



# FABD INTERNAL ORGANISATION REGULATION

FOOTBALL ASSOCIATION *of*  
**BRUNEI DARUSSALAM**



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## I. INTRODUCTION AND GENERAL PROVISION

### 1 Purpose

1. These FABD Internal Regulations contain the basic principles and detailed regulations regarding FABD governance.

2. In particular, they specify, based on the fundamental structure as set out in the FABD Statutes, general principles regarding the internal organisation of FABD. They further specify, within the framework of the general regime of competences as set out in the FABD Statutes, general principles regarding the duties, powers and responsibilities of certain bodies, units and other entities of FABD as well as of the members of those bodies and of the FABD Secretariat.

### 2 Implementation

The President and the General Secretary are authorised to issue directives, guidelines, policies, procedures, circular letters, manuals and similar documents for the implementation of these FABD Internal Regulations as part of their range of duties and powers, subject to the FABD Statutes and the provisions of these regulations.

### 3 General conduct of members of FABD bodies and FABD Secretariat – FABD compliance policy

#### 1. General principles

During their work and as part of their functions, members of FABD bodies and FABD Secretariat shall do everything possible that is conducive to fulfilling FABD's objectives (cf. art. 2 of the FABD Statutes) and refrain from any action that could be detrimental to those objectives. Inside and outside FABD, they shall know and comply with all applicable laws and regulations, as well as with FABD's internal rules and regulations, such as the present regulations, the FABD Codes of Disciplinary and Ethics.

2. The General Secretary shall issue special provisions regarding the conduct of FABD Secretariats.

#### 4 Eligibility checks

Pursuant to the relevant provisions of the FABD Statutes, all members of the Council (including the President), of the standing committees, of the independent committees as well as the General Secretary shall be required to fulfil eligibility checks in accordance with Annexe 1 of these regulations prior to their (re-)election or (re-)appointment.

#### 5 Independence

1. The restrictions resulting from the requirement of independence of the members of the relevant FABD bodies are as follows:

2. Additional provisions apply to the members of the FABD Disciplinary & Ethics Committee.

3. "Immediate family" or "immediate family member" means, with respect to any person, such person's spouse or domestic partner, parents, grandparents, uncles, aunts, children (including any stepchild or adopted child), grandchildren, son-, daughter-, father- or mother-in-law and the spouses of such persons, and including anyone else, whether by blood or otherwise, with

whom the individual has a relationship akin to a family relationship for which such person provides financial support.

**4. “Material business relationship”** means, with respect to any person, that (i) such person has been, or (ii) such person is a current director or executive officer or employee of or owns, directly or indirectly, 10% or more of the equity of any entity that has made payments to or received payments from FABD, any confederation, any member association or any sponsor, auditor, outside counsel or other paid adviser or contractor of any of FABD, any confederation or any member association for property or services in an amount which, in any single year, exceeds USD 120,000. Any compensation or other amounts paid to any such person in their capacity as a member of the Council or of an independent FABD body shall not constitute a material business relationship within the meaning of this provision.



## II. DUTIES, POWERS, RESPONSIBILITIES AND ORGANISATION OF FABD BODIES AND HOLDERS OF KEY POSITIONS

### COUNCIL

#### 6 Duties, powers and responsibilities

1. The duties, powers and responsibilities of the Council are based on the applicable FABD Statutes and regulations, and on rulings and decisions applicable to the Council passed by the appropriate FABD bodies (e.g. by the judicial bodies).

2. The Council defines FABD's mission, strategic direction, policies and values, in particular with regard to the organisation and development of football at worldwide level and all related matters. In accordance with, and subject to, art. 39 of the FABD Statutes, The Council has in particular the following specific duties:

- a) It deals with global strategies for football and its political, economic and social status;
- b) It defines FABD's overall strategy, including with regard to sports-political and business matters;
- c) It oversees the activities of the Standing Committees and the overall management of FABD by the General Secretariat;
- d) It appoints and dismisses the chairpersons, deputy chairpersons and members of the Standing Committees, with the exception of the members of the Electoral Committee, who are elected by the Congress and may only be dismissed by the Congress;
- e) It proposes to the Congress for election the chairpersons, deputy chairpersons and members of the Disciplinary Committee, the Ethics Committee, the Appeal Committee, the Audit and Compliance Committee and the Electoral Committee, thereby striving to ensure appropriate gender distribution;
- f) It may decide to set up bureaus and/or sub-committees to the Standing Committees and Ad-Hoc Committees, if necessary, at any time, as well as approve the set-up of a bureau and/or sub-committee proposed by a Standing Committee;
- g) It may decide to establish ad-hoc Electoral Committees to assume certain duties that are, in principle, assigned to the Electoral Committee;
- h) It appoints and dismisses the General Secretary upon the proposal of the President; the Council may also dismiss the General Secretary without such a proposal, in which case the President shall nevertheless still be obliged to sign the respective termination notice with regard to the employment contract of the General Secretary;
- i) It defines the standards, policies and procedures applicable to the awarding of commercial contracts by FABD;
- j) It defines the standards, policies and procedures applicable to football development grants;
- k) It defines the standards, policies and procedures regarding the operational costs of FABD;
- l) It defines the standards, policies and procedures regarding all other business- or finance-related matters of FABD;
- m) It approves the budget prepared by the Finance Committee to be submitted to the Congress for approval;
- n) It approves the accounts and annual audited financial statements, including the consolidated financial statements, drawn up by the General Secretary to be submitted to the Congress for approval;
- o) It approves the annual report to be submitted to the Congress for approval;
- p) It approves any proposals regarding amendments to the material structure of FABD's subsidiaries as well as regarding acquiring and selling holdings in companies;
- q) It decides on the place and dates of the final competitions of FABD tournaments and the number of teams taking part.

