2 Statute 41.7 shall apply in the event of the position of President or Vice President becoming vacant.
- 36.9 The members of the Executive Committee, the Governance Appointments Panel and the Credentials Committee must have residency within New Zealand and not have been previously found guilty of any criminal offence incompatible with the position.
- 36.10 Each year, prior to the annual election process, the General Secretary shall appoint an external recruitment agent or agency to:
- 36.10.1 undertake a search for, and receive applications from, candidates for election to the Executive Committee;
- 36.10.2 screen applicants as considered appropriate and, in consultation with the Governance Appointments Panel, identify a shortlist of suitable candidates for the Governance Appointments Panel to interview; and
- 36.10.3 assist the Governance Appointments Panel with interviews and assessments of shortlisted candidates as required by the Governance Appointments Panel, including conducting reference checks and obtaining from each candidate that is recommended for election by the Governance Appointments Panel a declaration in the form prepared by NZF confirming that the candidate consents to becoming a member of the Executive Committee (if successful) and that the candidate is not disqualified from becoming an Executive Committee member.
- 36.11 Subject to these Statutes, there shall be no restriction on who may apply to become a member of the Executive Committee.
- 36.12 Following completion of the recruitment process set out above, the Governance Appointments Panel shall recommend to the Voting Members, candidates to be elected as members of the Executive Committee. The Governance Appointments Panel shall not recommend more candidates than there are vacant member positions. Without limiting other relevant factors (including the Matrix), the recommendations shall have regard to the gender and diversity matters set out in Statute 36.22.
- 36.13 Candidatures for the Executive Committee members who are elected by Congress after having been put forward by the Governance Appointments Panel must be sent to the General Secretary in sufficient time to allow the official list of candidates to be passed to the Voting Members at least one

month before the date of the Congress at which the relevant Executive Committee member(s) will be elected.

- 36.14 A member of the Executive Committee may not at the same time be a member of a judicial body of NZF.
- 36.15 Subject to Statute 36.17 if a position or up to 50% of the positions of the Executive Committee become vacant, the Executive Committee may fill the position(s) in question until the next Congress. Any person filling a position under this Statute 36.15 may put themselves forward for consideration as a member of the Executive Committee from the next Congress in accordance with the appointments process set out in these Statutes.
- 36.16 A position will be considered vacant in case of death, of permanent disability to the extent the role of the relevant Executive Committee member cannot be appropriately undertaken, or resignation, or if a member of the Executive Committee does not participate in three consecutive meetings without leave pre-approved by the Executive Committee, or if the person becomes disqualified under s47(3) of the Act.
- 36.17 If the number of positions of the Executive Committee that become vacant result in there being four or less members of the Executive Committee the General Secretary shall convene an Extraordinary Congress within an appropriate period of time so as to allow the processes relating to the election of members of the Executive Committee set out in this Statute 36 to apply as if those processes were being undertaken in respect of the annual Congress.
- 36.18 In respect of the Governance Appointments Panel, the Executive Committee shall ensure that it always diligently perform the functions and role set out under the relevant terms of reference, policy or regulations.
- 36.19 In respect of the Credentials Committee, the Executive Committee shall ensure that it always diligently perform the functions and role set out under the relevant Regulations Governing the Application of the Statutes.
- 36.20 If a Regional Association board member is elected as a member of the Executive Committee, when still a Regional Association board member, that person shall resign as a board member of the relevant Regional Association as soon as practicable and, in any event, no later than nine months from the date of their election as an Executive Committee member.
- 36.21 If a Regional Association board member is elected President or Vice President of NZF, when still a Regional Association board member, that person shall resign as a board member of the relevant Regional Association immediately.
- 36.22 A core function of the Executive Committee is to consider issues from a range of perspectives. NZF recognises the need for and value of increased diversity and gender equity on the Executive Committee and is committed to achieving better gender equity and representation. As such NZF shall have at least 40% self-identifying women on the Executive Committee.
- 36.23 The Executive Committee shall prepare and agree the terms of a retirement rotation schedule that provides for at least two members of the Executive Committee retiring by rotation each year. This schedule shall be updated from time to time as necessary. The retirement rotation schedule shall be confirmed on at least an annual basis at the time that the Matrix is prepared.

