



AFC Organisation Regulations

Edition 2023





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DEFINITIONS

In interpreting these Regulations, all terms defined within the Definitions section of the most recently adopted AFC Statutes and all terms whose meaning can be derived within the context of the AFC Statutes shall have the same meaning within these AFC Organisation Regulations.

For the purposes of these Regulations, and provided the context so permits:

- (a) the singular shall include the plural and vice-versa;
- (b) the feminine gender shall include the masculine and vice-versa;
- (c) reference to natural persons shall include any legal person or corporation; and
- (d) all defined terms unless otherwise stated herein shall bear the same meaning as ascribed in the AFC Statutes, unless the context indicates otherwise.

1. OBJECTIVE

- 1.1. The objective of these Regulations is to complement the AFC Statutes with regard to the organisation of the AFC.
- 1.2. An overview of the organisational structure of the AFC is provided in the organisation chart set out in Appendix 1 of these Regulations.

2. SCOPE

- 2.1. These Regulations shall apply to and regulate:
 - 2.1.1. the duties, powers and responsibilities of the AFC bodies and members of AFC bodies (cf. Article 19 of the AFC Statutes) with the exception of the AFC Congress;
 - 2.1.2. the duties, powers and responsibilities of the AFC President, AFC General Secretary, and AFC General Secretariat; and
 - 2.1.3. the establishment of authorisations to represent the AFC legally and limits of financial authority.
- 2.2. These Regulations do not define the organisation of the AFC judicial bodies which are set out in the AFC Disciplinary and Ethics Code and the Procedural Rules Governing the AFC Entry Control Body.

3. GENERAL POWERS

- 3.1. The AFC Executive Committee is authorised to approve regulations as part of its range of duties and powers subject to the AFC Statutes and the provisions of these Regulations. The Standing Committees may propose amendments to these Regulations related to their respective Committee.
- 3.2. The AFC President, the Standing Committees and the AFC General Secretary are authorised to issue implementing directives, circular letters, manuals and similar documents as part of their range of duties and powers subject to the AFC Statutes and the provisions of these Regulations.

4. GENERAL CONDUCT OF MEMBERS

- 4.1. During their work and as part of their functions, members of AFC bodies shall do everything possible that is conducive to fulfilling the AFC's objectives (cf. Article 2 of the AFC Statutes) and refrain from any action that could be detrimental to those objectives.
- 4.2. They shall understand and comply with all applicable laws and regulations and the AFC's regulatory framework, such as those contained within these Regulations, the AFC Code of Conduct, the AFC Disciplinary and Ethics Code, the AFC Electoral Code, any AFC media policies, as well as all applicable FIFA regulations.

5. AFC PRESIDENT

- 5.1. The duties, powers and responsibilities of the AFC President are set out in Article 37 of the AFC Statutes.
- 5.2. In addition, the AFC President has the following specific duties:
 - 5.2.1. proposing the appointment of the members of the Standing Committees and the trustees of the AFC Dream Asia Foundation to the AFC Executive Committee;
 - 5.2.2. proposing the guidelines for AFC's overall strategy, including marketing strategy guidelines, to the AFC Executive Committee;
 - 5.2.3. implementing the guidelines for AFC's overall strategy, including marketing strategy guidelines set by the AFC Executive Committee;
 - 5.2.4. approving the targets of the divisions at the proposal of the AFC General Secretary;
 - 5.2.5. approving the creation of a new division or the change of a division at the proposal of the AFC General Secretary;
 - 5.2.6. appraising the AFC General Secretary's performance;
 - 5.2.7. approving any action proposed by the AFC General Secretary for appraising and supporting the performances of the division directors;
 - 5.2.8. preparing the business, rulings and decisions of the AFC Executive Committee and the AFC Congress, subject to the AFC General Secretary's duties in accordance with Article 40.4 of the AFC Statutes;

- 5.2.9. producing a report not less than once a year for the AFC Executive Committee and the AFC Congress;
 - 5.2.10. approving the appointment and dismissal of any directors proposed by the AFC General Secretary;
 - 5.2.11. engaging and terminating the employment of the AFC Deputy General Secretary(ies) at the proposal of the AFC General Secretary;
 - 5.2.12. engaging and terminating the employment of the members of the Executive Office of the AFC President; and
 - 5.2.13. approving salary structures (including bonuses) and social benefits proposed by the AFC General Secretary.
- 5.3. The AFC President leads the Executive Office of the AFC President, which is responsible for carrying out administrative work and any other tasks designated by the AFC President.
 - 5.4. Pursuant to Article 37.1 of the AFC Statutes, the AFC President represents the AFC generally and is entitled to sign for the AFC in accordance with the AFC Statutes and the AFC Directive Governing the Level of Authority and Signatory Rights for Contracts. The AFC President is an authorised financial officer of the AFC.
 - 5.5. The AFC President is recorded in the Registry of Societies of Malaysia pursuant to the Societies Act 1966 of the Laws of Malaysia.
 - 5.6. The AFC President may delegate certain duties, powers and responsibilities that have been assigned to him to the AFC General Secretary or individual members of the AFC Executive Committee. In such cases, the AFC General Secretary or the individual members of the AFC Executive Committee shall report to the AFC President.

6. MEMBERS OF THE AFC EXECUTIVE COMMITTEE

- 6.1. The duties, powers, and responsibilities of the AFC Executive Committee are set out in Article 33 of the AFC Statutes and these Regulations.
- 6.2. Unless explicitly mentioned within these Regulations or the AFC Statutes, members of the AFC Executive Committee:
 - 6.2.1. are not authorised to legally bind the AFC; and
 - 6.2.2. are not authorised financial officers of the AFC.

7. AUTHORISED SIGNATORIES AND AUTHORITY LIMITS

Authorised signatories entitled to legally bind the AFC are set out in the AFC Directive Governing the Level of Authority and Signatory Rights for Contracts.

