2021

GFA STATUTES

GUAM FOOTBALL ASSOCIATION

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GENERAL LICENSING &
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CHAPTER 1: GENERAL PROVISIONS

Article 1 Legal form, headquarters and trademarks

1. Guam Football Association (GFA) is a not for profit, non-stock association, established and organized in compliance with the laws of Guam. It is formed for an unlimited period.

2. The headquarters of GFA are located in Harmon, Dededo, Guam and may only be transferred to another location following a resolution passed by the Congress.

3. GFA is a member of FIFA, of the AFC and of the EAFF.

4. The abbreviation of Guam Football Association is: **GFA**

5. The flag of GFA is:



6. The emblem of GFA is:



7. The national team emblem of GFA is:



8. The names, logos, and marks of the Association may be registered with the United States Patent and Trademark Office. No one may use any name, mark, or identification of the Association or any of its logos without the express written consent or written authorization of the Association.

Article 2 Objectives

1. The Association is organized and shall be operated exclusively for charitable and educational purposes in a manner which most advantages the Association, including, but not limited to, the manner as specified in Section 501(c)(3) of the Internal Revenue Code and as a qualified amateur sports organization under 501(j) of the Code with the following objectives:

a) To improve the game of football constantly and promote, regulate and control it throughout the territory of Guam in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programs;

b) To organize competitions in Association football, futsal and beach soccer throughout the territory of Guam, by defining precisely, as required, the areas of authority conceded to the various Leagues of which it is composed;

c) To draw up regulations and provisions and ensure their enforcement;

d) To protect the interests of its Members;

e) To respect and prevent any infringement of the Statutes, regulations, directives and decisions of FIFA, of the AFC, the EAFF, and of GFA as well as the Laws of the Game, and to ensure that these are also respected by its Members;

f) To promote integrity, ethics, and fair play and to prevent any acts such as, but not limited to, corruption, doping or match manipulation, which might jeopardize the integrity of matches, competitions, Players, Officials and members or give rise to abuse of Association football, futsal or beach soccer;

g) To promote and strengthen good governance principles and practices throughout the territory of Guam and encourage its Members to adopt their own good governance principles;

h) To promote the development of women's football and the full participation of women at all levels of football governance;

i) To control and supervise all friendly football matches of all forms played throughout the territory of Guam;

j) To control and supervise Association football matches of all forms played throughout the territory of Guam;

k) To control and supervise Association football, futsal and beach soccer, and to control and supervise all forms of international football matches played throughout the territory of Guam, in accordance with the relevant Statutes and regulations of FIFA and of the Confederations;

l) To manage international sporting relations connected with Association football, futsal and beach soccer;

m) To host competitions at international and other levels;

n) To accredit and regulate referees, coaches and other individuals or entities to undertake functions and activities in relations to or incidental to GFA.

Article 3 Human rights, neutrality, non-discrimination, and institutional independence

1. GFA is committed to respecting all internationally recognized human rights and shall strive to promote the protection of these rights.

2. GFA is neutral in matters of politics and religion.

3. The Members of GFA shall also be neutral in matters of politics and religion and shall ensure that their own members remain neutral.

4. Discrimination of any kind against another country, a private person or a group of people on account of race, skin color, ethnicity, national or social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason is strictly prohibited and punishable by suspension or expulsion and/or disciplinary measures.

5. GFA shall remain independent and shall avoid any form of undue political interference. GFA shall manage its affairs independently and shall ensure that its own affairs are not influenced by any third parties.

Article 4 Restrictions

1. GFA shall not have or exercise a power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in Sections 501(c)(3) and 501 (j) of the Code.

2. No substantial part of the activities of GFA shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. GFA shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of GFA shall be used, nor shall GFA ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Sections 501(c)(3) and 501(j) of the Code.

4. Subject to the foregoing provisions of this Article, the powers and purposes of GFA shall at all times be construed and limited as to enable GFA to qualify as a non-profit organization.

Article 5 Promoting friendly relations

1. GFA shall promote friendly relations between its Members, Clubs, Officials and Players and in society for humanitarian objectives.

2. GFA shall provide the necessary institutional means to resolve any internal dispute that may arise between the Members, Clubs, Officials and Players of GFA.

Article 6 Players

1. The status of Players and the provisions for their registration and transfer are regulated by Competition Committee of GFA in accordance with the GFA Registration Regulations (for domestic) and, where applicable, the FIFA Regulations for the Status and Transfer of Players (for

professional) as revised by FIFA periodically.

2. Players shall be registered with GFA in accordance with the GFA Registration Regulations.

3. A Club cannot field a player in a match unless that Player is registered by GFA with that Club.

Article 7 Laws of the Game

1. GFA and each of its Members shall play Association football in compliance with the Laws of the Game issued by The IFAB. Only The IFAB may mandate and alter the Laws of the Game.

2. GFA and each of its Members shall play futsal in accordance with the Futsal Laws of the Game issued by FIFA. Only FIFA may mandate and alter the Futsal Laws of the Game.

3. GFA and each of its Members shall play beach soccer in accordance with the Beach Soccer Laws of the Game issued by FIFA. Only FIFA may mandate and alter the Beach Soccer Laws of the Game.

Article 8 Conduct of bodies and officials

1. All bodies and officials of GFA must observe the Statutes, regulations, directives, decisions of FIFA, the AFC, the EAFF, and GFA and the FIFA Code of Ethics as well as AFC Disciplinary and Ethics Code and the GFA Disciplinary and Ethics Code in their activities.

2. Every person and organization involved in the game of Association football, futsal and beach soccer in the territory of Guam is obliged to observe the Statutes and regulations of FIFA, of the AFC, the EAFF, of GFA and any relevant regulations and the principles of fair play, loyalty, integrity and sportsmanship.

Article 9 Official Languages

1. In recognition of the native language of Guam which is Chamoru, may be utilized in reference to national team nicknames, program brandings, facilities, or description of leagues or other a point of reference. This is to honor and respect of Guam's culture, history and language amongst the community of Guam. (Example: Matao – Men's National Team; Maskada – Women's National Team).

2. The official language of GFA shall be English. Official documents and texts shall be written in this language.

3. The official language at the Congress shall be English.

CHAPTER 2: MEMBERSHIP

Article 10 Admission, Suspension, and Expulsion

1. The Congress shall decide whether to admit, suspend or expel a Member.

2. Admission may be granted if the applicant fulfills the requirements of GFA in accordance with the Statutes of GFA.

3. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards GFA or other Members of GFA, but results to the loss of all rights in relation to GFA.

4. GFA shall ensure that all relevant stakeholders are eligible to be represented within its Congress. The interests of women's football shall also be adequately represented in the Congress.

Article 11 Members

1. The Members of GFA are:

   a) Crushers SC;
   b) Dededo SC;
   c) Islanders FC;
   d) Quality Distributors SC;
   e) Sidekick SC;
   f) Rovers FC International;
   g) Southern Cobras;
   h) Southern Heat;
   i) Strykers FC;
   j) Tigers SC;
   k) Tumon SC;
   l) Wings SC;
   m) Windward Wolverines SC.

Article 12 Level of Membership

1. There are two (2) different level of membership with different obligations and rights.

   a) Member of GFA;
   b) Associate Member.

Article 13 Application for Associate Membership

1. Any legal entity wishing to become a Member of GFA shall first request admission as an Associate Member.

2. Any Coaches, Referees or other Special Interest Group regularly involved in football activity may apply for Associate Member status and if granted such status, such Associate Member shall not be obliged to perform the obligations of Article 18.c. Such Associate Member's admission may be conditioned upon the performance of obligation of the activity for which Associate Member status is sought on a continuing basis in the grant of Associate Member status.

3. In order for a legal entity to become an Associate Member:

a) The legal entity must register within GFA as followed:

i. Submitting a formal letter of application to the general secretariat to become an Associate Member; and

ii. Within the formal letter application, provide evidence that the applicant has satisfied the Associate Member Criteria as follows:

a. a copy of its legally valid statutes and, if applicable, regulations;

b. a declaration that it will always comply with the Statues, regulations and decisions of GFA, FIFA, the AFC, and EAFF and ensure that these are also respected by its own members, Clubs, Officials and Players;

c. A declaration that it will comply with the Laws of the Game in force as mandated by The IFAB, as well as the Beach Soccer Laws of the Game and the Futsal Laws of the Game as mandated by FIFA;

d. A declaration that it will not take matters of interpretation and/or application of the FIFA, the AFC, EAFF and GFA Statutes, regulations, decisions and directives to Ordinary Courts, unless the FIFA Statutes or regulations, the AFC Statutes, EAFF Statutes or the GFA regulations, or binding national law, provide for or stipulate recourse to Ordinary Courts;

e. A declaration that it recognizes the jurisdiction of Court of Arbitration for Sport (CAS) in Lausanne and its decisions, as specified in these Statutes;

f. A declaration that it is located and registered in the territory of Guam;

g. If applicable, a declaration that it will play all official home matches in the territory of Guam;

h. A declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently of any external entity;

i. A declaration to the effect that the members of its own bodies were elected or appointed as a result of a procedure (i.e., Club's Electoral Code) that guarantees the complete independence of the election or appointment and within the definition of such term under the laws of Guam;

j. A list of officials, specifying those who are authorized signatories with the right to enter into legally binding agreements with third parties;

k. If applicable, a declaration that it undertakes to organize or participate in friendly matches only with the prior consent of GFA;

l. A copy of the minutes of its last congress or constitutional meeting.

b) The Executive Committee shall request the Congress to either admit or not to admit an applicant. The applicant may state the reasons for its application to the Congress.

i. If the application is passed in the Congress, in accordance with par. 2.a, the legal entity will become an Associate Member seven (7) days after the Congress meeting in which the resolution is passed.

4. If the application is not passed in the Congress, the legal entity may re-apply at the next Congress meeting.

Article 14 Associate Member's rights

1. The Associate Members of GFA shall have all rights of a Member as set out in Article 17 of these Statutes **except**:

    a) The right to vote on any matter or election of any kind at the GFA Congress or the GFA Extraordinary Congress;

    b) The right to nominate persons for election;

    c) The right of their officials to hold any GFA office; and

    d) The right to benefit from any development programs of /through GFA.

Article 15 Associate Member's obligations

1. The Associate Members of GFA shall have the same obligations mentioned in Article 18 except as to Article 18.b , and the following shall apply:

    a) To remain in good standing as an Associate Member, the Associate member must participate in GFA youth league with at least three (3) teams in the first year of such Associate Membership status and is eligible to participate in adult leagues (recreational) provided the participation in GFA Youth league is achieved; however, an Associate Member may not participate in either Men's or Women's Premier Leagues.

Article 16 Application for Admission as a Member of GFA

1. Any legal entity that shall have remained in compliance as an Associate Member for two (2) years, shall follow the proceeding steps to apply for Member of GFA status.

    a) Submitting a formal letter of application to the general secretariat to become a Member of GFA providing background of the record of activities participated since the inception of the Associate Member status; and

    b) Within the formal letter application (Article 16.1.a), the Associate Member shall at the time of seeking Membership, update and fully comply with the submission of the requirements imposed in seeking Associate Member status listed in Article 13.3.a.ii.

    c) The Executive Committee shall request the Congress to either admit or not to admit an applicant. The applicant may state the reasons for its application to the Congress.

    d) If the Associate Member pass a resolution in accordance with par. 1.b, the legal entity will become a Member seven (7) days after the Congress meeting in which the resolution is passed.

2. If the Associate Member does not pass a resolution granting the status of a Member of GFA, the Associate Member may re-apply at the next annual Congress meeting.