### **37 Meetings**

- 37.1 The Executive Committee shall meet at least four times a year.
- 37.2 The President shall convene the Executive Committee meetings. If 51% of the Executive Committee members request a meeting, the President shall convene it within 21 days. If the President does not convene the requested meeting within the aforementioned deadline, the other members of the Executive Committee shall convene it themselves.
- 37.3 The President shall compile the agenda. Each member of the Executive Committee is entitled to propose items for inclusion in the agenda to the General Secretary.
- 37.4 The General Secretary shall take part in the meetings of the Executive Committee in a consultative role.
- 37.5 The meetings of the Executive Committee shall not be held in public. The Executive Committee may, however, invite third parties to attend. Those third parties shall not have voting rights, and may only express an opinion with the permission of the Executive Committee. The Executive Committee may meet without the General Secretary present for all or part of the meeting if the Executive Committee desires.

### **38 Powers of the Executive Committee**

- 38.1 The Executive Committee:
  - 38.1.1 in addition to the powers and authorities expressly conferred on it by these Statutes or at law otherwise, the Executive Committee may exercise all such powers and do all such things as may be exercised and done by NZF (which are not expressly directed or required by these Statutes to be exercised or done by NZF in Congresses and that are not inconsistent with the purposes of NZF as set out under Statute 3), including general management, borrowing of money, and control and investment of the funds of NZF;
  - 38.1.2 shall pass decisions on all cases that do not come within the sphere of responsibility of the Congress or are not reserved for other bodies by law or under these Statutes;
  - 38.1.3 shall prepare and convene the Ordinary and Extraordinary Congress of NZF;
  - 38.1.4 shall nominate for election by Congress two Executive Committee members for the roles of President and the Vice President of the Executive Committee pursuant to Statute 29.3, and the Executive Committee shall appoint the chairperson, deputy chairperson and members of the standing committees;
  - 38.1.5 may decide to set up ad-hoc committees if necessary at any time;
  - 38.1.6 shall compile the regulations for the organisation of standing committees and ad-hoc committees;
  - 38.1.7 shall appoint or dismiss the General Secretary;
  - 38.1.8 shall propose the independent auditors to the Congress;

- 38.1.9 shall decide the place and dates of and the number of teams participating in the competitions of NZF;
- 38.1.10 shall approve regulations stipulating how NZF shall be organised internally;
- 38.1.11 shall ensure that the Statutes are applied and adopt the executive arrangements required for their application;
- 38.1.12 may dismiss a person or body or suspend a Voting Member of NZF provisionally until the next Congress;
- 38.1.13 may delegate tasks arising out of its area of authority to other bodies of NZF or third parties;
- 38.1.14 may appoint observers who take part in the Congress without the right to debate or to vote;
- 38.1.15 shall be responsible for creating and amending the Regulations Governing the Application of the Statutes;
- 38.1.16 shall decide who any additional Contact Persons, other than the General Secretary shall be, from time to time in accordance with Statute 65.

## **39 Decisions**

- 39.1 The Executive Committee shall not engage in valid debate unless not less than a majority (for certainty constituting a quorum) of its members are present.
- 39.2 The Executive Committee shall reach decisions by a majority (more than 50%) of the valid votes cast, being votes of those present and voting when a quorum is attained. In the event of a tied vote, the President shall have the casting vote. Voting by proxy or by letter is not permitted.
- 39.3 Any member of the Executive Committee must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interests.
- 39.4 The decisions taken shall be recorded in the minutes.
- 39.5 The decisions taken by the Executive Committee shall come into effect immediately, unless the Executive Committee decides otherwise.
- 39.6 Where any Executive Committee member or any Official or executive of NZF is either personally interested in or is an associated person of a person who is in any capacity interested or concerned directly or indirectly in any transaction with NZF, then the Executive Committee member, Official or executive shall disclose the nature and extent of the interest and, if the interest is a personal pecuniary interest, or, if the President otherwise so requires, they shall not take any part in any further deliberations of the Executive Committee or NZF on that matter.
- 39.7 The Executive Committee may conduct its meetings wholly or partly by telephone or by teleconference or electronic or other means provided however that all members of the Executive Committee present or otherwise attending in terms of this Statute shall be in simultaneous contact or communication with one another throughout the entirety of the meeting unless permission is sought by and given to an Executive Committee member wishing to retire from the meeting at any stage.