8. AFC EXECUTIVE COMMITTEE AND AFC EMERGENCY COMMITTEE

Duties, Powers and Responsibilities – AFC Executive Committee

- 8.1. The AFC Executive Committee is the executive body of the AFC. The duties, powers and responsibilities of the AFC Executive Committee are set out in Article 33 of the AFC Statutes.
- 8.2. Unless otherwise stated in the AFC Statutes, the AFC Executive Committee has full authority governing executive matters of the AFC.
- 8.3. Pursuant to Article 33.4 of the AFC Statutes, the AFC Executive Committee may delegate certain tasks arising out of its areas of authority to the AFC President, other bodies of the AFC or third parties.

Meetings – AFC Executive Committee

- 8.4. Pursuant to Article 34 of the AFC Statutes:
 - 8.4.1. The AFC Executive Committee shall meet at least two (2) times a year; and
 - 8.4.2. The AFC President shall convene the AFC Executive Committee meetings. If fifty per cent (50%) of the AFC Executive Committee members request a meeting or if the AFC President deems it necessary, the AFC President shall convene it within twenty-one (21) days.
- 8.5. Without prejudice to Article 8.17 of these Regulations, as a general rule, meetings of the AFC Executive Committee will be conducted in person. However, with the approval of the AFC President, meetings may be held by teleconference, by videoconference or by another means of communication. The convocation of AFC Executive Committee meetings must be sent to the members by way of letter and/or e-mail at least eight (8) weeks in advance of the meeting, except when an AFC Executive Committee meeting is requested as stated in Article 8.4.2 above. This information shall include the proposed date, time and, as applicable, the location of and/or means of conducting the meeting. Where an in-person meeting is to be conducted, any member of the AFC Executive Committee may, in exceptional cases and with the approval of

the AFC President, attend such meeting by teleconference, videoconference or by another means of communication. Attendance by teleconference, by videoconference or by another means of communication shall constitute presence in this context.

- 8.6. The AFC President shall compile the agenda. The agenda shall include the required documents to enable the members to prepare properly and make informed decisions.
- 8.7. Each member of the AFC Executive Committee is entitled to propose items for inclusion in the agenda. The members of the AFC Executive Committee must submit the points they wish to be included in the agenda for the meeting to the AFC General Secretariat at least six (6) weeks before the meeting. The agenda must be sent out to the members of the AFC Executive Committee at least four (4) weeks before the meeting. Documents containing further information on the items to be discussed may be distributed to the members in good time before the meeting.
- 8.8. The AFC President as Chairperson of the AFC Executive Committee shall conduct all meetings in accordance with the AFC Statutes and these Regulations. The AFC President shall open and close the debates and give the floor to the members as appropriate. If the AFC President is unable to attend, the Senior Vice President shall chair the meeting.
- 8.9. Subject to any duties expressly set out in these Regulations, the AFC General Secretary shall take part in the meetings of the AFC Executive Committee in a consultative role.
- 8.10. Meetings shall be confidential and are not open to the public. The AFC Executive Committee may, however, invite third parties to attend meetings if it deems necessary upon proposal of the AFC President. A simple majority of the AFC Executive Committee must approve the invitation of third parties. Those third parties shall not have voting rights and may only express an opinion with the permission of the AFC Executive Committee.
- 8.11. Any member of the AFC Executive Committee who is absent without a properly accepted apology by the AFC Executive Committee for three (3) consecutive meetings or any five (5) meetings during their term shall be provisionally suspended from the AFC Executive Committee. A decision shall then be made by the AFC Congress, at the next AFC Congress, which shall be final. Before voting on such a matter, the member of the AFC Executive Committee concerned shall be given the opportunity to explain him or herself in person or in writing.

Decisions – AFC Executive Committee

- 8.12. The quorum for a meeting of the AFC Executive Committee shall be a simple majority of its members.
- 8.13. The AFC Executive Committee shall reach decisions by a simple majority of the votes cast by the members present. In the event of a tied vote, the AFC President shall have the casting vote. Voting by proxy or letter is not permitted. Voting shall be conducted openly. Where a meeting is conducted by teleconference, videoconference or by another means of communication, voting shall be conducted by calling the roll in English alphabetical order.
- 8.14. Members of the AFC Executive Committee must decline to participate in any discussion and/or debate concerning any matter, and immediately leave the meeting room, where there are grounds for questioning their impartiality and/or there is a possibility of any conflict of interest arising. This shall in any event apply if the relevant matter concerns a member's Member Association or Regional Association (as applicable).
- 8.15. The decisions made shall be recorded in the minutes. Minutes of every meeting shall be recorded by the AFC General Secretary as the secretary of the meeting. The minutes shall be signed by the AFC President and the AFC General Secretary.
- 8.16. The decisions made by the AFC Executive Committee shall come into effect immediately, unless the AFC Executive Committee decides otherwise.
- 8.17. If the circumstances so require, the AFC Executive Committee may deliberate and take decisions in writing by correspondence (including by email, facsimile or other form of electronic communication) using the applicable form. In such a case, the written resolution, signed by a majority of the AFC Executive Committee members entitled to take a decision, shall be as valid and effectual as if it had been passed at a meeting of the AFC Executive Committee duly convened and held. All such written resolutions shall be filed with the minutes of the subsequent meeting of the AFC Executive Committee. For the avoidance of doubt, spoiled or blank voting forms or any other forms of abstentions are disregarded in calculating the majority.

Duties, Powers and Responsibilities – AFC Emergency Committee

- 8.18. The AFC Emergency Committee shall have the duties, powers and responsibilities of the AFC Executive Committee between two meetings of the latter as provided by Article 36 of the AFC Statutes.

- 8.19. Pursuant to Article 36.4 of the AFC Statutes, decisions of the AFC Emergency Committee shall have immediate effect. The AFC President shall notify the AFC Executive Committee immediately of the decisions passed by the AFC Emergency Committee.