Article 17 Members' rights

1. The Members of GFA shall have the following rights:

   a) to take part in the Congress of GFA, to receive its agenda in advance, to be called to the Congress within the prescribed time and to exercise their rights to participate in the debates and discussions and to exercise their voting rights;

   b) to draw up proposals for inclusion in the agenda of the Congress;

   c) to nominate candidates for elections to the relevant bodies of GFA;

   d) to be informed of the affairs of GFA through the official bodies of GFA;

   e) to take part in competitions and/or other sporting activities organized by GFA;

   f) to exercise all other rights arising from the Statutes and regulations of GFA;

   The exercise of these rights is subject to other provisions in these Statutes and the applicable regulations.

Article 18 Members' obligations

1. The Members of GFA shall have the following obligations:

   a) to ensure the election of its decision-making bodies;

   b) to take part in competitions and other sporting activities organized by GFA. The minimum participation to remain in good standings are to include three (3) youth teams, one (1) men's team and one (1) women's team. The classification of team can be in any league formed and sanctioned by GFA. Transitional provisions in Article 87 shall be applied. This provision shall not apply to such Members admitted as Coaches', Referees' or other Special Interest Group regularly involved in football activity, but such membership granted to such organization shall require that the organization continuously perform the activity for which membership was granted.

   c) to pay their membership subscriptions in time (deadline set by GFA);

   d) to respect the Laws of the Game as mandated by The IFAB and the Beach Soccer Laws of the Game and the Futsal Laws of the Game as mandated by FIFA, and to ensure that these are also respected by its members through a statutory provision;

   e) to adopt a statutory clause specifying that any dispute requiring arbitration involving itself or one of its members and relating to the Statutes, regulations, directives and decisions of FIFA, the AFC, EAFF, GFA or the League(s) shall only be referred to the jurisdiction of the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, both as specified in the FIFA Statutes, the AFC Statutes and in these Statutes, and that any recourse to Ordinary Courts is prohibited;

   f) to manage their affairs independently and ensure that their own affairs are not influenced by any third parties in accordance with Article 22 of these Statutes;

   g) to ensure that their bodies are either elected or appointed according to a procedure that guarantees the complete independence of the election or appointment;

   h) to immediately communicate to GFA any amendment of its statutes and regulations as well as the list of its Officials or persons who are authorized signatories with the right to enter into legally binding agreements with third parties;

   i) not to maintain any relations of a sporting nature with entities that are not recognized by

GFA or with Members that have been suspended or expelled;

j) to observe the principles of loyalty, integrity and good sporting behavior as an expression of fair play through a statutory provision;

k) to at all times maintain current in the possession of GFA, all items listed in Article 16.1.b, should any change of those documents be made after the submission for Membership throughout the duration of Member status

l) to administer a register of their own members, affiliates and officials which shall regularly be updated;

m) to ensure its statutes are in accordance with the requirements of the Statutes of GFA;

n) to comply fully with all other duties arising from the Statutes and other regulations of FIFA, the AFC, EAFF and GFA;

o) not to publish any confidential correspondence exchanged with GFA, unless GFA has given its express written consent to do so.

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

3. Violation of par. 1 f) and g) may also lead to sanctions, even if the third-party influence was not the fault of the Member concerned. Each Member of GFA is responsible towards GFA for any and all acts of the members of their bodies caused by the gross negligence or willful misconduct of such members.

Article 19 Suspension

1. The Congress (Ordinary or Extraordinary) is responsible for suspending a Member. The Executive Committee may, however, temporarily suspend a Member that seriously and/or repeatedly violates its obligations as a Member with immediate effect. The suspension approved by the Executive Committee shall last until the next Congress, unless the Executive Committee has lifted it in the meantime.

2. The presence of a quorum composed of a majority (more than 50%) of delegates representing the Members eligible to vote at the Congress is necessary to suspend or to continue a suspension.

3. The motion for suspension shall be decided by means of secret ballot. The motion for the suspension must be adopted by a two thirds (2/3) majority of the valid votes cast. If it is not confirmed, the suspension is automatically lifted.

4. The Congress may lift the suspension of a Member that was previously imposed by the Congress by means of secret ballot. A motion to lift the suspension of a Member by the Congress requires a two thirds (2/3) majority of the valid votes cast to lift a suspension. If the motion to lift a suspension fails to be approved by a two-thirds (2/3) majority of the valid votes cast, the suspension shall continue until the next Congress which shall again take a decision.

5. A suspended Member shall lose its membership rights for the duration of the suspension. Other Members shall not entertain sporting contact with a suspended Member. The Disciplinary & Ethics Committee may impose further sanctions.

6. Members which do not participate in the sporting activities (i.e., Association football competitions) as prescribed in Article 18 par 1.c, despite notification by GFA that the Member is required to so participate, shall be deprived of their voting rights and right to nominate a candidate, at any Extraordinary Congress and through the next Ordinary Congress, until the suspension of the Member is lifted as required by these Statutes.

Article 20 Expulsion

1. The Congress may expel a Member if:
   a) it fails to fulfill its financial obligations towards GFA;
   b) it seriously and repeatedly violates the Statutes, regulations, directives or decisions of FIFA, AFC and/or GFA;
2. The presence of a majority (more than 50%) of delegates representing the Members eligible to vote at the Congress is necessary for an expulsion to be valid.
3. The motion for expulsion shall be decided by means of secret ballot. The motion for expulsion must be adopted by a two-third (2/3) majority of the valid votes cast.

Article 21 Resignation – Ceasing to be a Member

1. A Member may resign from GFA with effect from the end of a football season to preserve the league fixtures and standing. Notice of resignation must reach the general secretariat at least two (2) months of its date of resignation.
2. The resignation does not relieve the Member of any financial obligation towards GFA. GFA does not owe the Member resigning any financial benefits/subsidy.
3. A Member that resigns shall lose all voting rights and other membership rights at the time of submission of the resignation. A member that has resigned and seeks for re-admittance will be required to start the procedure for admission as per Article 16 and Article 18.

Article 22 Independence of Members and their bodies

1. Each Member shall manage its affairs independently and with no influence from third parties.
2. The members of the Members' bodies shall be either elected or appointed.
3. Any Members' bodies that have not been elected or appointed in compliance with the provisions of par. 2 above, even on an interim basis, shall not be recognized by GFA.
4. Decisions passed by bodies that have not been elected or appointed in compliance with par. 2 above shall not be recognized by GFA.

Article 23 Relationship of Members to GFA

1. Members shall at all times be subordinate to GFA. Members, the Member's Clubs, Officers, Players and persons associated with the Member shall recognize that GFA is superior in all respects of the Member. There shall only be one top-tier national league within the Territory of Guam which shall be exclusively the province of GFA and no Member shall engage in any activity which interferes, impedes or is inconsistent with the exclusive province of GFA in recruiting, supervising or operating the top-tier national league or its teams.
2. GFA shall have the primary responsibility to regulate matters relating to refereeing, the fight against doping, the registration of players, club licensing, the imposition of disciplinary measures, including for ethical misconduct, and measures required to protect the integrity of competitions and Members shall support GFA as to this responsibility.

3. The entities mentioned in par. 1 above shall take all decisions by GFA, FIFA, the AFC, EAFF or any of the Standing Committees or Independent Bodies of these organizations on any matters regarding their membership, independently of any external body. This obligation applies regardless of their corporate structure.

4. No members, official, employees, or Executive Committee member of this Association shall be personally liable for the debts, liabilities, or obligations of GFA.

5. In any case, no natural or legal person or entity (including holding companies and subsidiaries) shall exercise control over more than one Club or group of Clubs whenever the integrity of any match or competition could be jeopardized.

CHAPTER 3: HONORARY PRESIDENT AND HONORARY MEMBER

Article 24 Honorary president and honorary member

1. The Congress may bestow the title of honorary president or honorary member upon any person for meritorious service to football.

2. The Executive Committee shall submit the nominations to the Congress.

3. The honorary president or honorary member may take part in the Congress. They may join the debates but are not entitled to vote or hold office in GFA.

4. The honorary members shall not exceed ten (10) in numbers at one time.

Article 25 Bodies of GFA

1. The Congress is the supreme and legislative body.

2. The Executive Committee is the oversight and executive body that manages GFA as specified in Article 43.

3. Standing and ad-hoc committees shall advise and assist the Executive Committee and the general secretariat in fulfilling their duties.

4. The general secretariat is the executive and administrative body that operates under the direction of the General Secretary.

5. The Club Licensing Committee is the authorized body responsible for the club licensing system within GFA.

6. The Electoral Committee is the authorized body responsible for organizing and supervising the election process.

7. The independent committees fulfill their functions in accordance with these Statutes and applicable regulations. The independent committees shall consist of the Electoral Committee and the judicial bodies.

8. The judicial bodies shall consist of the Disciplinary & Ethics Committee and the Appeal Committee.

9. The GFA may periodically establish ad-hoc committees which it deems necessary for the development of football in Guam.

10. The bodies of GFA shall be either elected, confirmed or appointed by GFA itself without any external influence and in accordance with the procedures described in these Statutes. The members of the bodies shall not have previously been found guilty of any criminal offense incompatible with the position.

11. Any member of the bodies of GFA must withdraw from the debate and decision making process if there is any risk or possibility of a conflict of interest. In particular, members of the bodies of GFA shall always be aware of, and comply with, the relevant provisions of the FIFA Code of Ethics on conflicts of interest and adjust their conduct as necessary (e.g. abstain from performing their duties, notify the chairperson in cases of potential conflicts of interest).

Article 26 Dismissal of a member of a body

1. The Congress may dismiss a member of a body of GFA. The Executive Committee may place the dismissal of a member of a body on the agenda for the Congress. The Executive Committee may also dismiss a member of a body provisionally, with the exception of the members of the independent committees, and refer the matter to the relevant judicial body, if deemed necessary. Any Executive Committee member may submit a proposal to place such a motion for dismissal on the agenda of the Executive Committee or Congress.

2. The motion for dismissal must be justified by written reasons. It will be sent to the members of the Executive Committee and/or to the Members of GFA along with the respective agenda.

3. The member of the body in question has the right to speak in their own defense.

4. The motion for dismissal shall be decided by means of secret ballot. For the motion to be passed, a majority of two-thirds (2/3) of the valid votes cast is required.

5. The member dismissed (provisionally or not) is relieved of his/her functions with immediate effect.

SECTION A. CONGRESS

Article 27 Definition and composition of the Congress

1. The Congress is the meeting at which all of the Members of GFA regularly convene. It represents the supreme and legislative authority of GFA. Only a Congress that is duly convened has the authority to make decisions.

2. The Congress of GFA shall be constituted in accordance with the principles of representative democracy and shall take into account the importance of gender equality in football.

3. A Congress may be an Ordinary or Extraordinary Congress.

4. The President shall conduct the Congress business in compliance with the Standing Orders of the Congress. If the President is absent in the Congress, refer to Article 45.6.

5. In event of national emergency or government declaration of public health restriction, a Congress may be convened by means of electronic operations as defined in Article 83.

6. The honorary presidents or honorary members may take part in the Congress. They may join the debates but are not entitled to vote.

Article 28 Delegates and votes

1. Each Member shall have one (1) vote and is entitled to be represented by a maximum of two (2) delegates to participate in the Congress. One (1) of the two (2) delegates shall exercise the right to vote on behalf of the Member. An Associate Member shall be entitled to be represented by a maximum of two (2) delegates to participate in the Congress without voting rights. In the event that a Member or an Associate Member is represented by two (2) delegates in the Congress, one of the two delegates is recommended to be a female.

2. Each Member shall also have two (2) alternates named in the event that the delegates named under par. 1 is unavailable. One of the two (2) alternates is recommended to be a female.

3. The Members shall provide the names of the four slots in priority order. This list shall be provided to the general secretariat at least ten (10) days before the date of the Congress indicating the delegate authorized to vote.