- 39.8 A resolution in writing signed by seventy-five percent (75%) of the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted provided that advance written notice including the text of the proposed resolution shall have been given to each Executive Committee member as if it were notice summoning an Executive Committee meeting. A copy of any resolution so made shall be forwarded to each member of the Executive Committee as soon as practicable after adoption.

#### **40 Dismissal of a person or body**

- 40.1 The Congress may dismiss a person or body. The Executive Committee may place the dismissal of a person or body on the agenda for the Congress. The Executive Committee may also dismiss a person or body provisionally. Any Executive Committee member may submit a proposal to place such a motion for dismissal on the agenda of the Executive Committee or Congress.
- 40.2 The motion for dismissal must be justified. It will be sent to the to the members of the Executive Committee and/or to Voting Members of NZF along with the agenda.
- 40.3 The person or body in question has the right to speak in their own defence.
- 40.4 If the motion for dismissal is upheld, the Congress or Executive Committee shall reach a decision by means of secret ballot. For the motion to be passed, a majority of two-thirds of the valid votes is required.
- 40.5 The person or body dismissed (provisionally) must be relieved of their functions with immediate effect.
- 40.6 This Statute 40 is subject to Statute 19.

### **PRESIDENT**

#### **41 President**

- 41.1 The President has the authority and responsibilities set out in this Statute 41, or as may be conferred or amended by resolution of the Executive Committee.
- 41.2 They are primarily responsible for oversight of Executive Committee responsibilities of:
- 41.2.1 implementing the decisions passed by the Congress and the Executive Committee;
  - 41.2.2 ensuring the effective functioning of the bodies of NZF in order that they achieve the purposes described in these Statutes;
  - 41.2.3 supervising the work of the General Secretary;
  - 41.2.4 relations between NZF and its Members, FIFA, OFC, political bodies and other organisations.
- 41.3 The President shall preside over the Congress, the Executive Committee meetings and those committees of which they have been appointed chairperson or president.
- 41.4 The President shall have an ordinary vote on the Executive Committee and, whenever votes are equal, shall have a casting vote.

- 41.5 If the President is absent, the Vice President available shall deputise.
- 41.6 The position of the President will be considered vacant in case of death, of permanent disability to the extent the role of the relevant Executive Committee member cannot be appropriately undertaken, or resignation, or if they do not participate in three consecutive meetings of the Executive Committee without leave pre-approved by the Executive Committee.
- 41.7 If the position of the President or Vice President becomes vacant, the Executive Committee shall fill the position from amongst remaining Executive Committee members until the next Congress when a candidate (which can be the person who the Executive Committee temporarily filled the position with) will be elected by Congress for the remaining period of the relevant mandate, to the intent that the respective mandates of President and Vice President always end simultaneously.
- 41.8 Any additional powers of the President shall be contained in the Internal Organisation Regulations of NZF.

## **42 Candidates for the office of President**

- 42.1 The President shall be elected as set out under Statute 29.3. A President may be re-elected as set out under Statute 36.8.

## **STANDING COMMITTEES**

### **43 Standing Committees**

- 43.1 The standing committees of NZF are:
- 43.1.1 Finance and Risk Committee;
  - 43.1.2 Referees' Committee;
  - 43.1.3 Women's Football Committee;
  - 43.1.4 Players' Status Committee;
  - 43.1.5 High Performance and Player Welfare Committee;
  - 43.1.6 such other ad-hoc committees of NZF as the Executive Committee may determine in its discretion from time to time.
- 43.2 The chairperson and deputy chairperson of the standing committees may be members of the Executive Committee. The members of each standing committee shall be appointed by the Executive Committee. The chairperson, deputy chairperson and the members of the standing committees shall be designated for a term of office of four years, or, where the member of a standing committee is an Executive Committee member, such shorter term that the member retains Executive Committee membership for.
- 43.3 Each chairperson shall represent their committee and conduct business in compliance with the relevant Regulations Governing the Application of the Statutes drawn up by the Executive Committee.