Meetings – AFC Emergency Committee

- 8.20. Pursuant to Article 36.3 of the AFC Statutes, the AFC President shall convene the meetings of the AFC Emergency Committee.
- 8.21. Without prejudice to Article 8.28 of these Regulations, as a general rule, meetings of the AFC Emergency Committee will be conducted in person. However, with the approval of the AFC President, meetings may be held by teleconference, by videoconference or by another means of communication. The convocation of such meetings must be informed to the members at least three (3) days in advance of the meeting. This information shall include the proposed date, time and, as applicable, the location of and/or means of conducting the meeting. Where an in-person meeting is to be conducted, any member of the AFC Emergency Committee may, in exceptional circumstances and with the approval of the AFC President, attend such meeting by teleconference, videoconference or by another means of communication. Attendance by teleconference, by videoconference or by another means of communication shall constitute presence in this context.
- 8.22. The AFC President shall set the agenda for the meeting of the AFC Emergency Committee. No other items may be discussed.
- 8.23. If the AFC President is unable to attend a meeting, the Senior Vice President shall deputise.
- 8.24. The AFC President is entitled to designate a deputy for any member who is unable to attend or has a conflict of interest. The deputy shall belong to the AFC Executive Committee and the same zone as the member who is unable to attend or has a conflict of interest.
- 8.25. Subject to any duties expressly set out in these Regulations, the AFC General Secretary shall take part in the meetings of the AFC Emergency Committee in a consultative role.
- 8.26. Meetings shall be confidential. Minutes of every meeting shall be recorded by the AFC General Secretary, as the secretary of the meeting. The minutes shall be signed by the AFC President and the AFC General Secretary.

8.27. The AFC President as Chairperson of the AFC Emergency Committee shall conduct all meetings in accordance with the AFC Statutes and these Regulations. The AFC President shall open and close the debates and give the floor to the members as appropriate.

Decisions – AFC Emergency Committee

8.28. Articles 8.13, 8.14, 8.16 and 8.17 of these Regulations also apply to the decision-making ability of the AFC Emergency Committee.

Expenses

8.29. Expenses of members of the AFC Executive Committee and AFC Emergency Committee shall be reimbursed in accordance with the AFC Service Level Policy.

General

8.30. Members of the AFC Executive Committee and AFC Emergency Committee must not disclose (except to the AFC) and are bound to treat any information received in the course of their AFC activities and/or duties as strictly confidential before, during and after their appointment.

8.31. Documents and other information must be kept carefully and, if requested by the AFC General Secretariat, shall be returned by the member(s) concerned on completion of their term of office.

8.32. Members of the AFC Executive Committee and AFC Emergency Committee shall show mutual respect and protect the interests of the AFC in the course of their AFC activities.

8.33. Prior to any meeting, members of the AFC Executive Committee and AFC Emergency Committee shall ensure to read the agenda and any other documents sent to them carefully. Members shall take an active part in the discussions at meetings.

9. STANDING COMMITTEES AND AD-HOC COMMITTEES

9.1. Pursuant to Article 41.1 of the AFC Statutes, the following are the Standing Committees of the AFC:

9.1.1. Finance Committee;

9.1.2. Competitions Committee;

- 9.1.3. Technical Committee;
 - 9.1.4. Referees Committee;
 - 9.1.5. Women's Football Committee;
 - 9.1.6. Futsal and Beach Soccer Committee;
 - 9.1.7. Social Responsibility Committee;
 - 9.1.8. Legal Committee;
 - 9.1.9. Medical Committee;
 - 9.1.10. Marketing Committee;
 - 9.1.11. Development Committee;
 - 9.1.12. Media and Communications Committee;
 - 9.1.13. Associations Committee;
 - 9.1.14. Audit and Compliance Committee;
 - 9.1.15. Organising Committee for AFC Asian Cup; and
 - 9.1.16. Professional Football Committee.
- 9.2. The AFC Executive Committee may create Ad-Hoc Committees or task forces for special duties and for a limited period of time in accordance with Article 33.2(h) of the AFC Statutes.
- 9.3. The matters contained within this section shall, unless otherwise stated, apply to all Standing Committees, Ad-Hoc Committees and task forces.
- 9.4. Special rules relating solely to the Audit and Compliance Committee are contained in Article 11 of these Regulations.

Function

- 9.5. The Standing Committees, Ad-Hoc Committees and task forces shall advise and assist the AFC Executive Committee in fulfilling its duties. They shall have an advisory function, unless these or any other regulations adopted by the AFC Executive Committee, or any decision of the AFC Executive Committee, grants relevant committee or task force decision-making powers.

Relationship with the AFC Executive Committee

- 9.6. The AFC Executive Committee may delegate further duties to the Standing Committees, Ad-Hoc Committees and task forces at any time, in addition to the duties set out in the AFC Statutes and/or these Regulations.
- 9.7. The Chairpersons of the Standing Committees, Ad-Hoc Committees and task forces shall regularly report to the AFC Executive Committee in writing on their respective committee or task force's activities.
- 9.8. Pursuant to Article 41.8 of the AFC Statutes, the Standing Committees may request the AFC Executive Committee to make amendments to those parts of these Regulations which directly relate to their function and operations.

Composition

- 9.9. The following rules, consistent with Article 41 of the AFC Statutes, shall apply to the Standing Committees:
 - 9.9.1. Subject to Articles 9.53 and 11.1 of these Regulations and Article 41.4 of the AFC Statutes, the Chairperson shall be a member of the AFC Executive Committee;
 - 9.9.2. the members of each Standing Committee shall be appointed by the AFC Executive Committee on the proposal of the Member Associations or the AFC President;
 - 9.9.3. proposals by the Member Associations shall be made in writing to the AFC President. The AFC General Secretariat shall set an appropriate deadline for the submission of proposals;
 - 9.9.4. the AFC Executive Committee shall appoint the members for a term of office of four (4) years; and
 - 9.9.5. members may be reappointed or relieved of their duties at any time.
- 9.10. The AFC Executive Committee may define the composition of Ad-Hoc Committees and task forces in each case. Articles 9.9.1 and 9.9.4 of these Regulations shall not, unless otherwise decided by the AFC Executive Committee, apply to Ad-Hoc Committees and task forces.

Removal from office and replacement

- 9.11. If a seat on a Standing Committee, Ad-Hoc Committee or task force becomes vacant for any reason, the AFC Executive Committee may appoint a replacement for the remaining period of the term of office.