- s) It supports the full participation of women at all levels of football, including in governance and technical roles;
- t) It approves and issues FABD regulations.

**3.** The Council shall deal with all matters relating to FABD that do not fall within the sphere of responsibility of another body, in accordance with the FABD Statutes.

**4.** The Council shall not be responsible for matters of an executive nature. Such matters shall be dealt with by the FABD General Secretariat.

## **7 Meetings and decision-making**

**1.** The Council shall meet at least four times a year.

**2.** The President shall convene the meetings of the Council at least 14 days in advance by way of letter and/or email, stating the date, time and place of the meeting as well as the items of the agenda (the latter to be compiled by the President while considering possible proposals from the other Council members). Meetings may be held in person, by teleconference, by videoconference or by another means of communication. If a meeting cannot be convened within an appropriate period of time, decisions may be passed by other methods (e.g. circular resolution). The required documents to enable the members to prepare properly for the meeting shall be sent to the members at least seven days in advance by way of letter and/or email. If justified by special circumstances, additional and/or new documents may be distributed at the meeting.

**3.** If at least seven (7) members of the Council request a meeting, the President shall convene it according to par. 2 above.

**4.** The President, as the chairperson of the Council, shall conduct the meetings in accordance with the FABD Statutes and these regulations. He shall open and close the debates and give the floor to the Council members. If the President is unable to attend, the Deputy President or longest-serving Council shall conduct the meeting as deputy chairperson.

**5.** If a vote is needed on any matter, a majority of the valid votes cast is required for a decision to be adopted. Each member of the Council has one vote. As a rule, votes of the Council shall be conducted openly.

**6.** Decisions of the Council are signed by the President.

**7.** Council meetings are confidential.

**8.** The minutes of every meeting shall be recorded by the General Secretary, who attends the Council meetings ex officio and as the secretary of the meetings without voting rights. Should the General Secretary be unavailable, the Deputy Secretary General shall deputise. The minutes shall, as a general rule, be signed by the General Secretary.



## **8 Council members' duties**

- 1.** The members of the Council shall participate in the meetings in person. Attendance by teleconference, by videoconference or by another means of communication shall also constitute presence.
- 2.** Council members shall show mutual respect and protect the interests of FABD in their work. They shall read the agenda carefully as well as any documents sent to them before the meeting. They shall take an active part in the discussions.
- 3.** Council members shall adhere to all relevant FABD rules and regulations in their work on the committees, in particular to the FABD Statutes and the FABD Disciplinary & Ethics Code but also to any decisions issued by FABD.
- 4.** In particular, Council members shall always be aware of, and comply with, the provisions of Conflict of Interest and adjust their conduct as necessary (e.g. abstain from performing their duties, notify the President in cases of potential conflicts of interest).
- 6.** Every member of the Council undertakes, and accepts responsibility, to faithfully, loyally and independently act in the best interests of FABD and the promotion and development of football.

## PRESIDENT

### 9 Role, duties, powers and responsibilities

**1.** The President represents FABD generally (cf. art. 41 par. 1 of the FABD Statutes). He chairs the Congress and the Council, and coordinates the Council. The President's duties, powers and responsibilities are based on the applicable FABD Statutes and regulations, and on rulings and decisions applicable to the President passed by the appropriate FABD bodies (e.g. by the judicial bodies).

**2.** The President shall aim to ensure that FABD's statutory objectives, mission, strategic direction, policies and values are sustainably pursued and to foster a positive image of FABD. While performing his activities, the President shall be, and thus contribute to FABD being, a vanguard for promoting the following principles, rights and values in particular:

a) Integrity, ethics and fair play;

b) Human rights and humanitarian values;

c) Non-discrimination, gender equality, equal treatment in general, and the stance against racism;

d) Solidarity and mutual respect in football as well as in society in general;

e) Promoting friendly and peaceful relations within FABD as well as in society in general for humanitarian reasons.