43.4 Each chairperson shall fix the dates of meetings in collaboration with the General Secretary, ensure that all tasks are carried out and report back to the Executive Committee.

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

43.6 In appointing members of standing committees, the Executive Committee shall ensure that each member is suitably qualified.

#### **44 Finance and Risk Committee**

44.1 The Finance and Risk Committee shall monitor the financial management and risk and advise the Executive Committee on financial matters, asset management and risk. It shall analyse the budget of NZF and the financial statements prepared by the General Secretary and submit them to the Executive Committee for approval. It shall review and monitor risk matters and make recommendations to the Executive Committee. It shall consist of a chairperson, a deputy chairperson and such other number of members as determined by the Executive Committee from time to time.

#### **45 Referees' Committee**

45.1 The Referees' Committee shall implement the Laws of the Game. It shall appoint the referees for matches in competitions organised by NZF, organise refereeing matters within NZF in collaboration with the administration of NZF and monitor the education and training of referees. It shall consist of a chairperson, a deputy chairperson and such other number of members as determined by the Executive Committee from time to time.

#### **46 Women's Football Committee**

46.1 The Women's Football Committee shall organise women's football competitions and deal with all matters relating to women's football. It shall consist of a chairperson, a deputy chairperson and such other number of members as determined by the Executive Committee from time to time.

#### **47 Players' Status Committee**

47.1 The Players' Status Committee shall set up and monitor compliance with transfer regulations in accordance with the FIFA Regulations on the Status and Transfer of Players and determine the status of Players for various competitions of NZF. The Executive Committee may draw up special regulations governing the Players' Status Committee's powers of jurisdiction. The Players' Status Committee shall consist of a chairperson, a deputy chairperson and such other number of members as determined by the Executive Committee from time to time.

47.2 Players' status disputes involving NZF, its Members, Players, Officials and match and Football Agents shall be settled in the last instance by Sports Tribunal NZ in accordance with these Statutes.

#### **48 High Performance and Player Welfare Committee**

48.1 The High Performance and Player Welfare Committee shall deal with general issues related to high performance in football at all levels and Player welfare in high performance football. It shall consist of a chairperson, a deputy chairperson and such other number of members as determined by the Executive Committee from time to time.

## **49 Ad-hoc committees**

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

## **OTHER BODIES**

### **50 Club Licensing Body**

- 50.1 The Club Licensing Body is in charge of the club licensing system within NZF in accordance with the Regulations Governing the Application of the Statutes.

### **51 Electoral Committee**

- 51.1 The Electoral Committee is the body in charge of organising and supervising the election, and the ratification or veto, (as the case may be) process in accordance with the Electoral Code.
- 51.2 The elections of the Electoral Committee and the Election Appeal Committee shall be conducted in accordance with the Electoral Code.

## **GENERAL SECRETARY**

### **52 General Secretary**

- 52.1 The General Secretary is the general secretary of NZF.
- 52.2 The General Secretary shall be employed or otherwise contracted by NZF and shall have the necessary professional qualifications.
- 52.3 The General Secretary shall discharge their responsibilities set out in the General Secretary's employment or other contract with NZF, including being responsible for:
- 52.3.1 implementing decisions passed by the Congress and Executive Committee;
  - 52.3.2 attending the Congress and meetings of the Executive Committee, and the standing and ad-hoc committees, but these committees may meet without the General Secretary;
  - 52.3.3 organising the Congress and meetings of the Executive Committee and other bodies;
  - 52.3.4 compiling the minutes for the meetings of the Congress, the Executive Committee and standing and ad-hoc committees;
  - 52.3.5 relations with the Members, committees, FIFA and OFC.
- 52.4 The General Secretary may not be a Congress delegate or a member of any body of NZF.