4. There will be no replacement of delegates after the submission of names stated in par. 1 and par. 2. Changes in voting delegate and non-voting delegate are permissible only due to emergency matter prior to the commencement of the Congress. The changes can only be based on the list of names provided as per par. 3.

5. Delegates must belong to the Member that they represent and be appointed or elected by the appropriate body of that Member in accordance with Article 22 of these Statutes. They must also be able to produce evidence of this upon request.

6. A Congress Delegate may not belong to or represent more than one Member.

7. Only the delegates present are entitled to vote. Voting by proxy or by letter is not permitted.

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

9. The Executive Committee may at its discretion invite any person(s) to the Congress who may attend and participate in the Congress without voting rights, as guest(s) or observer(s).

Article 29 Areas of authority

1. The Congress has the following areas of authority:

   a) adopting or amending the Statutes and the Standing Orders of the Congress;

   b) appointing two (2) Members to check the minutes, and approving the minutes of the last meeting;

   c) electing the President, the Vice-President(s) and members of the Executive Committee;

   d) confirming the chairpersons, the deputy chairpersons and the members of the independent committees, upon the proposal of the Executive Committee;

   e) appointing two (2) scrutineers to check the voting during non-election matters, on as needed basis (i.e., secret ballot);

   f) approving the annual audited financial statements, including the consolidated financial statements and the annual report;

   g) presentation of the budget, which is subject to modification by the executive committee between the Congress and the next succeeding Congress;

   h) approving the activity report (containing the activities of GFA since the last Congress);

   i) appointing the independent and external auditors upon the proposal of the Executive Committee;

   j) fixing the membership subscriptions on the recommendation of the Executive Committee;

   k) deciding, upon the nomination of the Executive Committee, whether to bestow the title of honorary president or honorary member;

   l) admitting, suspending or expelling a Member;

   m) dismissing a member of a body of GFA;

   n) dissolving GFA;

   o) passing decisions at the request of a Member in accordance with these Statutes or passing any decision entrusted to the Congress in accordance with these Statutes.

Article 30 Quorum of the Congress

1. The quorum for the Congress shall be the simple majority (more than 50%) of the Members who are eligible to vote.

2. If a quorum is not achieved one (1) hour after the scheduled start of the Congress, the Congress is automatically rescheduled and continued to a date fourteen (14) days later at the same venue

without notice other than an email message dispatched by the General Secretary. In any automatically rescheduled Congress, the requirement of a quorum shall be suspended for purposes of holding the Congress and may proceed to address the agenda items to be determined by the Members present , except that any item on the agenda which proposes the amendment of these Statutes, the election of the President, vice-presidents, or members of the Executive Committee, the election of the chairpersons, deputy chairpersons or members of the independent committees, the dismissal of a member of a body, the suspension or expulsion of a Member or the dissolution of GFA may not be acted upon without a quorum as otherwise required by these statutes.

3. Any quorum achieved at the start of a meeting shall not be influenced by departing delegates.

Article 31 Decisions of the Congress

1. A decision other than an election that requires a vote shall be conducted by a show of hands, placards or by means of an electronic count, unless the Congress shall determine that a secret ballot be conducted upon a motion of any one Member delegate. However, if a show of hands does not result in a clear majority in favor of a motion, the vote shall be taken by calling the roll in alphabetical order. If one Member delegate shall motion for a secret ballot to be taken, the vote shall proceed by secret ballot.

2. Unless otherwise stipulated in the Statutes, a majority (more than 50%) of the valid votes cast is sufficient for a decision to be valid. The number of valid votes counted shall decide the majority. Blank ballot papers, invalid votes or electronic votes manipulated in any other way as well as abstentions shall be disregarded when calculating the majority.

3. A majority of more than two-thirds (2/3) of the valid votes cast shall be necessary for the following decisions:
   - Amendment of the Statutes
   - Amendment to the Agenda (Congress)
   - Dismissal of a member of a body who has previously been elected or confirmed by the Congress;
   - Suspension or expulsion of a Member;

4. A majority of more than three-quarters (3/4) of the valid votes cast shall be necessary for the dissolution of GFA.

Article 32 Elections

1. The Congress shall elect the members of the Executive Committee.

2. The election of the Executive Committee at the Congress shall be conducted by secret ballot. Where a candidate has no opponent for the seat, they may be elected by a show of hands or by acclamation. No voting by letter or proxy is permitted.

3. In the event of national emergency or government declaration of public health restriction, refer to Article 83 for conducting any Congress, Executive Committee meeting or Standing Committee meeting by means of electronic operation which provisions shall supersede any Article of these Statutes which conflicts with, impedes or interferes with the operation of Article 83, and Article 83 shall supersede any other Code, Rule, Regulation or other authoritative source.

4. Elections within GFA shall be conducted in accordance with the Electoral Code of GFA and shall be supervised by the Electoral Committee of GFA.

5. The election for the positions of the Executive Committee shall take place by position. Every candidate in the election for the positions of the Executive Committee shall be supported in writing by at least two (2) Members at the time of its submission. Each Member shall support one candidate for each given position only.

6. The position of the President, Senior Vice President, and Junior Vice President shall be elected as follows:

   a) Where there are two (2) candidates on the first ballot, a simple majority (more than 50%) of the valid votes cast of the Members who are present and eligible to vote is necessary;
      i. If a tie occurs, a second ballot shall take place and the candidate who receives the most number of votes shall be elected.

      ii. If a tie occurs after the second ballot, the existing officer shall resume the position until the next Congress (Ordinary or Extraordinary).

   b) Where there are more than two (2) candidates on the first ballot, should no candidate receive a simple majority (more than 50%) of the votes on the first ballot, the candidates receiving the highest number of votes cast and the second highest number of votes, shall proceed to the second ballot.

      i. If a tie of the highest number of votes occurs, all other candidates receiving less than the highest tied number of votes shall be stricken from the second ballot.

      ii. If a tie of the second highest number of votes occurs, the candidate receiving the highest number of votes and all candidates which tie the second highest number of votes proceed to the second ballot and all other candidates receiving less than the two highest numbers of votes shall be stricken from the second ballot.

   c) In the event of a second ballot (if required), the candidate who receives the most number of votes shall be elected.
      i. If a tie of the highest number of votes occurs, only those with highest number of votes shall proceed to a third ballot. All other candidates receiving less than the highest tied number of votes shall be stricken from the third ballot.

   d) In event of a third ballot (if required), the candidate who receives the most number of votes shall be elected.
      i. If in event a tie occurs with two (2) remaining candidates, the existing officer shall resume the position until the next Congress (Ordinary or Extraordinary).

7. For the election of the other members (At-large) of the Executive Committee by position, the candidate(s) who receive(s) the most votes in respect of the free seat(s) shall be elected. In the event of a tie, the process in paragraph 32.6.a.i shall be followed.

8. For the election of the chairpersons, deputy chairpersons and members of all other bodies of GFA [electoral committee and judicial bodies], the candidate(s) who receive(s) the most votes in respect of the free seat(s) shall be elected. These elections may be conducted en bloc.

9. In case of a tied vote in any elections of any body of GFA, two new ballots shall be conducted in accordance with the procedure set forth by the present provision. If the tied vote remains, the relevant position shall intact with existing member until a new elective Congress convenes to proceed with new elections according to these Statutes with the same candidates.

10. Blank ballot papers, invalid votes or electronic votes manipulated in any other way as well as abstentions shall be disregarded when calculating the majority.

11. Prior to every Congress, the Members may nominate for election as a Candidate for any vacancy to an At-Large vacancy of a position on the Executive Committee caused by expiring terms, resignations, or other grounds for causing a position of Executive Committee to be vacant. All such nominations shall be sent to the general secretariat of GFA at least forty-five (45) days before the relevant elective Congress. The official list of candidates must be passed to the Members of GFA at least fifteen (15) days before the Congress at which the Executive Committee will be elected. If multiple vacancies shall occur by election of At-Large Executive Committee members to officer positions, all persons nominated for filling a conditionally vacant At-large Executive Committee member's position shall be eligible to fill any vacancy created during a Congress by election of an At-Large Executive Committee member to fill an officer position on the Executive Committee. The election to fill any At-Large Executive Committee member position vacancy or vacancies shall occur at the Congress during which the vacancy arises and deemed part of the agenda. The appointment for the said vacancy or vacancies will serve only the remaining term for the said position. The provisions and timeline of this paragraph shall also apply when elections take place during an Extraordinary Congress.

12. Candidatures for any of the positions of the Executive Committee shall be sent to the general secretariat of GFA at least forty-five (45) days before the relevant elective Congress. The official list of candidates must be passed to the Members of GFA at least fifteen (15) days before the Congress at which the Executive Committee will be elected. The provisions and timeline of this paragraph shall also apply when elections take place during an Extraordinary Congress.

13. Candidatures for any of the positions of all other bodies of GFA [electoral committee and judicial bodies] must be passed to the Members of GFA at least fifteen (15) days before the Congress at which the members in question will be appointed.

Article 33 Ordinary Congress

1. The Ordinary Congress shall be held every year. This shall be held between the month of September or October each year. If it is not possible to hold a meeting on the said month, the date of the meeting shall be fixed by the Executive Committee to a day not later than 31 December of that respective year [Exception: Force majeure such as typhoon, major earthquakes or pandemic].

2. The Executive Committee shall fix the date. The Members shall be notified in writing at least sixty (60) days in advance from date of Congress (non-election) or seventy-five (75) days in advance from the date of Congress (election).

3. The formal convocation shall be made in writing at least fifteen (15) days before the date of the Congress. This convocation shall contain the date, place, agenda, the activity report, the audited financial statements and the auditors' report and any other relevant documents. The formal convocation may be delivered in form of hard copies or electronically with returned confirmation of receipt. The agenda shall not be altered once the formal convocation has been released.

Article 34 Ordinary Congress Agenda

1. The General Secretary shall draw up the agenda based on proposals from the Executive Committee and the Members. Any proposal that a Member wishes to submit to the Congress shall be sent to the general secretariat in writing, with a brief explanation, at least forty-five days (45) before the date of the Congress.

2. The Congress agenda shall include the following mandatory items (in chronological order):
   a) a declaration that the Congress has been convened and composed in compliance with the Statutes of GFA;
   b) approval or amendment of the agenda;
   c) an address by the President;
   d) appointment of two (2) Members to check the official minutes;
   e) appointment of two (2) scrutineers to check the voting (on non-election matters, as needed);
   f) waiver of disqualification or recusal of any Electoral Committee member, if any;
   g) suspension or expulsion of Members (if applicable);
   h) approval of the minutes of the preceding Congress;
   i) activity report (containing the activities since the last Congress);
   j) presentation of the consolidated and revised balance sheet and the profit and loss statement;
   k) approval of the audited financial statements of the previous financial period;
   l) presentation the budget;
   m) votes on proposals for amendments to the Statutes and the Standing Orders of the Congress (if applicable);
   n) discussion of proposals submitted by the Members and the Executive Committee in accordance with the procedure stipulated under par. 1 above;
   o) appointment of independent and external auditors (if applicable) upon the proposal of the Executive Committee;
   p) dismissal of a member of a body (if applicable);
   q) election of the President, Vice-Presidents and members of the Executive Committee (if applicable);
   r) confirmation of the members of the independent committees [Electoral Committee and judicial bodies] (if applicable);
   s) admission for membership (if applicable).

