

STATUTES

of the Professional Football Agents Association

with Zurich (Canton of Zurich) as headquarters

Article I. Art. 1 – Name and headquarters

The Professional Football Agents Association (PROFAA) is an association in Canton of Zurich in accordance with art. 60 et seq. of the Swiss Civil Code.

PROFAA's headquarters are located in Zurich (Switzerland) and may only be transferred to another location following a resolution passed by the General Assembly.

Article II. Art. 2 – Objectives

The objectives of PROFAA are:

- a) To safeguard and promote the interests of global football agents;
- b) To be recognised by other football stakeholders and governing bodies as the sole body representing the interests of football agents at global level;
- c) To continually improve football by bringing together the world's football agents within an umbrella organisation. This enables the joint adoption of fundamental rules and regulations for the world of football agents and thus contributes to the good governance of international football;
- d) To organise its own (educational) programmes for prospective and active football agents;
- e) To monitor compliance with the rules and regulations of football agents and to take appropriate measures to prevent rule violations;
- f) A continuous cooperation with FIFA in its role as the recognised world governing body and other football stakeholders and member associations;
- g) To cooperate, and foster the exchange of information and expertise, with all football agents from all around the world;
- h) To promote transparency, respect, fairness and integrity in order to prevent the use of unethical and unacceptable methods and practices that could lead to abuse of the profession of football agents;
- i) To do all other things to further the objectives of the association or as may be deemed incidental or conducive to the attainment of any of these objectives.

Article III. Art. 3 – Finance

The means of the association to pursue the purpose of the association consist of:

- The membership fees, which are determined by the General Assembly at the request of the Executive Committee;
- Income from events, educational programmes and association assets;
- Funding from any other relevant organisations and stakeholders as determined by the General Assembly at the request of the Executive Committee.
- Voluntary contributions (sponsorship money, gifts, legacies, etc.).

Article IV. Art. 4 – Membership

Natural persons, non-corporate entities and legal entities may become members of the association. Registration for membership must be made in writing to the Executive Board, which makes the final decision on admission.

Rights of the Members

- a) To participate in the activities of PROFAA;
- b) To take advantage of the opportunities and benefits that PROFAA may obtain or provide from time to time;
- c) To make suggestions to the Executive Board to improve the implementation of the objectives of PROFAA;
- d) To attend the meetings of the General Assembly, with the right to speak and vote;
- e) To propose candidates for all the PROFAA bodies, the Executive Board, where and if applicable as per these Statutes and the Organisational Regulations;
- f) To elect Board Members as per these Statutes;
- g) To be informed of the state of accounts of PROFAA;
- h) To be informed of the decisions adopted by the General Assembly and by the Executive Board;
- i) To be regularly informed of the activities of PROFAA.

Obligation of the Members

- a) To pay the annual membership fees;
- b) To notify the General Secretary of their address and their appointed representatives;
- c) To comply with these Statutes, and in particular with the Objectives and Undertakings set out in Article 2 of these Statutes and the Rules of Conduct set out in Article 4 of these Statutes;
- d) To comply with any regulation and/or decision taken by the General Assembly and/or the Executive Board and with any agreement or Memorandum of Understanding entered into between PROFAA and a relevant football stakeholder, as may be in force from time to time;
- e) To actively contribute to the work of PROFAA in furtherance of its objectives;
- f) To reflect and promote consistently, in particular in all relevant fora, the positions adopted by PROFAA;
- g) To act in good faith at all times towards PROFAA and other Members thereof.

Code of Conduct

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

In particular, Members and PROFAA Representatives shall:

1. refrain from any conduct that may damage the integrity, reputation or image of PROFAA or which may bring the PROFAA into disrepute;
2. not breach the rules and regulations relating to intermediaries/agents as are in force at any time by FIFA or its member associations;
3. not offend the dignity or integrity of a private person or group of people, including but not limited to discriminatory or denigrating words or actions on account of race, skin colour, ethnicity, national or social origin, gender, religion, political opinion or sexual orientation;
4. refrain from engaging in any form of cheating including, but not limited to, excessive and abusive practices, manipulation of transfers or any other conduct aimed at obtaining an unfair advantage;
5. not offer, promise, give or accept any undue pecuniary or other advantage for the execution or omission of an act that is related to their official PROFAA activities; and
6. reject of all forms of harassment, be it physical, professional or sexual.