- 9.12. A member of a Standing Committee, Ad-Hoc Committee or task force may be removed from office and, if need be, replaced for the remaining period of the term of office by the AFC Executive Committee, in, without limitation, the following scenarios:
- 9.12.1. on a well-founded request from the Member Association concerned (e.g., when the member can no longer be considered as an official of their Member Association because they no longer hold an active office within the Member Association);
 - 9.12.2. where the member is deemed by the AFC Executive Committee to have committed a gross dereliction of duty or an act of improper conduct, in which case the case may be referred to the AFC Disciplinary and Ethics Committee;
 - 9.12.3. any member who is absent for three (3) consecutive meetings or any five (5) meetings during their term without a properly accepted apology is automatically suspended. A decision shall then be made by the AFC Executive Committee whether or not to dismiss the member, which shall be final.

Organisation

- 9.13. A Standing Committee may work with other Standing Committees to deal with special matters.
- 9.14. A Standing Committee may set up a sub-committee at any time to settle any urgent business.
- 9.15. Any sub-committee may not have members appointed or undertake its function until approval from the AFC Executive Committee has been received. Any sub-committee shall report primarily to the Standing Committee which sought for it to be created.
- 9.16. The Standing Committees, Ad-Hoc Committees and task forces may call upon staff from the AFC General Secretariat to support them in carrying out their activities.
- 9.17. Standing Committees, Ad-Hoc Committees and task forces may be supported in their activities by expert individual(s) or a panel of experts. In this regard, the Standing Committee, Ad-Hoc Committee or task force may delegate certain tasks or responsibilities to such expert individual(s) or panel of experts. Such delegation shall be duly documented.
- 9.18. The Chairpersons shall represent the Standing Committees in dealings with the AFC Executive Committee.

Meetings

- 9.19. The Standing Committees, Ad-Hoc Committees and task forces shall meet whenever pending matters so require. The dates of meetings of each Standing Committee, Ad-Hoc Committees and task forces shall be fixed by the General Secretariat in consultation with the relevant Chairperson. Without prejudice to Article 9.31 of these Regulations, as a general rule, meetings of the Standing Committees, Ad-Hoc Committees and task forces will be conducted in person at the AFC headquarters in Kuala Lumpur, Malaysia or at a venue linked to an AFC or FIFA event. However, with the approval of the relevant Chairperson, meetings may be held by teleconference, by videoconference or by another means of communication. Where an in-person meeting is to be conducted, any member of a Standing Committee, Ad-Hoc Committee or task force may, in exceptional circumstances and with the approval of the relevant Chairperson and the AFC General Secretary, attend a meeting by teleconference, videoconference or by another means of communication. Attendance by teleconference, by videoconference or by another means of communication shall constitute presence in this context.
- 9.20. The Chairperson shall draw up the agenda in conjunction with the AFC General Secretary. Members may send written requests to the Chairperson for items to be included in the agenda at least six (6) weeks before the meeting.
- 9.21. The agenda shall, as a general rule, include the following items:
- 9.21.1. Roll Call;
 - 9.21.2. Welcome from the AFC President (if applicable);
 - 9.21.3. Welcome of new members by the AFC President (if applicable);
 - 9.21.4. Welcome from the Chairperson;
 - 9.21.5. Minutes of the Previous Meeting;
 - 9.21.6. Matters for General Information;
 - 9.21.7. Activity Reports;
 - 9.21.8. Matters for Discussion and Decision; and,
 - 9.21.9. Related/Other Matters.

- 9.22. The AFC General Secretary shall sign the agenda. The agenda and any enclosures shall be sent to the members four (4) weeks before the meeting. The agenda may be altered if a majority of the members present agrees to such a proposal. The time limit contained in this Article shall not apply to any Ad-Hoc Committee or task force.
- 9.23. Documents containing further information on the items to be discussed may be distributed to the members in good time before the meeting.
- 9.24. The AFC General Secretary shall open the meeting and then give the floor to the AFC President or to the Chairperson of the committee. The Chairperson shall conduct the meeting. The Chairperson shall open and close the debates and give the floor to the members. If the Chairperson is unable to attend, a Deputy Chairperson shall conduct the meeting. If no Deputy Chairperson is available to carry out their duties, the longest-serving member shall act as the Chairperson.
- 9.25. The quorum for meetings shall be not less than half (1/2) of the members of the committee or task force. Decisions made are only valid if half or more of all voting members of the relevant committee or task force are present.
- 9.26. Without prejudice to Article 9.31, if a vote is needed on any matter, a simple majority of the valid votes cast is required for the decision to be adopted. Each member of the relevant committee or task force has one (1) vote. If votes are equal, the Chairperson has a casting vote. Votes are conducted openly. Voting is by a show of hands and voting by secret ballot is prohibited. Voting by proxy or letter is not permitted. Where a meeting is conducted by teleconference, videoconference or by another means of communication, voting shall be conducted by calling the roll in English alphabetical order.
- 9.27. Any meeting conducted shall always be attended by a member of the AFC General Secretariat.
- 9.28. Meetings are confidential and are not open to public. The Chairperson may, however, invite third parties to attend meetings if they deem it necessary on account of the agenda. A simple majority of the relevant Standing Committee, Ad-Hoc Committee or task force must approve the invitation of third parties. Those third parties shall not have voting rights and may only express an opinion with the permission of the relevant Standing Committee, Ad-Hoc Committee or task force.
- 9.29. Minutes shall be recorded for every meeting. The minutes shall be signed by the Chairperson and the AFC General Secretary.

- 9.30. The frequency of meetings is determined by the Chairperson according to the needs and the urgency of matters to be dealt with. Except for Ad-Hoc Committees and task forces, each Standing Committee must hold at least one (1) meeting per year.
- 9.31. The procedure for taking action without a meeting set out in Article 8.17 of these Regulations shall also apply to Standing Committees, Ad-Hoc Committees and task forces.