3. The Congress shall not take a decision on any point not included in the agenda as may be amended by Congress in Article 34.2.b

4. Any motion to amend and/or alter the agenda of an Ordinary Congress must be adopted by a two-third (2/3) of the Member present and eligible to vote or shall stand as noticed in Article 34.1

Article 35 Extraordinary Congress

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

2. The Executive Committee shall convene an Extraordinary Congress if one-third (1/3) of the Members of GFA make such a request in writing. The request shall specify the items to be included on the agenda. An Extraordinary Congress shall be held within three (3) months of receipt of the request. If an Extraordinary Congress is not convened, the delegates representing the Members who requested it may convene the Congress themselves and shall ensure to give notice to all Members in like manner as an Extraordinary Congress convened by the Executive Committee. As a last resort, revert to Article 66 of these Statutes.

3. The Members shall be notified of the place, date and agenda at least thirty (30) days before the date of an Extraordinary Congress.

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

5. If one of the item(s) in the agenda of the Extraordinary Congress includes the election of members of the Executive Committee or members of the Electoral Committee, the Executive Committee shall notify the members at least seventy-five (75) days before the date of the Extraordinary Congress about the upcoming elections.

6. The agenda of an Extraordinary Congress shall not be altered.

Article 36 Amendments to the Statutes and the Standing Orders of the Congress

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

2. As per Article 34.1, any proposal for an amendment to the Statutes and the Standing Orders of the Congress must be submitted in writing with a brief explanation to the general secretariat by a Member or by the Executive Committee. A proposal submitted by delegates representing a Member is valid, provided it has been supported in writing by at least three (3) other Members.

3. The presence of an absolute majority (more than 50%) of the Members eligible to vote at the Congress is necessary for a vote to amend or alter the Statutes and to the Standing Orders of the Congress to be valid.

4. All amendments and alterations to the Statutes and to the Standing Orders of the Congress shall only be adopted with the approval of two-third (2/3) of the votes cast by the Members present and eligible to vote.

Article 37 Minutes

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

Article 38 Effective dates of decisions

Decisions passed by the Congress shall come into effect for the Members seven (7) days after the close of the Congress, unless otherwise stipulated in the present Statutes or unless the Congress fixes another date for a decision to take effect.

Decisions on amendments to the Statutes shall come into effect thirty (30) days after the close of the Congress to assure proper recordation of the changes.

SECTION B. EXECUTIVE COMMITTEE

Article 39 Composition

1. The Executive Committee consists of nine (9) members as follows:
   - 1 President
   - 1 Senior Vice-President
   - 1 Junior Vice-President
   - 6 members

2. At least one (1) member must be a female in the Executive Committee.

3. The President, the Vice-President(s) and the other members of the Executive Committee shall be elected by the Congress in accordance with Article 32 of these Statutes.

   - Five (5) At-large members shall be elected every four years;
   - President, Senior Vice-President, Junior Vice-President and one (1) At-large member shall be elected every four years.

   The above segments are held on alternating years as shown below:

2021	2023	2025	2027
President	5 seats: ExCo members	President	5 seats: ExCo member
Sr. VP		Sr. VP	
Jr. VP		Jr. VP	
1 Seat: ExCo member		1 Seat: ExCo member	

4. Upon being elected, every member of the Executive Committee undertakes, and accepts responsibility, to faithfully, loyally and independently act in the best interest of the GFA and the promotion and development of football in Guam.

5. Members of the Executive Committee shall serve the term of four (4) years and are eligible for re-election.

6. No person shall be elected to the office of President for more than three (3) terms (whether consecutive or not). Previous terms served on the Executive Committee, including Vice-Presidents, shall not be considered in determining the term limit of a President. The initiation of the term limit will be in effect upon the adoption of these Statutes.

7. The Vice-Presidents and Executive Committee at-large members can be re-elected and has no term limits.

8. Excluding the officers' position (President and Vice-Presidents), no more than one Executive Committee member can be from the same Member Club.

9. A member of the Executive Committee may not at the same time be a member of an independent body of GFA and may not be appointed/elected as a delegate representing a Member at the Congress of GFA.

10. If a position or up to three (3) positions of the Executive Committee become vacant, the position(s) shall remain vacant until the next Congress (either Ordinary or Extraordinary), when a replacement(s) will be elected for the remaining period of the office.

11. A position will be considered vacant in case of death, resignation or if a member of the Executive Committee does not participate in three (3) consecutive ordinary meetings or if the member concerned is permanently prevented from performing his official function.

12. If four (4) or more of the positions of the Executive Committee become vacant, the General Secretary shall convene an Extraordinary Congress within the prescribed period of time should an Ordinary Congress not planned to be held within the next five (5) months.

Article 40 Indemnification of Directors and Officers

GFA shall, to the extent legally permissible, indemnify each of its present and former Executive Committee Members, Officers, volunteers and employees against claims arising from the performance of their duties unless the same has resulted from his/her own willful misconduct or willful neglect in the performance of such duties.

GFA shall, to the extent legally permissible, indemnify each of its present and former Executive Committee Members, Officers, volunteers and employees against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been an Executive Committee Members, Officers, volunteers and employees of GFA, such expenses and liabilities to include, by not limited to, judgements, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Executive Committee Members, Officers, volunteers and employees shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of GFA. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Executive Committee (not including the vote of any person seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of GFA and that such Executive Committee Members, Officers, volunteers and employees appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of GFA, and only if the Executive Committee shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall be exclusive of other rights to which any Executive Committee Members, Officers, volunteers and employees may be entitled as a matter of law.

Article 41 Proposal of persons for election as Executive Committee Member

1. To nominate a person to stand for election as an Executive Committee member:
   a) One Member (Proposer) and the person being nominated to stand for election must complete and sign the following documentation:

      i. A Nomination Form which includes but not limited to notating the position;

      ii. A letter in which the person being nominated to stand for election accepts the nominations; and

iii. Evidential documentation which indicates the person being nominated to stand for election satisfies the eligibility criteria outlined in Article 41.4;

b) A second Member must second the nomination (Seconder) by signing the required documentation under par. 1.a.

c) The signed documentation under par. 1.a and 1.b to be delivered to the general secretariat no later than forty-five (45) days before the date of the Congress.

2. Once the general secretariat receives all documentation in accordance with par. 1.c,:

a) The general secretariat must submit this information to the Electoral Committee; and

b) The Electoral Committee will consider each person nominated to stand for election and the relevant documentation and confirm which candidates will be eligible for election (Nominees).

3. The Electoral Committee must notify the general secretariat which persons are Nominees. For all persons nominated for election, but not successful in becoming a Nominee, the Electoral Committee must provide the general secretariat with the reasons for the Electoral Committee's decision.

4. Candidates for all positions shall go through eligibility check carried out by the GFA Electoral Committee. The standard of the eligibility criteria are as follows:
   - Candidates shall have been active in football for at least three (3) years during the five (5) years preceding the election.
   - Candidates may not have previously been found guilty of an indictable offense as stipulated in Article 25.10 of the Statutes.
   - Candidates shall only have membership and participation in GFA and no other national football (soccer) association and be a resident of Guam with the intention to remain a resident for the duration of the term of office being sought.
   - Candidatures for any position of the Executive Committee shall be supported by at least two (2) Members as per par. 1.a and 1.b.

5. Every candidate nominated to the Executive Committee for election must be by name in the prescribed forms and submitted as per par 1 a) and c). Each Member shall support one candidate for each given position only. Each nomination must be in accordance with the further provisions contained within the GFA Electoral Code.

6. The general secretariat shall notify the Members of the names of proposed candidates at least fifteen (15) days before the date of the Congress.

Article 42 Meetings

1. The Executive Committee shall meet at least four (4) times a year.

2. In exceptional circumstances, a member of the Executive Committee may attend a meeting of the Executive Committee via teleconference, video conference, via correspondence or any other similar media. Executive Committee members that attend a meeting via any of the aforementioned methods shall be considered as present and counted toward quorum. In event of national emergency or government declaration of public health restriction, refer to Article 83 for conducting meeting by means of electronic operations.

3. The President shall convene the Executive Committee meetings. If three (3) of the Executive

Committee members request a meeting, the President shall convene it within twenty-one (21) calendar days. If the President does not convene the requested meeting by the aforementioned deadline, the other members of the Executive Committee shall convene it themselves.

4. The President, assisted by the general secretariat, shall compile the agenda. Each member of the Executive Committee is entitled to propose items for inclusion in the agenda. The members of the Executive Committee must submit the items they wish to be included in the agenda for the meeting to the general secretariat at least seven (7) working days before the meeting. The agenda must be sent out to the members of the Executive Committee at least three (3) working days before the meeting.

5. The General Secretary shall take part in the meetings of the Executive Committee in a consultative role without voting rights, and shall take the minutes. If the General Secretary is unable to attend a meeting, he may nominate a representative to attend the meeting on his behalf, subject to the approval of the Executive Committee.

6. The meetings of the Executive Committee shall not be held in public. The Executive Committee may, however, invite third parties to attend. Those third parties shall not have voting rights, and may only express an opinion with the permission of the Executive Committee.

7. Meeting minutes and agenda are not made public. A summarization notice to Members of decisions passed by the Executive Committee will be communicated via official correspondences.

Article 43 Powers of the Executive Committee

1. The Executive Committee:
   a) shall pass decisions on all cases that do not come within the sphere of responsibility of the Congress or are not reserved for other bodies by law or under these Statutes;
   b) shall prepare, with the assistance of the general secretariat, and convene the Ordinary and Extraordinary Congress of GFA;
   c) shall appoint the chairpersons, deputy chairpersons and members of the standing committees;
   d) may decide to set up ad-hoc committees if necessary at any time;
   e) shall approve and issue the regulations for the organization of standing committees and ad-hoc committees;
   f) shall appoint or dismiss the General Secretary on the proposal of the President;
   g) shall propose the independent and external auditors to the Congress;
   h) shall appoint replacements for vacancies in the independent committees until the next Congress;
   i) shall approve and issue regulations governing the conditions of participation in and the staging of competitions organized by GFA;
   j) shall appoint the coaches for the representative teams and other technical staff;
   k) shall approve and issue the Internal Organization Regulations (IOR) of GFA;
   l) shall ensure that the Statutes are applied and adopt the executive arrangements required for their application;
   m) may dismiss a member of a body of GFA or suspend a Member of GFA provisionally until the next Congress;
   n) may delegate tasks arising out of its area of authority to other bodies of GFA;
   o) may appoint observers who may take part in the Congress without the right to debate or

to vote.

Article 44 Decisions

1. The Executive Committee shall not engage in valid debate unless six (6) of its members are present.

2. The Executive Committee shall reach decisions by a majority (more than 50%) of the valid votes cast. In the event of a tied vote, the President shall have the casting vote. If a meeting is convened via teleconference, video conference or other similar media, documentations of such decisions must be filed within the general secretariat as electronic vote (also called "E-Vote").

3. Any member of the Executive Committee must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest.

4. The decisions taken shall be recorded in the minutes. In the event of an E-Vote, supporting documents must be compiled and filed with final decisions to be disseminated to the Executive Committee for reference.

5. The decisions taken by the Executive Committee shall come into effect immediately, unless the Executive Committee decides otherwise.

SECTION C. PRESIDENT

Article 45 President

1. The President represents GFA generally.

2. The President is primarily responsible for:
   a) implementing the decisions passed by the Congress and the Executive Committee through the general secretariat;
   b) ensuring the effective functioning of the bodies of GFA in order that they achieve the objectives described in these Statutes;
   c) supervising the work of the general secretariat;
   d) maintaining the relations between GFA and its Members, FIFA, AFC, political bodies and other organizations.

3. Only the President may propose the appointment or dismissal of the General Secretary.

4. The President shall preside over the Congress, the Executive Committee and those committees of which he/she has been appointed chairperson.

5. The President shall have an ordinary vote on the Executive Committee and, whenever votes are equal, shall have a casting vote.

6. If the President is absent or unavailable, the Senior Vice-President available shall deputize.

7. If the position of the President becomes vacant in the sense of Article 39.13 of these Statutes, the Senior Vice-President shall deputize until the next Congress. The new President for the remaining period of office shall be elected at the next Congress.