**3.** The President shall be recorded as having joint powers of signature (with one other person) as required under the FABD Financial Manuals.

**4.** In accordance with, and subject to, art. 41 par. 2 of the FABD Statutes, the President has, in particular, the following specific duties:

a) He proposes the guidelines for FABD's overall strategy to the Council; he oversees, together with the Council, the implementation of the guidelines for FABD's overall strategy; he appraises the General Secretary's performance.

b) He prepares the business of the Council and the Congress.

c) He may propose the appointment or dismissal of the General Secretary.

**5.** The President may delegate certain duties, powers and responsibilities that have been assigned to him to the General Secretary or individual members of the Council. In such cases, the General Secretary or the individual members of the Council shall report to the President.

**6.** In accordance with art. 41 par. 6 of the FABD Statutes, if the President is permanently or temporarily prevented from performing his official function, the Deputy President shall assume the powers and responsibilities of the President until the next Congress. This Congress shall elect a new President, if necessary. If the Deputy President is prevented from assuming the powers and responsibilities of the President, the next longest serving Council in line shall assume the powers and responsibilities of the President.

## GENERAL SECRETARY

### 10 General Secretary

1. The General Secretary is the chief executive officer (CEO) of FABD. He chairs and heads the Management Board.
2. The General Secretary shall be as having joint powers of signature (with one other person) as required under the FABD Financial Manuals.
3. The General Secretary reports to the Council through the office of the President.
4. The General Secretary shall be employed by FABD on the basis of an employment agreement governed by private law. The employment contract of the General Secretary shall be signed on behalf of FABD by the President.
5. The organisation and structure of the General Secretariat shall be dealt with through directives issued by the General Secretary.

#### **6. Powers and responsibilities**

The duties, powers and responsibilities of the General Secretary are based in principle on the FABD Statutes and regulations applicable to the General Secretary, and on rulings and decisions applicable to the General Secretary passed by FABD bodies as well as on any applicable legal provisions. The General Secretary has the responsibility and authority to make decisions on all executive and administrative matters that do not, based on the FABD Statutes, these regulations or the regulations of other bodies, come under the remit of another body or person. He is authorised to issue implementing regulations, directives, policies, procedures, circular letters, manuals and similar documents as part of and within the framework of his duties and powers as set out in the FABD Statutes, the provisions of these regulations, and the regulations of other bodies.

More particularly, the main duties of the Secretary General are as follows:

- a) He manages the FABD General Secretariat and ensures that all of FABD's executive and administrative work is carried out smoothly, promptly and properly;
- b) He proposes targets for the various departments in accordance with FABD's overall strategy as determined by the Council;
- c) He approves the organisational structures in each department at the proposal of the respective director; he proposes the creation of new divisions to the Council;
- d) He implements, subject to other rulings stating the contrary, the rulings and decisions passed by the FABD bodies, in particular decisions passed by the Congress and the Council, under the supervision of the President and adhering to the relevant guidelines and directives;
- e) He prepares the administration and organisation of the Congress;
- f) He appoints and/or dismisses the directors of FABD; he approves proposals from the directors of the various departments regarding the appointment or revocation thereof of a deputy; he engages and dismisses personnel in the FABD General Secretariat;

- g) He appoints or removes one of the department directors as a deputy to the General Secretary;
- h) He decides, on behalf of FABD, on the signing powers of members of FABD bodies and employees for the purpose of concluding legal transactions and signing correspondence as an addition to these regulations;
- i) He issues guidelines and regulations for all FABD employees after consulting the management concerned; he proposes the salary structure (including bonuses) as well as FABD's social benefits to the President for approval;
- j) He issues guidelines concerning procurement;
- k) He proposes to the Council amendments to the material structure of FABD's subsidiaries as well as regarding acquiring and selling holdings in companies;
- l) He determines persons for representation in subsidiaries and companies in which FABD has a full or partial holding and proposes their withdrawal;
- m) He ensures that the provisions of art. 3 of the present regulations are also implemented in the consolidated subsidiaries of FABD to the extent permitted by applicable law;
- n) He designates specific persons for overall projects (overall project leaders) and submits the relevant project plans to the Council for approval;
- o) He is responsible for managing and keeping the accounts of FABD properly; he approves the guidelines proposed by the Finance Department; he is responsible for preparing the annual and quadrennial budgets; he is responsible for preparing the annual audited financial statements;
- p) He is responsible for asset and foreign exchange management;
- q) He is responsible for FABD's correspondence;
- r) He facilitates relations with the confederations and member associations;
- s) He is responsible for compiling the minutes for the meetings of the Congress, the Council, the standing committees and the ad-hoc committees.

**7.** The President may devolve the following range of duties upon the General Secretary:

- a) Reporting to the Congress and the Council;
- b) Preparing decisions to be passed by the Congress and the Council.