Chairperson's duties

- 9.32. The Chairperson of each Standing Committee, Ad-Hoc Committee or task force shall:
- 9.32.1. oversee all preparations for a meeting of the committee to be carried out by the AFC General Secretariat;
 - 9.32.2. chair meetings of the committee or task force;
 - 9.32.3. lead the discussion and ensure the smooth operation of the meeting;
 - 9.32.4. exercise the casting vote in the event of a tie;
 - 9.32.5. approve the action list;
 - 9.32.6. lead any media conferences; and
 - 9.32.7. inform the members about any special matters.
- 9.33. The Chairperson coordinates requests to take the floor. The Chairperson can limit the amount of time given to speakers or take other measures to ensure the smooth operation of a meeting.
- 9.34. If the Chairperson cannot carry out any duties (e.g., as a result of being unable to attend or due to a conflict of interest), he shall appoint a Deputy Chairperson to replace him.
- 9.35. If no Deputy Chairperson is available to carry out their duties, the longest-serving member shall act as the Chairperson or, in the case of a task force, a member designated by the Chairperson.

Members' duties

- 9.36. Members shall take part in meetings personally with the exception of personal interpreters who may attend in the translation booth. They are not permitted to send a replacement or vote by proxy.

- 9.37. Members shall show mutual respect and protect the interests of the AFC in their work on the committees or task forces. They shall read the agenda carefully and any documents sent to them before the meeting. They shall take an active part in the discussions.
- 9.38. If any member is directly or indirectly involved in a matter, either personally or on account of interests that they represent (e.g., matters involving their Member Association), they shall abstain from voting or taking part in any deliberations. The Chairperson shall request the member to leave the meeting room. Any such involvement shall be made known to the Chairperson before the start of the meeting.

Confidentiality

- 9.39. Members must not disclose (except to the AFC) and are bound to treat any information received in the course of their AFC activities and/or duties as strictly confidential before, during and after their appointment.
- 9.40. Documents and other information must be kept carefully and, if requested by the AFC General Secretariat, shall be returned by the member(s) concerned on completion of their term of office.

Expenses

- 9.41. Expenses of members of the Standing Committees, Ad-Hoc Committees and task forces shall be reimbursed in accordance with the AFC Service Level Policy.

Terms of reference

Finance Committee

- 9.42. The Finance Committee shall advise and assist the AFC Executive Committee on financial matters, including by, without limitation:
- 9.42.1. reviewing and advising on financial policy matters, and when necessary making recommendations to the AFC Executive Committee regarding such matters;
 - 9.42.2. reviewing and approving the budget and financial statements as prepared by the AFC General Secretary for submission to the AFC Executive Committee;
 - 9.42.3. presenting the final budget and audited financial statements to the AFC Executive Committee for its approval;

- 9.42.4. reviewing the strategic financial performance of the AFC and the financial obligations of the AFC, and providing advice in connection with the same; and
 - 9.42.5. overseeing the review and adoption of relevant financial, accounting and tax regulatory guidelines, as well as the AFC's adherence to the principles of good governance in a financial context.
- 9.43. The Finance Committee shall cooperate in its duties with the Audit and Compliance Committee and with the independent external auditors. A joint meeting of the Finance Committee and the Audit and Compliance Committee will be held annually to approve the audited financial statements for submission to the AFC Executive Committee.

Competitions Committee

- 9.44. Subject to Article 9.45 of these Regulations, the Competitions Committee shall advise and assist the AFC Executive Committee on matters relating to the AFC's club and national team men's football competitions (with the exception of the AFC Asian Cup), including by, without limitation:
- 9.44.1. discussing strategies and policies relating to these competitions (including topics relating to the format of such competitions) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.44.2. subject to Article 74 of the AFC Statutes, assisting in the process of selecting the host(s) of such competitions and making recommendations in this regard;
 - 9.44.3. working collectively and collaboratively to ensure the development of Asian football through well organised competitions, with particular regard to the objectives of the AFC as set out in Article 2 of the AFC Statutes;
 - 9.44.4. recommending policies, standards and guidelines related to various aspects of such competitions; and
 - 9.44.5. approving the regulations which govern such competitions and making recommendations to the AFC Executive Committee in this regard.
- 9.45. Notwithstanding the terms of reference of the Women's Football Committee and the Futsal and Beach Soccer Committee (as set out in Articles 9.48 and 9.49 of these Regulations respectively), the Competitions Committee shall have responsibility for matters that generally apply to football, futsal and/or beach soccer competitions. For such matters, the Competitions Committee

shall be competent to act without recourse to the Women's Football Committee and/or the Futsal and Beach Soccer Committee.

Technical Committee

- 9.46. The Technical Committee shall advise and assist the AFC Executive Committee on technical matters relating to football, including by, without limitation:
- 9.46.1. discussing technical matters (including the continuing educational aspects of the game of football, matters relating to football pitches and initiatives aimed at promoting a healthy environment in football) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.46.2. monitoring the AFC's technical and football assistance/exchange programmes and other related activities taking place within the Member Associations and Regional Associations;
 - 9.46.3. monitoring the development and implementation of the AFC's technical strategies and plans;
 - 9.46.4. assisting the flow of information regarding the AFC's training, education and technical reports and activities throughout the Member Associations and Regional Associations;
 - 9.46.5. monitoring the development and implementation of the AFC Coaching Convention;
 - 9.46.6. monitoring and assisting the activities of the AFC Coach Education Panel, AFC Youth Panel and AFC Grassroots Panel, and acknowledging the proposals and recommendations made by such panels;
 - 9.46.7. overseeing grassroots and player development, in particular the AFC Grassroots Charter and the AFC Elite Youth Scheme; and
 - 9.46.8. assisting with the technical development of women's football in Asia.

Referees Committee

- 9.47. The Referees Committee shall advise and assist the AFC Executive Committee on refereeing matters, including by, without limitation:
- 9.47.1. discussing refereeing matters (including topics related to video assistant referees and other technology linked to refereeing) and making recommendations to the AFC Executive Committee regarding such matters;

- 9.47.2. ensuring the correct application of the Laws of the Game and proposing amendments to the Laws of the Game to the AFC Executive Committee for its onward recommendation to FIFA and the International Football Association Board (IFAB);
- 9.47.3. approving the appointment of all match officials and video assistant referees (where appropriate) for football, futsal and beach soccer matches in competitions organised by the AFC;
- 9.47.4. approving the panel of AFC referees for football, futsal, and beach soccer matches on an annual basis;
- 9.47.5. assisting in the evaluation and ranking of AFC referees and other match officials; and
- 9.47.6. monitoring the development and implementation of the AFC's refereeing strategies and related activities taking place within the Member Associations and Regional Associations.