## **JUDICIAL BODIES**

### **53 Judicial bodies**

- 53.1 The judicial bodies of NZF are:
- 53.1.1 the Disciplinary and Ethics Committee;
  - 53.1.2 the Appeal Committee.
- 53.2 The judicial bodies shall consist of a chairperson, a deputy chairperson and a specific number of other members, together numbering no less than three.
- 53.3 The judicial bodies are to be composed in such a way that the members, together, have the knowledge, abilities and specialist experience that is necessary for the due completion of their tasks. The term of office shall be four years. The members may be re-elected or relieved of their duties at any time, although they may only be relieved of their duties by a majority vote of Congress.
- 53.4 The chairperson, deputy chairperson and other members of the judicial bodies shall be elected by Congress, in accordance with the Electoral Code, and upon proposal of the Executive Committee and they shall not be members of the Executive Committee or of a standing committee or be a delegate at any Congress.
- 53.5 If the chairperson, the deputy chairperson or a member of a judicial body permanently ceases to perform their official function during their term of office, the Executive Committee shall appoint a replacement to serve until the next Congress.
- 53.6 The responsibilities and function of the judicial bodies shall be stipulated in the Disciplinary Code of NZF and the Code of Ethics of NZF.
- 53.7 NZF shall ensure that the decisions of the judicial bodies are published for review by the Membership on NZF's website or other method of ensuring availability, at NZF's discretion.

### **54 Disciplinary and Ethics Committee**

- 54.1 The function of the Disciplinary and Ethics Committee shall be governed by the Disciplinary Code of NZF and the Code of Ethics of NZF. The Disciplinary and Ethics Committee shall pass decisions only when at least three members are present. In certain cases, the chairperson may rule alone.
- 54.2 The Disciplinary and Ethics Committee may pronounce the sanctions described in these Statutes and the Disciplinary Code of NZF and the Code of Ethics of NZF on Members, Officials, Players, Clubs and match and Football Agents.
- 54.3 These provisions are subject to the disciplinary powers of the Congress and the Executive Committee with regard to the suspension and expulsion of Voting Members.
- 54.4 The Executive Committee shall issue the Disciplinary Code of NZF and the Code of Ethics of NZF.

## **55 Appeal Committee**

- 55.1 The function of the Appeal Committee shall be governed by the Disciplinary Code of NZF and the Code of Ethics of NZF. The Appeal Committee shall pass decisions only when at least three members are present. In certain cases, the chairperson may rule alone.
- 55.2 The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary and Ethics Committee that are not declared final by the relevant Regulations Governing the Application of the Statutes.
- 55.3 Decisions pronounced by the Appeal Committee may be appealed to the Sports Tribunal NZ or to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, as specified in these Statutes.

## **56 Disciplinary measures**

- 56.1 The disciplinary measures are primarily:

### 56.1.1 for natural and legal persons:

- a a warning;
- b a reprimand;
- c a fine;
- d the return of awards;
- e in respect of a breach of NZF's Code of Conduct, any of the above or such other disciplinary measure that NZF or one of the judicial bodies determine is appropriate in their respective discretions.

### 56.1.2 for natural persons:

- a a caution;
- b an expulsion;
- c a match suspension;
- d a ban from the dressing rooms and/or the substitutes' bench;
- e a ban from entering a stadium;
- f a ban on taking part in any football-related activity;
- g social work.

### 56.1.3 for legal persons:

- a a transfer ban;
- b playing a match without spectators;

- c playing a match on neutral territory;
- d a ban on playing in a particular stadium;
- e annulment of the result of the match;
- f expulsion from a competition;
- g a forfeit;
- h deduction of points;
- i relegation to a lower division;
- j replaying of a match.

## **57 Arbitration**

- 57.1 NZF shall utilise the Sports Tribunal NZ where necessary, which shall hear appeals of decisions contemplated as final by an NZF body.
- 57.2 As long as within New Zealand, the Sports Tribunal NZ (or its successor) has been installed and recognised by the Congress of NZF, to the intent that any relevant dispute may only be referred in the last instance to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland.