8. Any additional powers of the President shall be contained in the Internal Organization Regulations (IOR) of GFA.

Article 46 Representation and signature

The President represents GFA legally and is entitled to sign for GFA. The Executive Committee may adopt special provisions in the Internal Organization Regulations (IOR) of GFA regarding the joint signature of office-holders, in particular, in case of the President's absence and concerning all important business of GFA.

SECTION D. GENERAL SECRETARIAT

Article 47 General Secretariat

The general secretariat shall carry out all the administrative work of GFA under the direction of the General Secretary. The members of the general secretariat are bound by the Internal Organizational Regulations (IOR) of GFA and shall fulfill the given tasks in good faith.

Article 48 General Secretary

1. The General Secretary is the chief executive officer (CEO) of General Secretariat and shall work under the direction of the Executive Committee.

2. The General Secretary shall be appointed and may be dismissed by the Executive Committee upon the proposal of the President. The General Secretary shall report to the Executive Committee.

3. The General Secretary shall be responsible to:
   a) implement decisions passed by the Congress and Executive Committee in compliance with the President's directives;
   b) assist and participate in Congress, Executive Committee, Standing, and ad-hoc Committee meetings;
   c) organize the Congress and meetings of the Executive Committee and other bodies of GFA;
   d) record and maintain the minutes of all meetings (Congress, Executive Committee and standing and ad-hoc committees);
   e) managing and keeping the accounts of the GFA properly;
   f) manage for all the correspondence of the GFA;
   g) manage all the publications of the GFA;
   g) maintain and liaise with the Members of GFA, committees, sponsors, schools, NGOs, member associations, FIFA, the AFC and EAFF;
   h) manage the administration of the General Secretariat;
   i) appoint and discipline all staff of the General Secretariat;
   j) propose managerial staff appointment to the President;
   k) provide the Electoral Committee with logistic and operative support for the elections.

   Any additional responsibilities and duties assigned to the General Secretary shall be stipulated in the Internal Organization Regulations (IOR) of GFA.

4. The General Secretary shall not be a Congress delegate or a member of any other body of GFA.

5. The General Secretary shall attend all Standing Committee meetings of the GFA as an ex officio official without the right to vote. In the event the General Secretary is unable to attend the

Standing Committee meeting, the General Secretary shall appoint a representative(s) from the General Secretariat to attend on his/her behalf.

6. In the absence of the General Secretary, an Acting General Secretary shall be appointed by the Executive Committee.

SECTION E. STANDING COMMITTEES

Article 49 Standing Committees

1. The standing committees of GFA are:
   a) Finance and Risk Committee;
   b) Competition Committee;
   c) Technical and Development Committee;
   d) Referees Committee;
   e) Women's Football Committee;
   f) Grassroots and Social Responsibility Committee;
   g) Futsal and Beach Soccer Committee

2. The chairpersons of the standing committees shall be a member of the Executive Committee. The members of each standing committee shall be appointed by the Executive Committee on the proposal of the Members of GFA or the President of GFA. The Executive Committee shall ensure appropriate female representation on standing committees. Persons appointed to standing committees may, but need not be, involved in football or reside in the geographic territory of GFA, and may include persons who are members of other National Associations in the AFC or the United States Soccer Federation.

3. The chairpersons, deputy chairpersons and the members of the standing committees shall be designated for a term of office of four (4) years.

4. Members may be re-appointed and may also be relieved of their duties at any time. Any individual appointed to fill a vacancy on a Standing Committee shall have the right to vote.

5. Failure to attend at least two (2) committee meetings in a year is especially regarded as a reason for removing a member. However, a member may be reinstated upon the approval of the Executive Committee.

6. Each chairperson shall represent his/her standing committee and conduct business in compliance with the relevant provisions of the Internal Organization Regulations (IOR) approved by the Executive Committee.

7. Each chairperson shall fix the dates of meetings in collaboration with the General Secretary, ensure that all tasks are carried out and reported back to the Executive Committee. The committee shall meet whenever pending matters so require. The chairperson and the General Secretary shall discuss and agree on date(s) of meetlng.

8. The chairpersons of the standing committees shall regularly report to the Executive Committee on the committee's work, either orally or in writing. In event of national emergency or government declaration of public health restriction, refer to Article 81 for conducting meeting by means of electronic operations.

9. The Executive Committee and each standing committee, the latter with the approval of the Executive Committee, may, if necessary, set up a bureau and/or sub-committee to settle urgent matters. Any discussions and decisions of the bureau and/or sub-committee shall be reported to the relevant standing committee as soon as it is practical to do so.

10. Each standing committee may propose to the Executive Committee amendments to the relevant provisions of the Internal Organization Regulations (IOR) of GFA that concern its committee.

11. Each standing committee shall consist of a chairperson, a deputy chairperson and three (3) members unless notated in specific Committee where it is quantified stipulates (i.e., Finance and Risk, Competition, Grassroots and Social Responsibility).

12. Each standing committee must meet at least three (3) times a year and must file a meeting minute report with the general secretariat within two (2) weeks of meeting(s) held.

13. Any decisions and/or policies made by a standing committee will be governed for approval through internal organization regulations and/or financial management manual.

Article 50 Finance and Risk Committee

1. The Finance and Risk Committee shall monitor the financial management and advise the Executive Committee on financial matters and asset management. It shall analyze the budget of GFA and the financial statements. The General Secretary shall submit the budget and financial statements to the Executive Committee for approval.

2. The members of the Finance and Risk Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
   a) financial management and reporting;
   b) audit and compliance;
   c) internal controls;
   d) risk managements;
   e) insurance;
   f) budgeting;
   g) asset management;
   h) not for profit law knowledge;
   i) regulations of Guam Law;
   j) government reporting requirements and government grant management.

3. The secretary of the Finance and Risk Committee will be the GFA Chief of Finance.

4. The role of the Finance and Risk Committee are as follows:
   a) financial policies and systems;
   b) finance strategy and budget development;
   c) financial reporting and disclosures;
   d) to review and assess as well as manage all risk and internal control system;
   e) to advise the Executive Committee on financial matters and asset management;
   f) to present the budget and annual statements to the Executive Committee for approval;
   g) to deal with other matters relating to GFA's finances;
   h) to ensure the completeness and reliability of financial accounting and review of the financial statements, the consolidated financial statement and the independent external auditors' report;
   i) to ensure compliance and monitor with the relevant regulations of the financial programs; and
   j) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Finance and Risk Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The Finance and Risk Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and five (5) members. Two (2) of the five (5) members must be independent and have no affiliation with GFA or clubs. Persons appointed to this committee may, but need not, reside in the geographic territory of GFA, and may include persons who are members of other National Associations in the East Asian Football Federation or the United States' Soccer Federation provided that they have some historic connection to GFA.

8. Committee meetings are confidential.

Article 51 Competition Committee

1. The Competition Committee shall organize the competitions of Association football, futsal and beach soccer at any level (includes Men's, Women's, Youth and Interscholastic as well as special events) within GFA in compliance with the provisions of these Statutes and the regulations applicable to GFA's competitions.

2. The members of the Competition Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
   a) professional and amateur club and league management;
   b) venue management;
   c) player health and well-being;
   d) coaching;
   e) national teams management; and
   f) marketing and promotion.

3. The secretary to the Competition Committee will be the GFA Head of Competitions.

4. The role of the Competition Committee is to advise and monitor policy and strategy in relation to:
   a) competitions strategy;
   b) competition integrations;
   c) competition formats, structures and schedules;
   d) competition regulations;
   e) club licensing and compliance;
   f) stadium security and safety;
   g) organize and manage GFA competitions and matches, including making decisions on any matters related to these competitions and matches in accordance with the GFA Statutes and relevant regulations;
   h) develop GFA football through competitions;
   i) manage the GFA Calendar of Competitions, which shall be undertaken in the interest of the development of football in Guam and the fair distribution of international matches. This includes the pre-selection of hosts, venues and dates to stage and organize the following competition, but not limited to, friendlies, interscholastic, AFC, EAFF and FIFA competitions;
   j) identify the number of participating teams, establish the format and determine the duration of the GFA Competitions;
   k) to market and promote competitions and events;
   l) recommend policies, standards and guidelines related to various aspects of GFA Competitions; and
   m) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Competition Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The GFA Competition Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and five (5) members. Co-opt members may join to support this committee but do not have a voting right.

Article 52 Technical and Development Committee

1. The Technical and Development Committee shall primarily analyze the basic aspects of football training and technical development in football. It shall also be in charge of GFA's development programs, devising and proposing appropriate strategies, checking these strategies and analyzing the support and programs provided to the Members of GFA and providing advice to the Executive Committee on development matters in general.

2. The members of the Technical and Development Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
   a) elite coaching;
   b) coach education and development;
   c) international/national team representation or professional playing experience;
   d) match analysis;
   e) club and football league management;
   f) elite development and pathways;
   g) junior and grassroots football;
   h) school sports programs;
   i) player education;
   j) talent identification; and
   k) marketing and promotion.

3. The secretary of the Technical and Development Committee will be either the GFA Technical Director and/or the Assistant Technical Director.

4. The role of the Technical and Development Committee is to advise and monitor policy and strategy in relation to:
   a) coach education and development;
   b) player education and development;
   c) talent identification;
   d) analyze the basic aspects of football;
   e) make recommendations to promote a healthy environment in football,
   f) address all other technical and development matters;
   g) to market and promote all programs and events; and
   h) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Technical and Development Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The Technical and Development Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and three (3) members. Co-opt members may join to support this committee but do not have a voting right.

Article 53 Referees Committee

1. The Referees Committee shall implement the Laws of the Game. It shall appoint the referees for matches in competitions organized by GFA, organize refereeing matters within GFA in collaboration with the administration of GFA and monitor the education and training of referees.

2. The members of the Referees Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
   a) refereeing (amateur and professional);
   b) referee education and development; and
   c) marketing and promotion.

3. The secretary of the Referees Committee will be the GFA Head of Referees.

4. The role of the Referees Committee is to advise and monitor policy and strategy in relations to:
   a) promotion of, development of, and participation in, refereeing;
   b) development and improvement of refereeing standards;
   c) identification of developed referees for potential promotion;
   d) any other matters relating to policy and development of referees;
   e) to support nomination of candidate(s) for the International List who are eligible to officiate at international matches according to FIFA Regulations governing the registration of international referees, assistant referees, futsal referees and beach soccer referees on FIFA's lists;
   f) to comply with standard refereeing methods as established by FIFA to ensure uniform implementation of the Laws of the Game;
   g) to approve administrative regulations governing refereeing;
   h) to market and promote the pathway, various programs and events; and
   i) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Referee Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The Referees Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and three (3) members. Co-opt members may join to support this committee but do not have a voting right.

Article 54 Women's Football Committee

1. The Women's Football Committee shall deal with all matters related to women's football in accordance with the Statutes and all relevant regulations.

2. The members of the Women's Football Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
   a) Women's Football;
   b) playing experience;
   c) coaching;
   d) refereeing;
   e) marketing and promotion;
   f) governance and management; and
   g) club and league governance and management.

3. The secretary of the Women's Football Committee will be the GFA Women's Football Officer. In support of the committee, the Head of Competition, Grassroots Manager, and Head of Referee may join the meetings to support the planning and discussion in the best interest of women's inclusions.