Women's Football Committee

- 9.48. The Women's Football Committee shall advise and assist the AFC Executive Committee on matters relating to women's football, including by, without limitation:
 - 9.48.1. discussing strategies and policies relating to women's football and the AFC's women's football competitions (including topics relating to the format of such competitions) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.48.2. subject to Article 74 of the AFC Statutes, assisting in the process of selecting the host(s) of the AFC's women's football competitions and making recommendations in this regard;
 - 9.48.3. working collectively and collaboratively to ensure the development of women's football in Asia through well organised women's football competitions, with particular regard to the objectives of the AFC as set out in Article 2 of the AFC Statutes;
 - 9.48.4. making recommendations with regard to, and monitoring the implementation of, the AFC's women's football development strategies and programmes in Asia; and
 - 9.48.5. approving the regulations which govern the AFC's women's football competitions and making recommendations to the AFC Executive Committee in this regard.

Futsal and Beach Soccer Committee

- 9.49. The Futsal and Beach Soccer Committee shall advise and assist the AFC Executive Committee on matters relating to futsal and beach soccer, including by, without limitation:
- 9.49.1. discussing strategies and policies relating to futsal and beach soccer and the AFC's futsal and beach soccer competitions (including topics relating to the format of such competitions) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.49.2. subject to Article 74 of the AFC Statutes, assisting in the process of selecting the host(s) of the AFC's futsal and beach soccer competitions and making recommendations in this regard;
 - 9.49.3. working collectively and collaboratively to ensure the development of futsal and beach soccer in Asia through well organised futsal and beach soccer competitions, with particular regard to the objectives of the AFC as set out in Article 2 of the AFC Statutes;
 - 9.49.4. making recommendations with regard to, and monitoring the implementation of, the AFC's futsal and beach soccer development strategies and programmes in Asia; and
 - 9.49.5. approving the regulations which govern the AFC's futsal and beach soccer competitions and making recommendations to the AFC Executive Committee in this regard.

Social Responsibility Committee

- 9.50. The Social Responsibility Committee shall advise and assist the AFC Executive Committee on matters relating to social responsibility, including by, without limitation:
- 9.50.1. discussing matters relating to social responsibility (including topics relating to the AFC's general social responsibility strategy), and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.50.2. working to ensure that the AFC's social responsibilities and related initiatives are discharged consistently with the AFC's policies and objectives;

- 9.50.3. working closely with the AFC Dream Asia Foundation, focusing on the areas of child safeguarding, education and social inclusion; and
- 9.50.4. monitoring the implementation and operation of the AFC's strategic plan in so far as it relates to social responsibility.

Legal Committee

- 9.51. The members of the Legal Committee shall have legal qualifications.
- 9.52. The Legal Committee shall advise and assist the AFC Executive Committee on legal matters, including by, without limitation:
 - 9.52.1. discussing legal issues relating to the AFC and its activities, and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.52.2. monitoring and reviewing the AFC Statutes and regulations, and proposing suitable amendments to the AFC Executive Committee;
 - 9.52.3. working collectively and collaboratively to analyse legal issues affecting Member Associations and Regional Associations and making proposals in this regard; and
 - 9.52.4. keeping abreast of legal issues affecting football and sport generally in order to advise on any developments.

Medical Committee

- 9.53. Each member of the Medical Committee shall be a qualified medical officer duly registered with the competent medical board or authority in the country(ies) in which they practice and shall have a demonstrable sub-speciality in sports/football medicine. The Chairperson of the Medical Committee shall not belong to the AFC Executive Committee.
- 9.54. The Medical Committee shall provide medical advice and assistance to the AFC Executive Committee on medical and related matters, including by, without limitation:
 - 9.54.1. discussing medical issues relating to the AFC and its activities (including age cheating, anti-doping, gender eligibility and related topics), and making recommendations to the AFC Executive Committee regarding such matters;

- 9.54.2. advising on the theoretical, clinical and practical aspects of medicine, physiology, health and hygiene;
- 9.54.3. drawing up medical and health guidelines for coaches, players and match officials;
- 9.54.4. encouraging evidence based best practice in football medicine throughout the Member Associations and Regional Associations;
- 9.54.5. drawing up proposals and observation programmes regarding the prevention, management and rehabilitation of injuries and football-specific medical conditions;
- 9.54.6. providing professional medical advice in connection with anti-doping matters;
- 9.54.7. implementing and monitoring the AFC's anti-doping programme;
- 9.54.8. developing and implementing football education programmes within the AFC, Member Associations and Regional Associations;
- 9.54.9. assisting in the organisation of an AFC Football Medicine Conference every two (2) to four (4) years;
- 9.54.10. encouraging research directed towards the development of football medicine and keeping abreast of developments in sports medicine affecting football; and
- 9.54.11. advising on any medical matters when consulted by the AFC Executive Committee.

Marketing Committee

- 9.55. The Marketing Committee shall advise and assist the AFC Executive Committee on marketing matters, including by, without limitation:
 - 9.55.1. discussing marketing matters relating to the AFC (including topics relating to the general marketing strategy for AFC competitions) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.55.2. monitoring the implementation and progress of the AFC's various marketing strategies and policies, and providing advice in connection with the same;

- 9.55.3. monitoring the performance and operation of the AFC's major agency and commercial agreements in a marketing context, and providing advice in connection with the same;
- 9.55.4. fostering the exchange of know-how and best practice in marketing matters between Member Associations, Regional Associations and clubs in Asia in the interests of developing football in Asia; and
- 9.55.5. keeping abreast of marketing issues affecting football and sport generally in order to advise on any developments.