## **58 Jurisdiction**

- 58.1 NZF, its Members, Players, Officials and match and Football Agents will not take any dispute to ordinary courts unless these Statutes, FIFA regulations or binding legal provisions specifically provide for or stipulate recourse to ordinary courts.
- 58.2 Any such dispute or complaint can be made in writing and sent to [info@nzfootball.co.nz](mailto:info@nzfootball.co.nz).
- 58.3 If the dispute or complaint is to be dealt with in a different way pursuant to New Zealand legislation then these dispute provisions will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- 58.4 If the dispute or complaint is dealt with by a separate procedure under NZF regulations including but not limited to the NZF Disciplinary Code, Code of Ethics or other applicable regulations (Other Procedure), that Other Procedure shall apply.
- 58.5 Any dispute or complaint shall be submitted firstly to the jurisdiction of NZF, secondly for resolution by negotiation, thirdly by mediation, and finally to Arbitration which can include but is not limited to the Sports Tribunal NZ or Arbitration pursuant to the Arbitration Act 1996 and finally, to the Court of Arbitration for Sport in Lausanne, Switzerland.
- 58.6 NZF Executive Committee or the relevant competent NZF standing committee or body shall have jurisdiction on internal national disputes, i.e. disputes between parties belonging to NZF. FIFA shall have jurisdiction on international disputes, i.e. disputes between parties belonging to different Associations and/or Confederations.

## **59 Court of Arbitration for Sport**

- 59.1 In accordance with the relevant provisions of the FIFA Statutes, any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland. CAS shall not, however, hear appeals on violations of the Laws of the Game, suspensions of up to four matches or up to three months, or decisions passed by an independent and duly constituted Sports Tribunal NZ of an Association or Confederation.
- 59.2 NZF shall ensure its full compliance and that of its Members, Players, Officials and match and Football Agents with any final decision passed by a FIFA body, by an OFC body, by the Sports Tribunal NZ recognised by NZF or by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland.

## **60 Financial period**

- 60.1 The financial year of NZF shall end on 31 December in each year.
- 60.2 The revenue and expenses of NZF shall be managed so that they, at a minimum, balance out over the financial period. As an objective, NZF's major duties in the future shall be guaranteed through the creation of reserves.
- 60.3 The General Secretary is responsible for oversight of the drawing up the annual consolidated accounts of NZF to be completed by 31 March in each year.

## **61 Revenue**

- 61.1 The revenue of NZF arises specifically from:
- 61.1.1 Members' annual subscriptions;
  - 61.1.2 receipts generated by the marketing of rights to which NZF is entitled;
  - 61.1.3 fines imposed by the authorised bodies;
  - 61.1.4 other subscriptions and receipts in keeping with the purposes pursued by NZF;
  - 61.1.5 donations;
  - 61.1.6 any other revenue related to football activities.

## **62 Expenses**

- 62.1 NZF bears:
- 62.1.1 the expenses stipulated in the budget;
  - 62.1.2 other expenses approved by the Executive Committee and expenses that the Executive Committee is entitled to incur within the scope of its authority;
  - 62.1.3 all other expenses in keeping with the purposes pursued by NZF, consistent with the delegated financial authorities approved by the Executive Committee.

### **63 Independent and external auditors**

- 63.1 The independent and external auditors being members of the New Zealand Institute of Chartered Accountants and appointed by the Congress shall audit the accounts approved by the Finance and Risk Committee and present a report to the Congress. The auditors shall be appointed for a period of one year. This mandate may be renewed.

### **64 Membership and affiliation subscriptions**

- 64.1 Membership subscriptions are due on such annual date as is set by the Executive Committee from time to time. The annual subscription for new Voting Members for the year in question shall be paid within 30 days of the close of the Congress at which they are admitted.
- 64.2 The Executive Committee shall fix the amount of the annual subscription annually for both Voting Members and Affiliated Members.
- 64.3 The one-off admission or affiliation fee for any new Voting Member of NZF is a lump sum payment, in cleared funds of one thousand New Zealand dollars, or such other amount as is fixed by the Executive Committee from time to time.