4. The role of the Women's Football Committee shall be as follows:
   a) deal with all matters related to women's football in accordance with the GFA Statutes and relevant regulations;
   b) collaborate and support the organization of Women's Football competitions with GFA Competition Committee;
   c) approve regulations of GFA Women's Football Competitions;
   d) advise and monitor policy and strategy in relations to Women's football development and programs;
   e) monitor, track, evaluate and recommend improvement in the performance of all aspects to women's and girl's inclusion in the sport (player, coach, referee, club administration/management and player pathway);
   f) make recommendations and monitor the implementation of women's football development strategies and programs in Guam;
   g) collaborate with Technical and Development Committee to work closely with the Women's Football Officer to achieve all objectives related to all matters in women's football;
   h) to market and promote all aspects of women's football; and
   i) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Women's Football Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The Women's Football Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and three (3) members. Co-opt members may join to support this committee but do not have a voting right.

Article 55 Grassroots and Social Responsibility Committee

1. The Grassroots and Social Responsibility Committee shall create the foundation of football and social responsibility with primary purpose is to increase the level of interest and participation among the players, coaches, volunteers and organizers as well as stakeholders.

2. The members of the Grassroots and Social Responsibility Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:

    a) grassroots and interscholastic football;
    b) trends and practices in grassroots strategies and activities;
    c) community programs and activities;
    d) marketing and promotion;
    e) governance and management;

3. The members of the Grassroots and Social Responsibility Committee should be diversified amongst various sectors of football.

4. The secretary of the Grassroots and Social Responsibility Committee will be the GFA Grassroots Manager.

5. The role of the Grassroots and Social Responsibility Committee is to advise and monitor policy and strategy in relation to:
    a) grassroots participation;
    b) coordination and collaboration with stakeholders including clubs, schools, government and NGO as well as corporate partners to ensure its delivery of grassroots and participation activities;
    c) development of grassroots clubs and schools;
    d) to market and promote all grassroots and social responsibility programs and events; and
    e) perform such additional tasks as may be assigned by the GFA Executive Committee.

6. Ensure development and assessment of the Grassroots and Social Responsibility Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

7. The Grassroots and Social Responsibility Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

8. It shall consist of a chairperson, a deputy chairperson and a five (5) members. Co-opt members may join to support this committee but do not have a voting right.

Article 56 Futsal and Beach Committee

1. The Futsal and Beach Committee shall set up and monitor compliance with development and delivery of futsal and beach competitions, player pathways, coach education and referee educations.

2. The members of the Futsal and Beach Committee must have a mix of demonstrated experience, requisite qualifications and/or admirable knowledge within the following categories but not in all of these categories:
    a) futsal and/or beach soccer;
    b) futsal and/or beach playing;
    c) futsal and/or beach coaching;

d) futsal and/or beach refereeing;
e) futsal and/ or beach league governance or management; and
f) marketing and promotion.

3. The secretary of the Futsal and Beach Committee will be the GFA Head of Competitions.

4. The role of the Futsal and Beach Committee is to advise and monitor policy and strategy in relation to:
   a) development of futsal and beach;
   b) development and delivery of futsal and beach competitions;
   c) development and delivery of futsal and beach player pathways;
   d) development and delivery of futsal and beach coach education programs;
   e) development and delivery of futsal and beach referee education programs;
   f) development of futsal clubs and facilities, including governance and management;
   g) affairs of the futsal and beach national teams;
   h) to market and promote all aspects of futsal and beach; and
   i) perform such additional tasks as may be assigned by the GFA Executive Committee.

5. Ensure development and assessment of the Futsal and Beach Strategic Plan along with the annual assessment report to the Executive Committee. Schedule to be affixed by the Chairman in collaboration with the General Secretary.

6. The Futsal and Beach Committee must meet at least three (3) times a year, which meetings may be held by electronic virtual/telephonic means.

7. It shall consist of a chairperson, a deputy chairperson and three (3) members. Co-opt members may join to support this committee but do not have a voting right.

Article 57 Ad-hoc Committees

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

SECTION F. CLUB LICENSING COMMITTEE

Article 58 Club Licensing Committee

1. GFA shall operate a club licensing system in accordance with the principles of the club licensing regulations of FIFA and the AFC.

2. The objective of the club licensing system is to safeguard the credibility and integrity of club competitions, to improve the level of professionalism of club in GFA, to promote sporting values in accordance with the principles of fair play, to provide a safe place and secure match environment, and to promote transparency in the finances, ownership and control of the clubs.

3. GFA shall issue club licensing regulations governing the club licensing system. Inter alia, the club licensing regulations shall stipulate to which clubs the system applies. As a minimum, the club licensing system must be implemented in respect of the top-division clubs which qualify for AFC Club competitions on sporting merit. The club licensing bodies shall consist of the first-instance body and the appeals body. The members of these club licensing bodies shall be appointed by the Executive Committee.

CHAPTER 5: INDEPENDENT COMMITTEES

Article 59 Institutional independence

The independent committees as well as their individual members shall conduct their activities and perform their duties entirely independently but always in the interests of GFA and in accordance with the Statutes and regulations of GFA.

Article 60 Electoral Committee

1. The Electoral Committee is the body in charge of organizing and supervising the election process in accordance with the GFA Electoral Code.

2. The Congress shall confirm the members of the Electoral Committee and adopt the GFA Electoral Code, both upon proposal of the Executive Committee.

3. The term of office of all members shall be six (6) years. The members for the said committee shall be confirmed by Congress scheduled during a non-election Congress. For purpose and intent to align, the following appointments shall be as follows:

2021		**2024**		**2027**
Three (3) seats	Term to serve = 3 yrs.	Three (3) seats	(6 year term)	
Two (2) seats	Term to serve = 6 yrs.			Two (2) seats (6 year term)

Thereafter, it is every six (6) years after term served.

4. The members may be re-elected or relieved of their duties at any time, although they may only be relieved of their duties by the Congress.

5. The chairperson, deputy chairperson, members and substitutes of the Electoral Committee shall be independent. They shall not partake in any specific phase of the vetting of the candidate(s) if they exercise or have recently exercised within the last twelve (12) months preceding any activity that might adversely affect the organization, stakeholders and/or operations of the election. The member agrees to disclose to the General Secretary any facts about which the member becomes aware, might give rise to a prudent person believing that Conflict of Interest or potential Conflict of Interest could be asserted as to the Electoral Committee Member. Such Committee Member shall recuse himself/herself from the vetting of any matter related to the Conflict. The Congress may adjudicate any conflict and determine by a majority vote of three-Fourths of the Congress Members, to waive any conflict which may be reported. The recusal disqualification, if not waived by Congress shall continue until the process to which the conflict may exist is complete. Once any process for which a Member is recused or disqualified has completed, the recused member may resume activity as a Member to complete the activities of the Electoral Committee as defined by the Electoral Code during any Congress. If the Congress Members waive any disqualification, the Electoral Committee Member shall be permitted to resume any and all activities under the Electoral Code. Whether such issue of recusal or disqualification appears on the agenda or not, the issue shall be allowed to be raised and determined during any Congress.

Article 61 Judicial bodies

1. The judicial bodies of GFA are:
   a) the Disciplinary & Ethics Committee;
   b) the Appeal Committee.

2. The judicial bodies are to be composed in such a way that the members, together, have the knowledge, abilities and specialist experience that is necessary for the due completion of their

tasks. The chairpersons of the judicial bodies shall be qualified to practice law. It is recommended that the deputy chairpersons also shall be qualified to practice law.

3. The term of office of all members shall be six (6) years. The members may be re-appointed or relieved of their duties at any time only by the Congress. Any person may submit a nomination for the candidates, including the interested candidate abiding by ensuring his/her independence as per Article 62.2 and Article 63.2.

4. The chairpersons, deputy chairpersons and other members of the judicial bodies shall be elected or relieved of their duties by the Congress and shall not be members of any other body of GFA.

5. Meetings of the judicial bodies are confidential.

6. If the chairperson, the deputy chairperson or a member of a judicial body permanently ceases to perform his/her official function during his/her term of office, the Executive Committee shall appoint a replacement to serve until the next Congress, in which the Congress shall appoint a new member of the respective judicial body for the remaining period.

7. The responsibilities and function of the judicial bodies shall be stipulated in the GFA Disciplinary & Ethics Code.

Article 62 Disciplinary & Ethics Committee

1. The Disciplinary & Ethics Committee shall consist of a chairperson, a deputy chairperson and five (5) members.

2. The function of the Disciplinary & Ethics Committee shall be governed by the GFA Disciplinary & Ethics. In addition to Article 61.2, members of the Disciplinary & Ethics Committee shall have experience as a Coach, Player or Referee, or other substantial involvement in football. Persons appointed to this committee may, but need not, reside in the geographic territory of GFA, and may include persons who are members of other National Associations in the East Asian Football Federation or the United States' Soccer Federation provided that they have some historic connection to GFA. The Disciplinary & Ethics Committee shall pass decisions only when at least three (3) members are present. Members of this committee may participate in a meeting by means of audio/video electronic connection with a member or members in Guam. In certain cases, as specified in the GFA Disciplinary & Ethics Code, the chairperson may rule alone.

3. The Disciplinary & Ethics Committee may pronounce the sanctions described in these Statutes, the GFA Disciplinary & Ethics Code on Members, Officials, Players, Clubs, licensed match agents and intermediaries.

4. These provisions do not affect the powers of the Congress and the Executive Committee with regard to the suspension and expulsion of Members.

5. The Executive Committee shall issue the GFA Disciplinary & Ethics Code, which shall be in accordance with the principles mandated in the FIFA Disciplinary Code and FIFA Code of Ethics.

Article 63 Appeal Committee

1. The Appeal Committee shall consist of a chairperson, a deputy chairperson and three (3) members.

2. The function of the Appeal Committee shall be governed by the GFA Disciplinary & Ethics Code. In addition to Article 61.2, members of the Disciplinary & Ethics Committee shall have experience

as a Coach, Player or Referee, or other substantial involvement in football. Persons appointed to this committee may, but need not, reside in the geographic territory of GFA, and may include persons who are members of other National Associations in the East Asian Football Federation or the United States' Soccer Federation provided that they have some historic connection to GFA. Members of this committee may participate in a meeting by means of audio/video electronic connection with a member or members in Guam. The Appeal Committee shall pass decisions only when at least three (3) of the members are present. In certain cases, as specified in the relevant regulations, the chairperson may rule alone.

3. The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary & Ethics Committee that are not declared final by the relevant regulations of GFA.

4. Decisions pronounced by the Appeal Committee may only be appealed to the Court of Arbitration for Sport in Lausanne, Switzerland, or as per Article 66 in these Statutes

CHAPTER 6: DISCIPLINARY MEASURES

Article 64 Disciplinary measures

The disciplinary measures are primarily:

1. for natural and legal persons:
    a) a warning;
    b) a reprimand;
    c) a fine;
    d) the return of awards.

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

3. for legal persons:
    a) a transfer ban;
    b) playing a match without spectators;
    c) playing a match on neutral territory;
    d) a ban on playing in a particular stadium;
    e) annulment of the result of the match;
    f) expulsion from a competition;
    g) a forfeit;
    h) deduction of points;
    i) relegation to a lower division;
    j) replaying a match.

CHAPTER 7: ARBITRATION

Article 65 Jurisdiction

1. GFA and its Member and Associate Members, and all of the affiliated Leagues, Clubs, Players and Officials, Intermediaries and licensed match agents and all other participating in GFA committees or activities agree by their respective voluntary act of participation in or with GFA activities and holding such rights as these statutes may provide, that all disputes which any of them may have shall be resolved within such rights of redress as provided in the Statutes of GFA, the AFC, and/or FIFA or resort to the Court of Arbitration for Sport ("CAS") with headquarters in Lausanne (Switzerland), and each of them further agrees that recourse may not be taken to ordinary courts of law in any jurisdiction, and further each of them agreeing that invocation of this Statute in any ordinary court shall serve as a grounds to dismiss with prejudice any action which any of them may file in any ordinary court. Each person or entity heretofore stated in this paragraph, agrees to recognize the CAS and its authority and to submit to its jurisdiction.