**8.** Moreover, the General Secretary has the following duties, powers and responsibilities with regard to compliance:

- a) He monitors compliance by FABD employees with the law and with all relevant FABD rules and regulations.
- b) He implements appropriate measures in cases of non-compliance, alleged corruption or other improper conduct by employees of FABD and to the extent permitted by applicable law – all

members of executive bodies and employees of FABD's consolidated subsidiaries who are not bound by the FABD Code of Ethics, except for the General Secretary himself.

c) He reports regularly (or, in cases of emergency, immediately) to the Audit and Compliance Committee on the findings of his compliance monitoring and on the cases reported and submitted to the General Secretary;

f) He reports annually to the President and to the Audit and Compliance Committee on his compliance-related activities.

**9.** The Secretary General may delegate duties to his deputy or to another Department director for a certain period and, in particular, delegate mandatory reporting and minutes-taking of the standing committee and ad-hoc committee meetings to his deputy or to the directors of the various departments or advisory departments.

**10.** The General Secretary shall consult with the President concerning major decisions in order to ensure that the overall strategy, as defined by the Council, is reflected in FABD's day-to-day business.

**11.** If the General Secretary intends to deviate from the principles and provisions contained in these Regulations while performing his duties, he must obtain approval from the Council prior to taking any relevant action.

## **11 Deputy General Secretary.**

**1.** The Deputy General Secretary deputises for the General Secretary if the latter is temporarily absent or incapacitated with regard to performing his duties. He further assumes the function of Acting General Secretary if the General Secretary resigns or becomes permanently incapacitated with regard to performing his functions during his term of office until a new General Secretary has been appointed in accordance with the FABD Statutes and these regulations.

**2.** The General Secretary may assign duties in certain areas to the Deputy General Secretary for a fixed period.

## STANDING COMMITTEES

### A. GENERAL RULES

#### 12 Scope

1. The provisions of this section refer to committees only. Notwithstanding this, they apply to the FABD Standing Committees as well as to their respective sub-committees (if applicable).
2. The provisions contained in the subsequent section (specific rules for individual committees) supersede any provisions of this section addressing the same matter(s).

#### 13 Powers and competences of the Council relating to standing committees

1. In addition to the duties set out in the FABD Statutes, the Council may delegate further duties to the committees at any time.
2. The Council may remove any member of a committee at any time, with the exception of the members of the Electoral Committee, who may only be dismissed by the Congress. Proposals to remove a particular committee member may, in particular, be submitted to the Council by the President. Reoccurring failure to attend committee meetings is especially regarded as a reason for relieving a member of his duties.

#### 14 Terms of office

1. The members of the Standing Committees are appointed for a term of office of four years. Reappointments are possible.
2. If a member of a committee resigns or becomes permanently incapacitated with regard to performing his functions during his term of office, or if he is relieved of his duties, the Council shall, at the earliest opportunity, appoint a replacement for the remaining term of office.

#### 15 Organisation

1. The committees may work with other committees to deal with specific problems.
2. If necessary, the committees may set up working groups to conduct specific tasks or examine specific issues. Such working groups may include experts who are not members of the committees. The results of such working groups should then be fed back to the respective committee.
3. The committees may call upon specialists at any time to address any urgent and/or special business in accordance with the applicable procurement guidelines. If such engagements incur expenses exceeding USD 120,000, they must be approved by the Council. The chairperson of the committee concerned shall make an appropriate request to the Council.
4. The committees may call upon staff from the General Secretariat to assist and support them in their work.

## 16 Compliance training

1. All chairpersons, deputy chairpersons and members of all committees shall complete initial compliance training within six months of assuming their positions.
2. All chairpersons, deputy chairpersons and members of all committees shall complete additional compliance training at least once every two years.

## 17 Meetings and decision-making

1. The committees shall meet whenever pending matters so require. The chairperson and the General Secretary shall draw up an annual plan to fix dates for meetings. Meetings may be held in person, by teleconference, by videoconference or by another means of communication. If a meeting cannot be convened within an appropriate period of time, decisions may be passed by other methods (e.g. circular resolution).
2. The chairperson shall draw up the agenda in conjunction with the General Secretary. Committee members may send written requests to the chairperson for items to be included in the agenda.
3. The agenda shall, as a general rule, include the following items:
  - a) Welcome from the President;
  - b) Welcome of new members by the President and the chairperson (if applicable);
  - c) Chairperson's remarks;
  - d) Roll call;
  - e) Approval of the agenda;
  - f) Approval of the minutes of the last meeting;
  - g) Agenda containing the items to be discussed and enclosures;
  - h) Any other business;
  - i) Next meeting.
4. The General Secretary shall sign the agenda. The agenda and any enclosures shall be sent to the committee members in good time before the meeting. The agenda may be altered if a majority of the committee members present agrees to such a proposal. Documents containing further information on the items to be discussed may be distributed to the committee members at any time.
5. The chairperson shall open and conduct the meetings. The chairperson shall open and close the debates and give the floor to the committee members. If the chairperson is unable to attend, the deputy chairperson shall conduct the meeting. If the latter is also unavailable, the committee shall choose a chairperson for that meeting from the members present.
6. If a vote is needed on any matter, a majority of the valid votes cast is required for the decision to be adopted. Each member of the committee has one vote. Votes are conducted openly. Voting by secret ballot is prohibited.
7. Decisions of the standing committees are signed by the General Secretary.