### **65 Contact Person**

- 65.1 Subject to Statutes 65.2, 65.3 and 65.4 NZF shall have no less than 1 Contact Person and no more than 3 Contact Persons, at any one time, appointed in accordance with these Statutes.
- 65.2 The General Secretary, from time to time, shall be deemed a Contact Person of NZF.
- 65.3 The Contact Person must be at least 18 years of age and be an ordinary resident in New Zealand.
- 65.4 In the event, NZF decides to have more than 1 Contact Person, the Contact Person(s), that are not a General Secretary, shall be decided by the Executive Committee in accordance with Statute 38.1.16.

### **66 Register**

- 66.1 NZF shall keep a Register recording, for each Voting Member, the name, the address, telephone number and email address of the Voting Member's contact person.
- 66.2 NZF shall update the Register as soon as practicable after becoming aware of the changes to the information recorded in the Register.

### **67 Settlement**

- 67.1 NZF may debit any Member's assets to settle claims.

### **68 Levies**

- 68.1 NZF may demand that a levy be paid by its Members for matches.

### **69 Competitions**

- 69.1 NZF organises and coordinates the following official competitions held within New Zealand (including any successor or replacement or additional competitions organised and coordinated by NZF):

69.1.1 Men's National League;

69.1.2 Women's National League;

69.1.3 Chatham Cup;

69.1.4 Kate Sheppard Cup; and

69.1.5 such other competitions as organised and co-ordinated by NZF in its discretion from time to time.

69.2 The Executive Committee may delegate to the Regional Associations and NZF's subordinate Leagues otherwise, or other Members, the authority to organise competitions by means of a proper and comprehensive agreement for elite football or other arrangement at NZF's discretion. The competitions organised by the Regional Association or the Leagues otherwise shall not interfere with those competitions organised by NZF. Competitions organised by NZF shall take priority.

69.3 NZF may otherwise delegate authority to any person or entity it deems appropriate to run any of its competitions on its behalf.

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

## **70 Club licensing**

70.1 The Executive Committee of NZF will set up regulations regarding a club licensing system governing the participation of Clubs or other organisations in competitions of NZF, in compliance with the minimum requirements of the club licensing system as set up by OFC in conformity with the FIFA Club Licensing Regulations.

## **71 Rights**

71.1 NZF are the original owners of all of the rights emanating from competitions and other events coming under their respective jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audiovisual 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.

71.2 The Executive Committee shall decide how and to what extent these rights are utilised and draw up special regulations to this end.

## **72 Authorisation**

72.1 NZF is exclusively entitled to authorise the distribution of imaging 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.

## **73 International matches and competitions**

73.1 The authority for organising international matches and competitions between representative teams and between Leagues, Club teams and/or scratch teams lies solely with FIFA, the Confederation(s) and/or the Association(s) concerned. No such match or competition shall take place without the prior

permission of FIFA, the Confederation(s) and/or the Association(s) concerned in accordance with the FIFA Regulations Governing International Matches.

- 73.2 NZF is bound to comply with the international match calendar compiled by FIFA.

#### **74 Contacts**

- 74.1 NZF, its Members, Players, Officials and match and Football Agents shall not play matches or make sporting contacts with Associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

#### **75 Approval**

- 75.1 Clubs, Leagues or any other group of Clubs that are affiliated to NZF may only join another Association with the authorisation of NZF, the other Association, the respective Confederation(s) and of FIFA.
- 75.2 Clubs, Leagues or any other group of Clubs that are affiliated to NZF cannot participate in competitions on the territory of another Association without the authorisation of NZF, the other Association(s), FIFA and the respective Confederation(s) according to the FIFA Regulations Governing International Matches.

#### **76 Indemnity**

- 76.1 NZF indemnifies and effects insurance for members of the Executive Committee, the General Secretary, and other officers (as defined in the 2022 Act) and employees of NZF to the full extent as permitted by sections 94 to 98 of the 2022 Act.

#### **77 Enforcement**

- 77.1 These Statutes and the Transitional Provisions were adopted at the Extraordinary Congress on **10 September 2025** and will come into force immediately upon completion of that Congress.