2. Recourse to ordinary courts of law is prohibited unless specifically provide for in any FIFA, AFC or GFA Statute, Code, Rule or Regulation clearly and specifically so allows. Recourse to ordinary courts of law for all types of provisional measures is also prohibited.

3. Any violation of this article shall be sanctioned in accordance with these statutes, the statutes of the AFC, FIFA or as allowed by CAS.

Article 66 Arbitration

1. All disputes shall be resolved according to the Statutes of GFA, the AFC, FIFA and/or the provisions of the CAS Code of Sports-related Arbitration, whichever may apply to a dispute. If a means of review or redress is provided by a Statute, Rule, Code or Regulation of GFA, AFC, or FIFA, the process provided by Statute, Code, Rule or Regulation must be utilized and exhausted before any arbitration is sought to be taken to CAS. CAS may apply in resolution of any dispute the Statutes, Codes, Rules, Regulations of FIFA, the AFC, and GFA, and where additionally relevant the laws of Guam.

Article 67 Court of Arbitration for Sport

1. In accordance with the relevant provisions of the FIFA Statutes, any appeal against a final and binding decision passed by a FIFA body, by AFC body, or the Leagues shall be heard by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, unless another Arbitration Tribunal has jurisdiction in accordance with Article 66. CAS shall not, however, hear appeals on violations of the Laws of the Game, and suspensions of up to four (4) matches or up to three (3) months (with the exception of doping decisions).

2. GFA shall ensure its full compliance and that of all those subject to its jurisdiction, with any final decision passed by a FIFA body, by the AFC body, or by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland.

CHAPTER 8: FINANCE

Article 68 Financial period

1. The financial period of GFA shall be one (1) year and shall begin on 01 January and end on 31 December.

2. The General Secretary is responsible for drawing up the annual consolidated accounts of GFA with its subsidiaries as of 31 December.

Article 69 Revenue

1. The revenue of GFA arises specifically from:
   a) Members' annual subscriptions;
   b) receipts generated by the marketing of rights to which GFA is entitled;
   c) fines imposed by the authorized bodies;
   d) other subscriptions and receipts in keeping with the objectives pursued by GFA;
   e) donations;
   f) any other revenue related to football activities;
   g) grants and assistance from FIFA, the AFC, EAFF and/or other supporting Member Associations/Confederations.

Article 70 Expenses

GFA bears:

a) the expenses stipulated in the budget;
b) other expenses approved by the Congress and expenses that the Executive Committee is entitled to incur within the scope of its authority;
c) all other expenses in keeping with the objectives pursued by GFA.

Article 71 Independent and external auditors

The independent and external auditors appointed by the Congress shall audit on a yearly basis the accounts approved by the Finance Committee in accordance with the appropriate principles of accounting. The auditors shall be appointed for a period of four (4) years. This mandate may be renewed.

Article 72 Membership subscriptions

1. Membership subscriptions are due on 31st of January of each year. The annual subscription for new Members for the year in question shall be paid within thirty (30) days of the close of the Congress at which they are admitted.

2. The Congress shall fix the amount of the annual subscription every four (4) years on the recommendation of the Executive Committee. It shall be the same for every Member.

Article 73 Settlement

GFA may debit any Member's assets and accounts to settle claims.

Article 74 Levies

GFA may demand that a levy be paid by its Members for matches.

Article 75 Publication of Financials

1. GFA shall publish on its official website the financial documents referred to under Article 34. i), j), and k) of these Statutes once the relevant items have been approved by the Congress.

CHAPTER 9: COMPETITIONS AND RIGHTS IN COMPETITIONS AND EVENTS

Article 76 Competitions

1. GFA organizes and coordinates the following official competitions held within its territory:

Men's Competitions	Women's Competitions	Youth Competitions
Premier League	Premier League	Minetgot League
Amateur League	Amateur League	Robbie Webber Youth League
FA Cup	FA Cup	Special Olympics
Masters League	Recreational League	Interscholastic (MS & HS) – Boy's
Men's Futsal	Mom's League	Interscholastic (MS & HS) – Girl's
Men's Beach	Women's Futsal	Youth Futsal and Beach
	Women's Beach	
Co-ed Masters League		

2. Non-member team(s) interested to join in GFA activities, may only participate in Youth competitions or events. Application and process should be referred to the Competition Regulations under Competition Committee. Should the said non-member team(s) wishes to participate in other leagues or competitions (men's, women's or coed), they must pursue the application of an Associate Member outlined in Article 13.

3. The Executive Committee may delegate to GFA's subordinate Leagues the authority to organize competitions [e.g. by means of a proper and comprehensive agreement for elite football]. The competitions organized by the Leagues shall not interfere with those competitions organized by GFA. Competitions organized by GFA shall take priority.

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

Article 77 Club Licensing

The Executive Committee of GFA shall issue regulations regarding a club licensing system governing the participation of Clubs in the competitions of GFA, in compliance with the minimum requirements of the club licensing system as set up by AFC in conformity with the FIFA Club Licensing Regulations. Article 58 relates to Club Licensing Bodies.

Article 78 Rights

1. GFA and its Members are the original owners of all of the rights emanating from competitions and other events coming under their respective jurisdiction, without any restrictions as to content, time and place. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems, designs and rights arising under copyright law.

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

Article 79 Authorizations

GFA and its Members are exclusively responsible for authorizing the distribution of image and sound and other data carriers of football matches and events coming under their respective jurisdiction, and without any restrictions.

CHAPTER 10: INTERNATIONAL MATCHES AND COMPETITIONS

Article 80 International matches and competitions

1. The authority for organizing international matches and competitions between representative teams and between Leagues, Club teams and/or scratch teams lies solely with FIFA, the Confederation(s) and/or the Association(s) concerned. No such match or competition shall take place without the prior permission of FIFA, the Confederation(s) and/or the Association(s) concerned in accordance with the FIFA Regulations Governing International Matches.

2. GFA is bound to comply with the international match calendar compiled by FIFA.

Article 81 Contacts

GFA, its Members, Players, Officials, licensed match agents and intermediaries shall not play matches or make sporting contact with Associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

Article 82 Approval

1. Clubs, Leagues or any other group of Clubs that are affiliated to GFA may only join another Association with the authorization of GFA, the other Association, the respective Confederation(s) and FIFA.

2. Clubs, Leagues or any other group of Clubs that are affiliated to GFA cannot participate in competitions on the territory of another Association without the authorization of GFA, the other Association(s), FIFA and the respective Confederation(s) according to the FIFA Regulations Governing International Matches.

CHAPTER 11: FINAL PROVISIONS

Article 83 Congress, Executive Committee or Standing Committee meeting conducted by means of electronic operation

1. This Article 83 supersedes any statute which conflicts or impedes the conduct of business as provided in this Article, only to the extent that compliance with any other statute cannot be performed while the actions provided for in this Article are conducted.

2. All Congress, whether Ordinary or Extraordinary, Executive Committee meeting or Standing Committee meeting, generally require the assembly of Member Delegates/members in a single location for conduct of the Congress, Executive Committee meeting or Standing Committee meeting, unless these statutes otherwise expressly allow a Standing Committee member to participate from a remote location. When by National emergency or government declaration of public health restriction limits the ability to conduct a Congress by gathering all Member

Delegates/members into a single room, such Congress, Executive Committee meeting, or Standing Committee meeting may be conducted by means of use of an electronic access program which allows for all participants to hear and view the ongoing Congress, Executive Committee meeting, or Standing Committee meeting, from the calling into session of such Congress, Executive Committee meeting, of Standing Committee meeting and until the Adjournment of the Congress, Executive Committee meeting, or Standing Committee meeting.

3. When a Congress, Executive Committee meeting or Standing Committee meeting is conducted, by use of an electronic access program, the Member Delegates/members shall vote on matters which do not call for a secret ballot as provided in these statutes by roll call voice vote, responding either "yes," "no," or "pass/abstain" on all matters presented for vote to the Member Delegates/members.

4. When a Congress is assembled under Article 83.2 above, Members may be assembled in a location or locations where the Member Delegates are in separate rooms or spaced apart from each other provided that in the location where a Member Delegate is provided a room or space, the Member Delegates are able to continuously view the location of the Secretary General, President and Executive Committee from assembly of the Congress until Adjournment by audio-video transmission of the proceedings. When the Agenda of the Congress calls for election(s) or other matters for which these Statutes requires that a secret ballot be cast by the Member Delegates, the audio-video transmission must include for the duration of the activities of the Electoral Committee, that the Electoral Committee members, the secret voting booth/area and voting urn be in continuous transmission until an election or vote is complete. The area inside the secret voting booth/area shall not be transmitted to the Member Delegates. Member Delegates will be called from their separate locations by roll call to promptly enter the location of the Electoral Committee, voting booth/area, and ballot urn, to receive the ballot paper from the Electoral Committee, take the ballot paper into the voting booth/area, mark the ballot, fold the ballot in half, and deposit the ballot of the respective Member Delegate into the ballot urn before returning to their separate location. After all Member Delegates have been called to vote, received their ballot and deposited the ballot into the ballot urn, the Electoral Committee shall tabulate the votes as provided by the Electoral Code and proceed to announce the tabulation of the votes.

5. The record of such Congress shall be kept for review upon any challenge to any action that may have been taken. Any objection by any Member to any action taken during the electronic Congress must be presented to the General Secretariat and all other Members within thirty (30) days after the adjournment of Congress, by a written objection specifically identifying the action which is subject of the objection. Any objection as to any matter other than an election, shall be ruled upon and determined by a simple majority vote of the Executive Committee at its next meeting after receiving the objection. Any objection as to an election, shall be resolved by a simple majority of the Electoral Committee, who will be presented the objection and may cast their vote on the objection by electronic meeting held as soon as practicable after receiving the objection. Ruling by the Executive Committee or the Electoral Committee shall be final. The record of any Congress and rulings on objections shall be maintained until the next succeeding Congress.

6. A record of any Executive Committee meeting shall be kept by video and audio recording of the meeting, as such meeting is conducted and able to be viewed by the Executive Committee Members. All votes cast during any Executive Committee meeting shall be by roll call voice vote. Any objection by any Executive Committee Member to any action taken during the electronic Executive Committee meeting must be presented by a written objection specifically identifying the action which is subject of the objection sent to the General Secretariat and all other Members of the Executive Committee within thirty (30) days after the adjournment of Executive

Committee. The Executive Committee shall rule upon the objection at its next meeting. A ruling supported by a simple majority of the Executive Committee shall be sufficient as to any objection received. The objection or objections shall be ruled upon at the next succeeding meeting of the Executive Committee. The ruling by the Executive Committee shall be final.

Article 84 Unforeseen contingencies and force majeure

The Executive Committee shall have the power to decide on all cases of force majeure and on all matters not provided for in these Statutes. Any decisions made will take into account the relevant regulations of FIFA and the AFC.

Article 85 Dissolution

1. Any decision relating to the dissolution of GFA requires a majority of three-fourth (3/4) of all of the Members of GFA, which must be obtained at a Congress specially convened for the purpose.

2. If GFA is disbanded, its assets shall be transferred to in accordance with these statutes and the laws of Guam. It may hold these assets in trust as "bonus pater familiae" until GFA is re-established. The final Congress if it elects to transfer the assets, however, may do so and choose another recipient for the assets, if confirmed by a three-fourth vote of the Congress.

3. Upon dissolution of GFA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code or under 501(j) of the Code, or corresponding section of any future applicable tax code, or shall be distributed to a qualified organization operated and organized for religious, educational, scientific, literary or charitable purpose. The Superior Court of Guam shall dispose of any such assets not so disposed of by the Executive Committee exclusively for such purposes.