Development Committee

- 9.56. The Development Committee shall advise and assist the AFC Executive Committee on development matters, including by, without limitation:
 - 9.56.1. discussing development topics (including topics relating to the AFC's general development strategy) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.56.2. proposing, approving and terminating development programmes, and making recommendations and proposals regarding the financial benefits to be received from such programmes;
 - 9.56.3. proposing and approving the guidelines, first policies and regulations which govern the AFC's development programmes and activities, and making recommendations and proposals regarding any necessary amendments to such documents;
 - 9.56.4. fostering the exchange of know-how and best practices in development matters between football stakeholders in Asia in the interests of developing football in Asia; and
 - 9.56.5. keeping abreast of issues affecting football and sport in general in order to advise on any developments and assist the AFC Executive Committee.

Media and Communications Committee

- 9.57. The Media and Communications Committee shall advise and assist the AFC Executive Committee on media and communications matters, including by, without limitation:
 - 9.57.1. discussing media and communications topics (including topics relating to the AFC's general media and communications strategy), and making recommendations to the AFC Executive Committee regarding such matters;

- 9.57.2. nurturing collaboration with international organisations and companies in the media sector; and
- 9.57.3. keeping abreast of developments in the media sector in order to advise on any developments and assist the AFC Executive Committee.

Associations Committee

- 9.58. The Associations Committee shall advise and assist the AFC Executive Committee on matters relating to the Member Associations and Regional Associations, including by, without limitation:
 - 9.58.1. discussing topics relating to the Member Associations and Regional Associations (including advising on the development of the AFC's relations and cooperation with Member Associations and Regional Associations, and drawing attention to any issues faced by the Member Associations and Regional Associations in order to help find solutions to their problems), and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.58.2. monitoring the Member Associations' and Regional Associations' adherence to their respective statutes and the AFC Statutes;
 - 9.58.3. monitoring the autonomy of Member Associations and Regional Associations from any form of interference from internal and external parties;
 - 9.58.4. assisting in the resolution of any problems between the AFC, Member Associations and/or Regional Associations;
 - 9.58.5. providing advice in connection with circumstances that could justify the suspension or expulsion of a Member Association and/or a change in the status of a Regional Association;
 - 9.58.6. assessing applications for membership to the AFC in accordance with the relevant AFC regulations and making proposals and recommendations to the AFC Executive Committee in connection with the same; and
 - 9.58.7. keeping abreast of developments at Member Associations and Regional Associations in order to advise the AFC Executive Committee on any developments.

Organising Committee for AFC Asian Cup

- 9.59. The Organising Committee for AFC Asian Cup shall advise and assist the AFC Executive Committee on matters relating to the AFC Asian Cup, including by, without limitation:
- 9.59.1. discussing strategies and policies relating to the AFC Asian Cup (including topics relating to the format of the competition) and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.59.2. subject to Article 74 of the AFC Statutes, assisting in the process of selecting the host(s) of the competition and making recommendations in this regard;
 - 9.59.3. working collectively and collaboratively to ensure the development of Asian football through a well organised AFC flagship competition, with particular regard to the objectives of the AFC as set out in Article 2 of the AFC Statutes;
 - 9.59.4. recommending policies, standards and guidelines relating to various aspects of the competition; and
 - 9.59.5. approving the regulations which govern the competition and making recommendations to the AFC Executive Committee in this regard.

Professional Football Committee

- 9.60. The Professional Football Committee shall advise and assist the AFC Executive Committee on matters relating to the development of professional football in Asia, including by, without limitation:
- 9.60.1. discussing strategies and policies relating to professional football (including topics relating to club licensing, eligibility, financial sustainability, research and analysis), and making recommendations to the AFC Executive Committee regarding such matters;
 - 9.60.2. assisting in the production of publications and other materials to assist the professionalisation of leagues and clubs;
 - 9.60.3. advising in connection with stakeholder relations in a professional football context; and
 - 9.60.4. assisting in the development of programmes and projects for the further development of players, clubs and leagues.

10. AFC GENERAL SECRETARY AND AFC DEPUTY GENERAL SECRETARY(IES)

- 10.1. The duties, powers and responsibilities of the AFC General Secretary are set out within Article 40 of the AFC Statutes and these Regulations. The AFC General Secretary has the responsibility and authority to make decisions on all administrative matters that are not subject to the AFC Statutes, these Regulations or the regulations of other AFC bodies. The AFC General Secretary shall report directly and regularly to the AFC President and the AFC Executive Committee.
- 10.2. The powers of the AFC General Secretary to legally bind the AFC and act as an authorised financial officer of the AFC shall be undertaken in accordance with Article 7 of these Regulations.
- 10.3. The AFC General Secretary is recorded in the Registry of Societies of Malaysia pursuant to the Societies Act 1966 of the Laws of Malaysia.
- 10.4. Pursuant to Article 40.4(k) of the AFC Statutes, the AFC General Secretary is authorised to sign decisions on behalf of any AFC committee, in the absence of internal regulations.
- 10.5. Pursuant to Article 40.6 of the AFC Statutes, the AFC Executive Committee shall appoint an Acting General Secretary in the absence of the AFC General Secretary.
- 10.6. The AFC General Secretary shall propose the appointment and dismissal of the AFC Deputy General Secretary(ies) for the approval of the AFC President. For the avoidance of doubt, more than one (1) AFC Deputy General Secretary may be appointed in accordance with the organisational structure of the AFC General Secretariat.
 - 10.6.1. The AFC Deputy General Secretary(ies) represents the AFC General Secretary in his absence.
 - 10.6.2. The AFC General Secretary may delegate duties and responsibilities to the AFC Deputy General Secretary(ies) at his discretion.
- 10.7. After approval of the AFC President, the AFC General Secretary defines the organisational structure of the AFC General Secretariat. Any significant changes shall be presented to the AFC Executive Committee.
- 10.8. The AFC General Secretary shall implement special rules regarding conduct applicable to all employees of the AFC General Secretariat.

11. AUDIT AND COMPLIANCE COMMITTEE

Composition

- 11.1. The Chairperson, Deputy Chairperson and other members of the Audit and Compliance Committee shall be independent and shall not belong to the AFC Executive Committee.
- 11.2. The members of the Audit and Compliance Committee shall be knowledgeable and experienced in financial and/or regulatory and legal matters and shall not be involved in any decision affecting the operations of the AFC.