**8.** The General Secretary, or a representative of the General Secretariat duly appointed by the General Secretary, shall attend committee meetings in an administrative capacity without voting rights.

**9.** Committee meetings are confidential.

**10.** Minutes shall be recorded of every meeting.

## **18 Expenses**

Committee members' expenses shall be reimbursed in accordance with the applicable FABD Financial Regulations.

## **19 Relationship with the Council**

**1.** The respective chairpersons shall represent the committees in dealings with the Council and other FABD bodies or institutions.

**2.** The chairpersons of the committees shall regularly report to the Council on the committees' work, either orally or in writing.

## **20 Finance Committee**

### **1. Composition**

a) The Finance Committee shall consist of at least three members and not more than 12 members, all of whom must be qualified to deal with financial matters.

b) No fewer than half of the committee's members shall fulfil the independence criteria.

### **2. Powers and responsibilities**

The Finance Committee shall determine FABD's strategy regarding financial and asset management and advise the Council on these matters. In particular, the committee's main powers and responsibilities are as follows:

a) To prepare, in cooperation with the General Secretary, FABD's budget to be submitted to the Council for approval;

b) To analyse the accounts and financial statements drawn up by the General Secretary and to issue a recommendation to the Council as to whether or not to approve them;

c) To draft policies, rules and guidelines regarding FABD's overall strategy in financial and asset management matters and to submit them to the Council for approval;

d) To ensure that budgets submitted for approval support the growth and development of women's football;

e) To deal with any other matters relating to FABD's finances as appropriate, except for operational matters.

## 21 Players' Status Committee

### 1. Composition

In addition to the chairperson and the deputy chairperson, the Players' Status Committee shall, as a general rule, be composed as follows:

- a) Member association representatives: maximum of six members in total;
- b) Player representatives: maximum of six members in total;
- c) Club representatives: maximum of six members in total.

### 2. Powers and responsibilities

- a) The Players' Status Committee shall set up and monitor compliance with the Regulations on the Status and Transfer of Players and determine the status of players for various FABD competitions. Its jurisdiction is governed by the Regulations on the Status and Transfer of Players.
- b) The Players' Status Committee shall also be responsible for the work of the Dispute Resolution Chamber in accordance with the Regulations on the Status and Transfer of Players.

## 22 Referees Committee

### 1. Composition and structure

The Referees Committee shall be made up of two sub-committees: a Competitions Sub-Committee and a Refereeing Development Sub-Committee. The chairperson and the deputy chairperson of the Referees Committee shall be members of, and perform their respective functions in, both sub-committees. In addition to the chairperson and the deputy chairperson, the Competitions Sub-Committee and the Refereeing Development Sub-Committee shall each consist of an adequate number of members.

### 2. Powers and responsibilities

The Referees Committee shall implement and interpret the Laws of the Game and may propose amendments to the Laws of the Game to the Council. It shall appoint the referees and assistant referees for matches in competitions organised by FIFA and shall advise and assist the Council on all matters relating to refereeing, referees and assistant referees. More particularly, the committee's main duties are as follows:

- a) To implement the Laws of the Game and interpret their application;
- b) To approve the official translations of the Laws of the Game;
- c) To propose to the Council any amendments to the Laws of the Game to be submitted to The International Football Association Board (IFAB);
- d) To approve the wording of the Laws of the Game in official FABD publications;
- e) To compile a list of referees and assistant referees eligible to officiate in matches;

- f) To appoint referees and assistant referees for matches in competitions organised by FABD or for any other tournaments, whenever requested to do so;
- g) To establish standard refereeing methods and ensure uniform implementation of the Laws of the Game;
- h) To establish uniform criteria for the inspection of referees and assistant referees for use by every member association;
- i) To organise courses for referees, assistant referees and referee instructors;
- j) To draw up a list of instructors and speakers capable of conducting courses for referees;
- k) To prepare and produce teaching materials on refereeing and assistant refereeing;
- l) To ensure that each district member association has a properly constituted referees and assistant referees committee and that this committee functions properly;
- m) To monitor and supervise the compliance of district member associations with the Regulations on the Organisation of Refereeing;
- n) To deal with other matters relating to referees and assistant referees.