Article 86 Enforcement

These Statutes were adopted at the Congress in Guam on 24, July 2021 and will come into force with immediate effect. The former Statutes of GFA are hereby repealed.

Article 87 Transitional provisions

1. The existing Members of GFA as described in Article 11 of these Statutes shall be granted a period of two (2) years starting from the date of adoption of these Statutes to provide the general secretariat of GFA with the documents and information stipulated under Article 16.1.b and Article 18.1.c) as specified in these Statutes. Members failing to comply with the given period shall lose their right to vote at the Congress as long as they have not complied with the above-mentioned obligations. Furthermore, their votes shall not be taken into account when establishing the quorum.

2. Non-member teams participating in any leagues or competitions other than Youth shall be granted a period of two (2) years starting from the date of adoption of these Statutes to associate with an Associate Member or Full Member. Should a non-member team wish to become a Member, it shall comply with the Statutes, rules and regulations described in Article 12, Article 13 and 15. Effective 2023, non-member teams will not be permitted to participate in any competition outside of Youth competition.

3. Non-member teams participating in Youth competitions or event shall be entitled to partake in the said competition. Should an existing non-member teams participating in the Youth Competitions or event have team(s) in other leagues or competition (men's, women's or coed),

the said non-member team shall either associate itself to an Associate or Full Member or initiate to become a Potential New Member. This shall be placed in effect four (4) months before the 2022 Congress.

4. As long as any new applicant as described in Article 12 (Level of Membership) are not duly constituted and accepted as Members of GFA in accordance with these Statutes, they shall not have the right to participate and to vote at the Congress. Associate Members are permitted to participate at the Congress but do not have the right to vote at the Congress.

5. Due to COVID-19 pandemic in 2020, the postponement of the election (Congress), all terms for the said executive committee members' position has been deferred for one year.

6. The term limit of the President as stipulated in Article 39.6, the initiation of the term limit will be in effect upon the adoption of these Statutes.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 28 day of July, 2021.

Valentino San Gil, President

)
) ss.
MUNICIPALITY OF DEDEDO)

On this 28TH **day of** JULY, 20 21, **before me a Notary Public in and for** GUAM, **personally appeared** VALENTINO SAN GILL, **whose name is subscribed to in the foregoing instrument and acknowledged to me that he/she executed the same as his/her own free act and deed for the uses and purposes therein set forth.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

Notary Public

DEZERAE F. MANIBUSAN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **MARCH 25, 2023**
P.O. BOX 26854 BARRIGADA, GU 96921

IN TESTIMONY WHEREOF, I have hereunto set my hand this 28 day of July, 2021.

Marvin C. Iseke

)
) ss.
MUNICIPALITY OF DEDEDO)

On this 28TH **day of** JULY, 20 21, **before me a Notary Public in and for** GUAM, **personally appeared** MARVIN C ISEKE, **whose name is subscribed to in the foregoing instrument and acknowledged to me that he/she executed the same as his/her own free act and deed for the uses and purposes therein set forth.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

Notary Public

DEZERAE F. MANIBUSAN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **MARCH 25, 2023**
P.O. BOX 26854 BARRIGADA, GU 96921

DEFINITIONS AND APPENDIXES

DEFINITIONS

The terms given below denote the following:

Guam Football Association	The full name of the Association.
GFA	Abbreviated name for Guam Football Association
FIFA	Fédération Internationale de Football Association
AFC	The Asian Football Confederation
EAFF	The East Asian Football Federation
Association	a football association recognized as such by FIFA. It is a member of FIFA unless a different meaning is evident from the context. Also referred to as "Member Association".
Association football	The game controlled by FIFA and organized by FIFA, the Confederation and/or the Associations in accordance with the Laws of the Game.
Associate Membership	a membership that may be granted to such organizations on application by its authorized representatives for approval by the Executive Committee on the condition that it subjects itself to the Statutes, rules and regulations of the GFA and the Laws of the Game.
CAS	Court of Arbitration for sport based in Lausanne (Switzerland).
Club	A member of an Association (that is a member of FIFA) recognized by an Association that enters at least one team in a competition.
Confederation	A group of Associations recognized by FIFA that belong to the same continent (or similar geographic region).
Congress	The supreme and legislative body of GFA.
Congress Delegate	A natural person representing a Member at the Congress of GFA.
Executive Committee	The executive body of GFA. There are officers and at-large Executive Committee members.
Laws of the Game	The laws of Association football issued by the IFAB in accordance with the FIFA Statutes.
League	A football league that is subordinate to GFA.
Member	A legal entity that has been admitted into membership of GFA by the Congress.
Member Association	An association recognized as such by FIFA and by the relevant Confederation. It is a member of FIFA. Also referred to "Association".
Official	Any board member (including the members of the Executive Committee), committee member, referee and assistant referee, coach, trainer, and any other person (except players) responsible for technical, medical and administrative matters in FIFA, a Confederation, an Association, a League or a Club as well as any other persons obliged to comply with the FIFA Statutes and regulations.
Ordinary Courts	State courts which hear public and private legal disputes.
Player	A football player registered with an Association.
Regional Association	An organization that is subordinate to an Association.
Stakeholder	a person, entity or organization which is not a member association and/or body of FIFA and the AFC but has an interest or concern in FIFA's activities, in which may affect or be affected by FIFA's actions, objectives and policies, in particular clubs, players, coaches and leagues.
The IFAB	The International Football Association Board (IFAB).

NB: Terms referring to natural persons include both genders. Any term in the singular applies to the plural and vice-versa.

APPENDIX A: CONGRESS QUORUM AND VOTES

DELEGATES (ART. 28)

Delegates (Appoint four (4)) whereby:

- 1 is Voting Delegate
- 1 is Non-Voting Delegate
- 2 Alternates
  - List delegate by priority; whereby, first name listed is the voting delegate.
  - Should the named voting delegate is not available on the day of the Congress, the second named person will assume that role as the voting delegate and first alternate becomes the non-voting delegate. This shall continue until the named voter is present at the commencement of the Congress.

- One of the two delegates is recommended to be a female.
- Two (2) Non-voting delegates will be appointed as scrutineers during the Congress.
- Two (2) Delegates (voting or non-voting) will be appointed as minute checker for the Congress.

QUORUM (ART. 30): (majority = 50%+1)

- Grace Period of one (1) hour to allow a quorum to be reached.
- If no quorum is reached at end of the one (1) hour, the Congress is rescheduled at same venue in 14 days.
- In any subsequent reschedule, refer to Article 30 par 2.

DECISIONS:	**PRESENT**	**VOTES**
AMENDMENT TO STATUTES (ART.	Majority	2/3
DISMISSAL OF A MEMBER OF A BODY	Majority	2/3 (secret ballot)
ADMISSION	Majority	1/2
SUSPENSION	Majority	2/3 (secret ballot)
LIFT SUSPENSION	Majority	2/3 (secret ballot)
EXPULSION	Majority	2/3 (secret ballot)
AMENDMENT TO CONGRESS AGENDA	Majority	2/3
DISSOLUTION OF GFA	¾	3/4
RESIGNATION – CEASING TO BE A MEMBER	Confirmation	

Decisions from Congress goes in effect seven (7) days after the adjournment of Congress.

ELECTION (ART. 32)

- Secret ballot. No proxy allowed. In unique event such as national health emergencies, see Art. 83.
- Vote by position.
- Candidate must be supported by two (2) members at the time of submission.
- Each Member shall support one (1) candidate for each given position only.
- Where a candidate has no opponent for the seat, they may be elected by show of hand or by acclamation.

PRESIDENT (ART. 32)

The position of the President, Senior Vice President, and Junior Vice President shall be elected as follows:

a. Where there are two (2) candidates on the first ballot, a simple majority (more than 50%) of the valid votes cast of the Members who are present and eligible to vote is necessary;
   i. If a tie occurs, a second ballot shall take place and the candidate who receives the most number of votes shall be elected.

ii. If a tie occurs after the second ballot, the existing officer shall resume the position until the next Congress (Ordinary or Extraordinary).

b. Where there are more than two (2) candidates on the first ballot, should no candidate receive a simple majority (more than 50%) of the votes on the first ballot, the candidates receiving the highest number of ballots cast and the second highest number of ballots, shall proceed to the second ballot.

   i. If a tie of the highest number of ballots occurs, all other candidates receiving less than the highest tied number of ballots shall be stricken from the second ballot.

   ii. If a tie of the second highest number of ballots occurs, the candidate receiving the highest number of votes and all candidates which tie the second highest number of votes proceed to the second ballot and all other candidates receiving less than the two highest numbers of votes shall be stricken from the second ballot.

c. In the event of a second ballot (if required), the candidate who receives the most number of votes shall be elected.
   i. If a tie of the highest number of ballots occurs, only those with highest number of ballots shall proceed to a third ballot. All other candidates receiving less than the highest tied number of ballots shall be stricken from the third ballot.

d. In event of a third ballot (if required), the candidate who receives the most number of votes shall be elected.
   i. If in event a tie occurs with two (2) remaining candidates, the existing officer shall resume the position until the next Congress (Ordinary or Extraordinary).

e) Where a candidate has no opponent for the seat, they may be elected by a show of hands or by acclamation.

EXECUTIVE MEMBERS (At-large) (ART. 32)
For the election of the other members (At-large) of the Executive Committee by position, the candidate(s) who receive(s) the most votes in respect of the free seat(s) shall be elected. In the event of a tie, the process in paragraph 32.7.a.i shall be followed.

OTHER BODIES (ART. 32)
For the election of the chairpersons, deputy chairpersons and members of all other bodies of GFA [electoral committee and judicial bodies], the candidate(s) who receive(s) the most votes in respect of the free seat(s) shall be elected. These elections may be conducted en bloc.

NOTE: Should there be any conflict between languages in Articles and Appendix, Articles shall prevail.

APPENDIX B: CONGRESS TASKS AND TIMELINES

ORDINARY	ELECTION	NON-ELECTION
Notice of Congress	75 calendar days	60 calendar days
Submission of Candidate(s) Nomination & Documents	45 calendar days	
Proposal by Member Club(s)	45 calendar days	45 calendar days
Electoral Committee Review of Nominees	45-38th days	
Candidate's Response to Electoral Committee	38-31st days	
Formal Convocation (Agenda and Full Documents)	15 calendar days	15 calendar days
Official List of Nominees for Election	15 calendar days	
Official List of Proposed member for Independent bodies	15 calendar days	15 calendar days
Delegates (from Member Clubs)	10 calendar days	10 calendar days
Change in delegate assignment (Voting/Non-Voting)	Commencement	Commencement

- Ordinary Congress traditionally is held between September–October.
- Should Ordinary Congress not convene during the traditional timeframe, it should be convened at its best effort NLT 31 December of the same year.
- Proposal by Member Club(s) which affects the Amendment to the Statutes must be supported by three (3) other Members.

EXTRAORDINARY	ELECTION	NON-ELECTION
➢ One-third (1/3) Members in Writing: Must be held within three (3) months;		
➢ If it involves Election, follow the prescribed countdown below.		
Notice of Congress (Election)	75 calendar days	30 calendar days
Submission of Candidate(s) Nomination & Documents	45 calendar days	
Proposal by Member Club(s)	45 calendar days	
Electoral Committee Review of Nominees	45-38th days	
Candidate's Response to Electoral Committee	38-31st days	
Notice of date/ place and agenda		21 calendar days
Formal Convocation (Agenda and Full Documents)	15 calendar days	
Official List of Nominees for Election	15 calendar days	
Official List of Proposed member for Independent bodies	15 calendar days	15 calendar days
Delegates (from Member Clubs)	10 calendar days	10 calendar days
Change in delegate assignment (Voting/Non-Voting)	Commencement	Commencement

NOTE: Should there be any conflict between languages in Articles and Appendix, Articles shall prevail.