#### **78 Winding Up**

- 78.1 In the event of a winding up of NZF, none of its property shall be transferred to the Members of NZF that are individuals, but all its property shall be divided between all of the Regional Associations which are Members of NZF at the date of the happening of such event pro rata to the average of the previous three years' paid affiliation and membership subscription fees (and having regard to such paid affiliation and membership subscription fees to each of NFF and AFF (each as defined under Statute 1.1.18), if the winding up of NZF occurs within three year of the NFF and AFF merger contemplated under Statute 1.1.18), provided that the Regional Associations must have objects similar to the objects of NZF and rules equivalent to Statutes 4, 33.7, 39.6, and this Statute 78.

**SCHEDULE ONE  
LOGO(S) OF NZF**



**New Zealand  
Football**



**New Zealand  
Football**



**SCHEDULE TWO  
AFFILIATED MEMBERS**

- All registered players, coaches or player coaches, referees, Football Agents and officials of Regional Associations and Clubs (as at 10 April 2025 or after)
- All life members of NZF (as at 10 April 2025 or after) -
- All honorary members of NZF (as at 10 April 2025 or after)
- The Officials of NZF, during their respective terms of office
- The members of the Executive Committee, during their respective terms of office
- The members of the judicial bodies of NZF, during their respective terms of office
- All paid employees of NZF

### SCHEDULE 3: TRANSITIONAL PROVISIONS

1. From Extraordinary Congress on 10 September 2025 until the completion of the annual Congress in 2026:
  - a. the Executive Committee shall comprise of up to 10 members appointed in accordance with the Statutes prior to 10 September 2025 (the ***Existing Members***);
  - b. the President and Vice President shall remain the same members of the Executive Committee who were appointed in accordance with the Statutes prior to 10 September 2025.
2. Subject to any changes determined by the Executive Committee (but only where such amendments are consistent with the requirement in Statute 36.23 to have at least two members of the Executive Committee retiring at each annual Congress), the retirement rotation schedule as set out below shall apply:

Date of annual Congress	Retiring members
2026	The three Existing Members whose terms are due to expire at Congress 2026.
2027	The four Existing Members whose terms are due to expire at Congress 2027.
2028	One Existing Member whose term is due to expire at Congress in 2028 and one other member of the Executive Committee as determined by the Executive Committee.
2029 and beyond	A minimum of two members of the Executive Committee as determined by the Executive Committee having regard to the maximum term of four years per Statute 36.7

3. At the 2026 annual Congress only two new members shall be elected to the Executive Committee so that from the completion of the 2026 annual Congress the maximum number of members of the Executive Committee shall be nine.
4. The process for the election of members of the Executive Committee set out in Statute 36 shall apply to the election of the Executive Committee at the 2026 annual Congress and subsequent annual Congresses.
5. Any Existing Member (other than an Existing Member who has served three terms as at the effective date of their resignation) may apply for election as a member of the Executive Committee.
6. If the Executive Committee nominates the incumbent President to be put forward to the 2026 annual Congress as President or Vice President, then that incumbent President may be re-elected at that annual Congress as President or Vice President for a mandate of two years with no further mandates permitted beyond that two-year mandate.
7. Prior to the 2026 annual Congress, the Executive Committee shall cause a review to be undertaken of the Electoral Code so that the Electoral Code is amended as necessary to ensure it is consistent with

the process for election of the Executive Committee as set out in these Statutes. Without limiting the scope of this review, the review shall ensure that the Electoral Code:

- a. has regard for the role and purpose of the Governance Appointments Panel;
- b. reflects that the number of candidates recommended by the Governance Appointments Panel will not be more in number than the number of vacant positions to be filled at Congress;
- c. provides for a separate vote (by secret ballot) to be undertaken for each candidate;
- d. provides that, to be elected as a member of the Executive Committee at Congress, the candidate must receive a majority of the Total Voting Strength.

**SIGNED by**

***Johanna Wood***  
***Member***  
***11/09/2025***



***Julian Bowden***  
***Member***  
***11/09/2025***



***Rajesh Singh***  
***Member***  
***11/09/2025***