## 23 Audit and Compliance Committee

### 1. Composition

- a) The Audit and Compliance Committee shall consist of at least three members and not more than seven members, all of whom must not belong to any other FABD body.
- b) The committee members shall be knowledgeable and experienced in financial and/or regulatory and legal matters and may not be involved in any decision affecting the operations of FABD.
- c) In accordance with the present regulations, candidates for positions on the Audit and Compliance Committee shall be subject to eligibility checks carried out by the Electoral Committee. The committee's incumbent members shall be subject to periodical eligibility reviews carried out by the Electoral Committee. Such reviews shall be carried out at least prior to any re-election or extension of mandate.
- d) Candidates for any position on the Audit and Compliance Committee as well as the incumbent members of the committee shall fulfil the independence criteria defined.
- e) The committee's incumbent members shall be subject to periodical independence reviews. Such reviews shall be carried out at least prior to any re-election or extension of mandate.

### 2. Organisation

- a) The committee may work with other committees to deal with specific problems.

b) The committee shall establish a Compensation Sub-Committee, consisting of the chairperson of the Finance Committee, the chairperson of the Audit and Compliance Committee and a third member to be jointly appointed by the two chairpersons. This third member shall fulfil the independence criteria defined.

c) The committee may call upon specialists or set up additional sub-committees at any time to settle any special and/or urgent business.

d) The committee may call upon staff from the FABD General Secretariat to carry out its work. Furthermore, the committee may retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in carrying out its duties.

e) Unless the committee by resolution determines otherwise, any action required or permitted to be taken by the committee may be taken without a meeting of all members if all members consent thereto in writing, and the written consent is filed together with the committee meeting minutes.

### **3. Relationship with other FABD bodies and officials**

a) The chairperson shall represent the Audit and Compliance Committee in dealings with other FABD bodies and officials. If the chairperson is unable to represent the committee, the deputy chairperson shall deputise. If the latter is to be assumed by a member designated by the members of the committee.

b) The chairperson of the Audit and Compliance Committee shall periodically meet separately with the appropriate directors of FABD and the external auditors.

c) The chairperson of the committee shall annually report to the Congress and, on request by the Council, inform the President and the Council on the committee's work, either orally or in writing.

d) The committee may request the Council, to make amendments to the provisions of the present article.

### **4. Funding**

Appropriate funding from FABD shall be provided for payment of any outside counsel, experts or advisers to be engaged and for covering any ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties. The expenses of the committee members shall be reimbursed in accordance with the applicable FABD Expenses Regulations.

### **5. Meetings and decision-making**

a) The committee shall meet whenever pending matters so require. Meetings may be held in person, by teleconference, by videoconference or by another means of communication. If a meeting cannot be convened within an appropriate period of time, decisions may be passed by other methods (e.g. circular resolution).

b) The chairperson shall draw up the agenda. Members may send written requests to the chairperson for items to be included in the agenda.

c) The agenda shall, as a general rule, include the following items:

- Chairperson's remarks
- Roll call
- Approval of the agenda
- Approval of the minutes of the last meeting
- Agenda containing the items to be discussed and enclosures
- Any other business
- Next meeting

d) The agenda and any enclosures shall be sent to the members in good time before the meeting. The agenda may be altered if a majority of the members present agrees to such a proposal. Documents containing further information on the items to be discussed may be distributed to the members at any time.

e) The chairperson of the committee shall conduct the meetings. He shall open and close the debates and give the floor to the committee members. If he is unable to attend, the deputy chairperson shall deputise. If the latter is also unavailable, the committee shall choose a chairperson for that meeting from the members present.

f) If a vote is needed on any matter, a majority of the valid votes cast is required for the decision to be adopted. Each member of the committee has one vote. Votes are conducted openly. Voting by secret ballot is prohibited.

g) Decisions of the Audit and Compliance Committee are signed by the committee's chairperson.

h) Committee meetings are confidential.

i) Minutes shall be recorded of every meeting.

j) The committee shall review and approve the minutes, which shall be filed with the Secretary General for retention. Copies of such minutes shall be made available to the Council.

## **7. Powers and responsibilities of the Audit and Compliance Committee in general**

a) The Audit and Compliance Committee shall ensure the completeness and reliability of the financial accounting and review the financial statements, including the consolidated financial statements and the external auditors' report.

b) The committee shall furthermore advise, assist and oversee FABD's financial and compliance matters including, in particular, the distribution and flow of development-related funds, and suggest to the appropriate FABD bodies any action that it deems necessary as a result of such monitoring.

c) As part of performing its duties as set out above, the Audit and Compliance Committee may request any kind of relevant information from all bodies, units, officials and other individuals within FABD and shall be entitled to conduct or authorise reviews into any matters within the scope of its duties. Representatives of the committee may also take part, as observers, in all meetings and other activities of FABD bodies and units at any time. These powers are subject to applicable confidentiality obligations.

d) The Congress may delegate further duties to the Audit and Compliance Committee at any time.