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

Article V. Art. 5 – Resignation and Expulsion

Withdrawal from the association is possible at any time.

The Executive Committee may exclude a member who acts contrary to the interests of the association. The exclusion shall be carried out by majority resolution of the Executive Committee. The expelled member may appeal against an expulsion decision of the Board of Directors within 30 days of written notification of the decision to the next General Assembly of the association. The appeal must be submitted to the Executive Board. The General Assembly of the association decides with a majority of one vote more than half of the present members definitively about the objection.

Article VI. Art. 6 – Bodies of the Association

The governing bodies of the association are:

- a) The General Assembly
- b) The Executive Committee
- c) The General Secretariat

Article VII. Art. 7 – General Assembly

The General Assembly is the highest governing body of the association. It has the authority over:

1. Election and dismissal of the members of the Executive Committee;
2. Election of the President of the Executive Committee;
3. Acceptance of the association account;
4. Décharge to the Executive Committee;
5. Determination of the contributions to be paid by the members;
6. Resolution on the adoption and amendment of the Statutes;
7. Decisions on appeals against exclusion decisions of the Executive Committee;
8. Resolution on the dissolution of the association;
9. Passing resolutions on matters which are reserved to it by law or the Statutes or which are submitted by the Executive Committee.

Article VIII. Art. 8 – Convening of the General Assembly of the association

The General Assembly of the association is convened by the president of the Executive Committee on resolution of the Executive Committee. It shall also be convened when one fifth of the members so request in writing.

The ordinary General Assembly of the association shall take place once a year.

In the case of ordinary assemblies of the association, the convocation must take place at least 30 days before the Assembly, in the case of extraordinary assemblies at least 10 days before the Assembly. It must contain the negotiation transactions.

Article IX. Art. 9 – Voting right and Resolution

Each member has one vote at the General Assembly. The General Assembly of the association passes its resolutions and carries out the elections with a majority of one vote of more than half of the members present, unless the law provides otherwise.

Article X. Art. 10 – Executive Committee

The Executive Board consists of two members. The president, elected by the General Assembly, and the Vice-President. It constitutes itself with the exception of the President, who is elected by the General Assembly. The Executive Board has particular authority over:

1. Preparation of the General Assembly;
2. Execution of the resolutions of the General Assembly;
3. Resolution on the admission and possible exclusion of association members;
4. Handling of suggestions, motions and complaints of the association members;
5. Appointing the General Secretary;
6. Preparation of budget and annual accounts;
7. Management of the association's assets;
8. Activity in relation to the fulfilment of the purpose of the association.

In addition, the Executive Committee is entitled to all other powers which are not expressly reserved by law or the statutes for another body of the association.

Terms of office

The term of office of the President, the Vice-President and the General Secretary runs as from the first ordinary General Assembly in a PROFAA Cycle until the first ordinary General Assembly in the next PROFAA Cycle. The very first inaugural term of office of the President, Vice-President and General Secretary runs for five sporting seasons. The following PROFAA Cycle lasts for four sporting seasons. For the purpose of these Statutes, it is specified that a sporting season lasts from 01 July to 30 June of the following year.

If an Executive Committee member elected by the General Assembly is recalled, withdraws or becomes no longer eligible to serve on the Executive Committee during his term of office, a replacement will be elected by the members for the remaining period of his term at the next General Assembly.

Article XI. Art. 11 – Representation and authority to sign

The association is represented externally by the Executive Committee. The Executive Committee determines who is authorised to sign and how the type of signing is to be made.

Article XII. Art. 12 – Liability

Only the association's assets are liable for the association's liabilities. Any personal liability of its members is expressly prohibited.

Article XIII. Art. 13 – Dissolution and Liquidation

The dissolution of the association requires the approval of more than half of the members of the association present at the General Assembly of the association by one vote. If the dissolution is decided, then the liquidation is to be accomplished by the Executive Committee, if the General Assembly does not appoint special liquidators.

The net assets remaining after payment of all debts and other levies and after settlement of other obligations shall be allocated to a provision corresponding to the purpose of the association by resolution of the General Assembly of the association.

Article XIV. Art. 14 – Coming into Effect

These statutes were adopted at the founding assembly on 02 March 2020 and became effective on that date.

Zurich, Switzerland, 02 March 2020

Patrick Dominguez
PROFAA President