Organisation

- 11.3. Appropriate funding from the AFC shall be provided for payment of:
 - 11.3.1. any outside counsel, expert or advisor to be engaged; and
 - 11.3.2. ordinary administrative expenses that are necessary or appropriate in carrying out its duties.
- 11.4. The Chairperson shall represent the Audit and Compliance Committee in dealings with the AFC Congress, the AFC President and the AFC Executive Committee. If the Chairperson is unable to represent the Audit and Compliance Committee in such dealings, the Deputy Chairperson shall represent the Chairperson. If the Deputy Chairperson is unable to represent the Chairperson, this task shall be assumed by the longest-serving member of the Audit and Compliance Committee.

Meetings

- 11.5. The Chairperson shall periodically meet separately with the appropriate Directors of the AFC and the independent external auditors. As a general rule, meetings will be conducted in person. However, with the approval of the Chairperson, meetings may be held by teleconference, by videoconference or by another means of communication.
- 11.6. The frequency of meetings is determined by the Chairperson according to the needs and the urgency of matters to be dealt with. The Audit and Compliance Committee must hold at least one (1) meeting per year.
- 11.7. The Audit and Compliance Committee shall review and approve the minutes, which shall be filed with the AFC General Secretary for retention. Copies of such minutes shall be made available to the AFC Executive Committee.

Relationship with the AFC Congress and the AFC Executive Committee

11.8. The Chairperson shall report to the AFC Congress and, on request of the AFC Executive Committee, shall inform the AFC President and the AFC Executive Committee in writing of Audit and Compliance Committee activities.

Terms of reference

11.9. The Audit and Compliance Committee shall advise and assist the AFC Executive Committee on audit and compliance matters, including by, without limitation:

- 11.9.1. reviewing the effectiveness of the AFC's risk assessment and internal control systems;
- 11.9.2. providing advice and making recommendations on the most appropriate corporate governance policies for the AFC;
- 11.9.3. reviewing the effectiveness of the AFC's internal audit and compliance functions;
- 11.9.4. ensuring compliance with all applicable accounting standards;
- 11.9.5. working with the independent external auditors in order to ensure that the audits of the AFC's annual financial statements are being carried out properly;
- 11.9.6. providing the Finance Committee and the AFC Executive Committee with an opinion on the approval of the AFC's financial statements;
- 11.9.7. monitoring and reviewing related party transactions at least annually;
- 11.9.8. reviewing the compliance efforts of the AFC with regard to all relevant laws and regulations (in particular, Malaysian law);
- 11.9.9. examining the policies pursuant to which development funds are distributed by the AFC;
- 11.9.10. reviewing and assessing the independent external auditor's qualifications and independence;
- 11.9.11. issuing guidelines regarding compliance matters; and

11.9.12. providing advice and making recommendations on any major legislative and regulatory developments that may have a material impact on the AFC.

11.10. In order to fulfil its duties relating to compliance matters, the Audit and Compliance Committee shall review information and reports submitted by the AFC General Secretariat.

Powers of the committee

11.11. In carrying out its duties, the Audit and Compliance Committee shall be entitled to conduct or authorise reviews into any matters within the scope of its duties.

12. ENFORCEMENT

12.1. These Regulations were ratified by the AFC Executive Committee on 9 November 2023 and come into force on 18 November 2023.

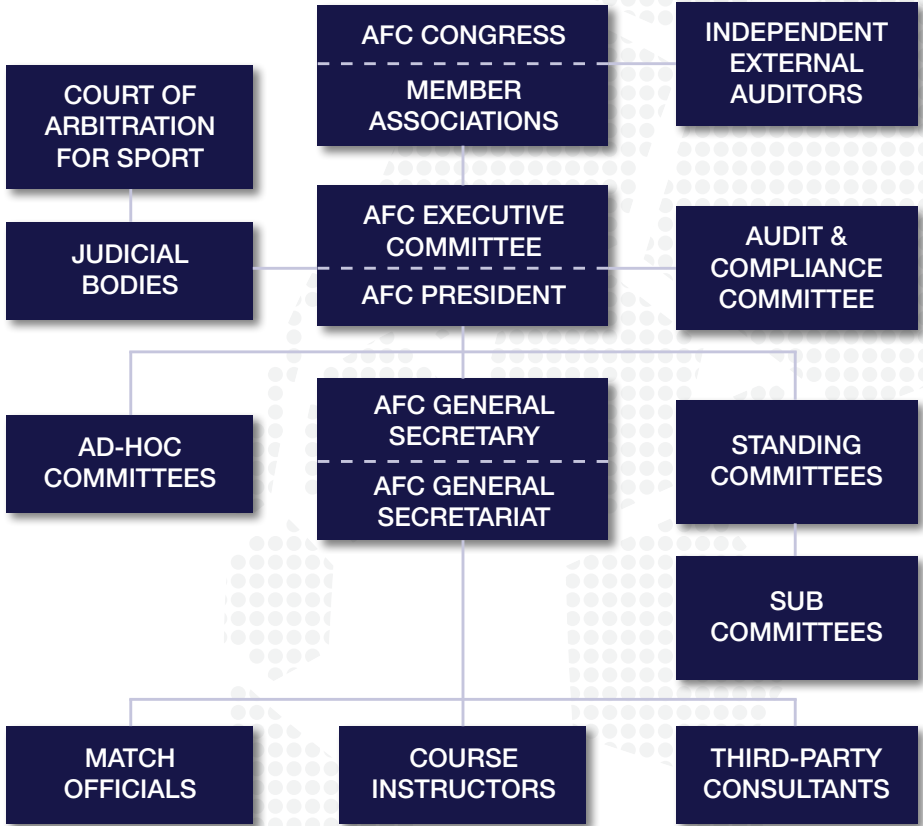
12.2. These Regulations shall be issued in English. If these Regulations are translated into another language, the English version issued by the AFC shall prevail.

For the AFC Executive Committee

Shaikh Salman bin Ebrahim Al Khalifa
President

Datuk Seri Windsor John
General Secretary

APPENDIX 1. ORGANISATION CHART OF THE AFC





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