**8. Powers and responsibilities of the Audit and Compliance Committee with regard to operational matters**

With regard to operational matters, the committee's main duties are as follows:

- a) To monitor the internal control environment;
- b) To annually review the effectiveness of risk assessment, risk management and the internal control system;
- c) To review reports and the effectiveness of the internal audit function;
- d) To deal with other matters relating to the monitoring of FABD's finances;
- e) To review the external auditors' reports in order to ensure that appropriate action is taken if shortcomings have been detected in internal controls or procedures;
- f) To review, at least annually, tax matters, including the status of income tax reserves and governmental tax audits and developments in this area.

**9. Powers and responsibilities of the Audit and Compliance Committee with regard to financial reporting matters**

With regard to financial reporting matters, the committee's main duties are as follows:

- a) To ensure the accuracy of the financial statements and other published financial information;
- b) To ensure compliance with the applicable accounting standards;
- c) To work with the external auditors in order to ensure that the audits of the annual financial statements, including the consolidated financial statements, are being carried out properly;
- d) To review major issues regarding accounting policies and financial statement presentations, including any significant changes or applications of accounting principles;
- e) To provide the Finance Committee and the Council with an opinion on the approval of the financial statements;
- f) To monitor and review related-party transactions at least annually;
- g) To review the reports of the yearly independent audits that the FABD are subject in pursuant to the FIFA Statutes & AFC Statutes.

**10. Powers and responsibilities of the Audit and Compliance Committee with regard to compliance matters**

With regard to compliance matters, the committee's main duties are as follows:

- a) To review the status of FABD's compliance with the law and FABD's rules and regulations relating to compliance;

- b) To monitor compliance with FABD policies regarding social responsibility, human rights, environmental protection and gender equality matters;
- c) To review FABD employees' compliance with the law and all relevant FABD rules and regulations;
- d) To review the processes and procedures relating to the General Secretary's monitoring of FABD employees' compliance with all relevant FABD rules and regulations;
- e) To review FABD's rules and regulations relating to compliance with regard to their effectiveness;
- f) To review and assess the external auditors' qualifications and independence;
- g) To take note of all non-audit-related services to be provided by the external auditors and any fees for such services. The chairperson of the committee may take note of any such services in advance of the committee's regular meetings;
- h) To issue guidelines regarding compliance matters;
- i) To make recommendations regarding any changes, amendments, and modifications to FABD's rules and regulations relating to compliance;
- j) To review any major legislative and regulatory developments that may have a significant impact on FABD;
- k) To handle cases of alleged non-compliance.

In order to fulfil its duties relating to compliance matters, the committee will obtain and review information and reports submitted by the General Secretary on a regular basis or on special request.

## 24 Judicial bodies

1. The composition, powers and responsibilities as well as the proceedings of the FABD judicial bodies (the Disciplinary & Ethics Committee and the Appeal Committee) are set forth in the FABD Statutes, the FABD Disciplinary & Ethics Code.
2. Appropriate funding from FABD shall be provided for payment of any outside counsel, experts or advisers to be engaged and for covering any ordinary administrative expenses of the judicial bodies that are necessary or appropriate in carrying out their duties. The expenses of the individual members of the judicial bodies shall be reimbursed in accordance with the applicable FABD Expenses Regulations.
3. According to the FABD Statutes, candidates for any positions as members of the judicial bodies shall be subject to eligibility checks in accordance with Annexe 1 of these regulations. The incumbent members of the judicial bodies shall, at least annually and prior to re-election or extension of the mandate, be subject to eligibility reviews.



**4.** Candidates for the offices of chairperson, deputy chairperson or member of the Disciplinary & Ethics Committee and of the Appeal Committee shall fulfil the independence criteria defined.

The incumbent chairpersons, deputy chairpersons and members of the Disciplinary & Ethics Committee and of the Appeal Committee shall, at least annually and prior to re-election or extension of the mandate, be subject to independence reviews.

## **25 Auditors**

**1.** The auditors of FABD shall be appointed by the Congress for a period of three years. This mandate may be renewed. Notwithstanding this, the person who manages the audit may exercise his mandate for a total duration of seven years at the most. Such person may only accept the same mandate again after an interruption of three years.

### III. FINAL PROVISIONS

#### 26 Official languages

The present regulations are issued in the two official languages of FABD: Bahasa Melayu and English. If there are any discrepancies in the interpretation of the different versions of these regulations, the English text is authoritative.

#### 27 Adoption and enforcement

These regulations, together with the annexes were approved by the FABD Council on 15 February 2022 and come into force immediately.

Bandar Seri Begawan, [15 February 2022]

For FABD



President  
Pengiran Matusin Matasan



General Secretary  
Mohammad Shahnon Mohd. Salleh

## ANNEXE 1 – ELIGIBILITY CHECKS

### 1 General provisions

1. The eligibility checks with regard to candidates for, and holders of, official positions within FABD that are subject to such checks shall be conducted by the appropriate body in accordance with the provisions of the present annexe. The appropriate body may, at its sole discretion, in the context of conducting such eligibility checks, call on external specialised professional resources.

2. Candidates for, and holders of, official positions subject to eligibility checks are obliged to comply with a screening and self-disclosure process as outlined below. Prior to the screening process, every candidate for, or holder of, the official position concerned shall give his written consent to said process. If such written consent is not provided, the eligibility check shall be deemed as not passed.

3. Candidates for, and holders of, official positions subject to eligibility checks are obliged to collaborate to establish the relevant facts. In particular, they shall comply, upon reasonable notice, with requests for any documents, information or any other material of any nature held by them. In addition, they shall comply with the procurement and provision of documents, information or any other material of any nature not held by them but which they are entitled to obtain. Non-compliance with such requests may lead to sanctions imposed by the appropriate FABD body.

4. In the context of carrying out eligibility checks, the relevant body in charge has a wide margin of appreciation in evaluating and weighing the information gathered with regard to specific individuals. Notwithstanding this, an eligibility check shall, in principle, be deemed as not passed if the individual concerned is found to have committed misconduct that has a direct material connection to the position he holds or is a candidate for.

5. Subject to the relevant provisions regarding disclosure and forwarding of the information and related data obtained in the context of eligibility checks in accordance with the present annexe, all such information and all related data must be treated as strictly confidential by the body conducting the eligibility checks concerned.

6. Incomplete or false information submitted in the context of eligibility checks is subject to sanctions by the appropriate body.

### 2 Screening process

#### 1. Identification check

At the beginning of the screening process, every individual subject to eligibility checks shall undergo an identification check ("ID check"). In this context, he must submit a copy of his current valid passport to the body in charge of performing the eligibility check. The ID check shall include verification/ identification of the following:

a) name;

b) address (place of residence);

c) country of residence;

d) date and place of birth;

e) nationality/nationalities.

## **2. Self-disclosure**

Every individual subject to an eligibility check shall be subject to a self-disclosure process, including completing the attached eligibility questionnaire (cf. art. 3 below).

## **3. Additional information**

The body in charge of performing the eligibility check may conduct independent research and/or investigations in order to obtain further relevant information on a particular individual, which may include information on intermediaries and related parties, mandates, potential conflicts of interest and significant participations as well as civil and criminal proceedings/investigations.

### 3 Eligibility questionnaire

First name(s):

Surname(s):

Date of birth:

Member association:

Nationality/nationalities:

Profession:

**1. Have you been previously convicted by a final decision of any intentional indictable offence or of any offence corresponding to a violation of the rules of conduct set out in FABD Code of Ethics?**

No ☐ Yes ☐

If yes, please specify:

**2. Has a sport governing body ever imposed any disciplinary or similar sanction or measure on you in the past for actions which amount to a violation of the rules of conduct set out in FABD Code of Ethics?**

No ☐ Yes ☐

If yes, please specify:

**3. Are you the subject of any pending civil, criminal or disciplinary proceedings or investigations?**

No ☐ Yes ☐

If yes, please specify:

**4. I am fully aware that I am subject to the provisions of the FABD Code of Ethics and to the provisions of the Statutes and other regulations of FABD that address integrity issues, and I fully comply with such provisions. In this respect, I have in particular taken due note of the fact that the FABD Code of Ethics also applies to conduct which occurred before it entered into force.**

**5.** I currently hold the following positions in football:

**6.** The following facts and circumstances may give rise to potential conflicts of interest regarding me:

**7.** Remarks and observations which may be of potential relevance in the present context:

**8.** I am fully aware and agree that this questionnaire is made available to the members of the appropriate FABD bodies.

**9.** I am fully aware and confirm that I must notify the body conducting the eligibility check of any relevant facts and circumstances arising after the eligibility check has been completed, and that failure to do so may be subject to sanctions by the appropriate body.

**10.** I am fully aware and confirm that I am obliged to collaborate to establish the relevant facts with regard to the eligibility check I am subject to. In particular, I will comply with requests for any documents, information or any other material of any nature held by me. In addition, I will comply with the procurement and provision of documents, information or any other material of any nature not held by me but which I am entitled to obtain. I am fully aware and confirm that non-compliance with such requests may lead to sanctions imposed by the appropriate body.

**11.** I am fully aware and confirm that the body conducting the eligibility check may also request information on possible sanctions (questions 1 and 2 above) directly from the other relevant agencies. In this regard, I hereby release the relevant institutions from any obligation of confidentiality relating to the information concerned.

**12.** I am fully aware and confirm that the body conducting the eligibility check may collect further information on me in accordance with to the FABD Internal Regulations.

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(Place and date)

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(Signature)

FOOTBALL ASSOCIATION *of*  
**BRUNEI DARUSSALAM**