

CP1/25 Owners, Directors & Senior Executives (ODSE)

Guidance Document

Introduction

Context

- 1.1 *The Football Governance Act 2025 (the Act) gives the Independent Football Regulator (IFR) the power to assess and determine the suitability of prospective new owners and “officers”. It also gives the power for the IFR to assess and determine (under certain circumstances) the suitability of incumbent owners and “officers” of regulated club.¹*
- 1.2 *The IFR has used the powers in the Act to develop and establish the Owners, Directors & Senior Executives (ODSE) regime.² This guidance document provides an overview of how the ODSE regime operates and what regulated clubs and individuals need to do under the new regime.*

Who this guidance document is for

- 1.3 *This guidance document is relevant to:*
 - *IFR regulated clubs;*
 - *individuals or registered societies intending to become an owner of an IFR regulated club;*
 - *individuals intending to become a Senior Manager at a club;³*
 - *incumbent owners of IFR regulated clubs (including at the time the ODSE regime is implemented);*
 - *incumbent Senior Managers of IFR regulated clubs (including at the time the ODSE regime implemented); and*
 - *clubs playing in National League North and National League South with expectations of promotion to the National League.*

What this guidance document covers

- 1.4 *Chapter 2 sets out the IFR’s approach to the scope of the ODSE regime. This includes:*
 - *who is in scope of being an owner;*
 - *who is in scope of being a Senior Manager; and*
 - *how to identify whether someone is a Senior Manager.*
- 1.5 *Chapter 3 sets out the IFR’s approach to being notified about someone potentially becoming an owner or Senior Manager at a regulated club. This includes:*
 - *how to submit a notification;*
 - *what to include in a notification; and*
 - *when to submit a notification.*

¹ *Regulated club has the meaning given in section 2 of the Football Governance Act 2025.*

² *In this guidance, the IFR uses the terms ‘Directors and Senior Executives’ and ‘Senior Managers’ (interchangeably), rather than the term “officer” as used by the Act. This is to aid understanding of the types of role subject to the regime, by using terms with which clubs and individuals are more likely to be familiar. It is a matter of terminology only and does not affect the scope or application of the regime, which is set out in the Act.*

³ *The term Senior Manager is explained in Chapter 2 of this guidance document.*

-
- 1.6 Chapter 4 sets out the IFR's approach to applications to become an owner or Senior Manager at a regulated club. This includes:
- how to submit an application;
 - when to submit an application;
 - what to include in an application;
 - the time limit for the IFR to assess an application; and
 - the IFR's procedure for making a determination, and potential rights of appeal.
- 1.7 Chapter 5 sets out the IFR's approach to assessing the suitability of an owner or Senior Manager. This includes the IFR's approach to assessing:
- honesty and integrity;
 - financial soundness;
 - competence (in the case of Senior Managers);
 - sufficient financial resources (in the case of applications to become an owner); and
 - whether an owner's source of wealth is connected to serious criminal conduct.
- 1.8 Chapter 6 sets out the IFR's approach to incumbent owners and Senior Managers.
- 1.9 This guidance document should be read together with the following:
- The Football Governance Act 2025 Part 1 - Purpose, Overview and Key Definitions;
 - The Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc.;
 - The Football Governance Act 2025 Schedule 1 - Meaning of an "owner";
 - The Companies Act 2006 sections 162 and 251;
 - The Serious Crime Act 2007 (and in particular Part 1 of Schedule 1);
 - [Placeholder for Secretary of State guidance on "significant influence"];
 - [Placeholder for Secretary of State guidance on time limit for assessing an application]; and
 - The IFR's [draft] Owners, Directors and Senior Executives Regime rules ('the ODSE rules').
- 1.10 This document is not a definitive statement of, or a substitute for, the law itself. In the event of any conflict, inconsistency or difference in emphasis between this guidance, and the Act or other primary or secondary legislation, the legislation prevails. The IFR will have regard to this guidance for the purposes of overseeing the ODSE Regimes set out in Part 4 of the Act. It will apply this guidance flexibly and may depart from the approach described in the guidance where there is an appropriate and reasonable justification for doing so.
-

2. Who is in-scope of the ODSE regime

This chapter should be read together with:

- *the Football Governance Act 2025 Part 1 - Purpose, Overview and Key Definitions;*
- *the Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc.;*
- *the Football Governance Act 2025 Schedule 1 - Meaning of an “owner”;*
- *the Companies Act 2006 sections 162 and 251;*
- *[placeholder for Secretary of State guidance on “significant influence”]; and*
- *part 5 of the ODSE rules.*

Context

- 2.1 *This chapter explains who is in-scope of being an owner and which roles are in-scope of being a Senior Management Function under the ODSE regime. This includes:*
- *how to identify whether someone is in-scope of being an owner of a regulated club (including the concept of having significant influence or control);*
 - *an explanation of the IFR’s decision to not use the term “officer” that is used in the Act and instead use the term Senior Manager or Senior Management Function;*
 - *an explanation of the roles that are in-scope of being a defined Senior Management Function; and*
 - *how to identify whether someone is in-scope of being a Senior Manager.*

Scope - owners

Identifying whether someone is an owner

Individuals in the context of being an owner

- 2.2 *The meaning, definition, and scope of being an owner is set by the Act. Part 1 of Schedule 1 in particular sets out the conditions that must be met for a “person” to be an owner of a regulated club for the purposes of the Act.*
- 2.3 *Paragraph 1(1)(a) of Schedule 1 of the Act 2025 explains that, for a person to be an “owner” for the purposes of the Act, that person must be an individual (i.e. a natural person, rather than a corporate entity) or a registered society.⁵ Therefore, regulated clubs must identify whether an individual is an owner or prospective owner (other than where a registered society is the owner or prospective owner), by reference to whether an individual meets any of the five ownership conditions set out in Paragraph 2 of Schedule 1 of the Act. As described below, an ownership condition might be met by an individual even where shares or*

⁴ Section 3 and Schedule 1 of the Act.

⁵ Paragraph 1(1)(a) of the Act.

control rights are held through legal entities or other corporate structures. It is also possible for a regulated club to have more than one owner for the purposes of the Act.

Ownership conditions

2.4 Paragraph 2 of Schedule 1 of the Act sets out five ownership conditions that qualify someone as being an owner. Each of the conditions relate to the ability to exert control or influence over the regulated club. With that in mind this guidance document will refer to them as ownership conditions. The ownership conditions are:

- **Condition 1** - the person has the right to exercise, or actually exercises, significant influence or control over the activities of a regulated club (in whole or in part).
- **Condition 2** - the person holds, directly or indirectly, more than 25% of the shares in a regulated club.
- **Condition 3** - the person holds, directly or indirectly, more than 25% of the voting rights in a regulated club.
- **Condition 4** - the person holds the right, directly or indirectly, to appoint or remove an officer⁶ of a regulated club.
- **Condition 5** -
 - a) the trustees of a trust, or the members of a partnership, unincorporated association or other body, that is not a legal person under the law by which it is governed would meet one or more of conditions 1 to 4 (in their capacity as such) in relation to the club if the references in those conditions to a "person" were to the trustees or members; and
 - b) the person has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or body (in whole or in part).

2.5 Where one or more of the ownership conditions is met, an individual (or registered society) will be considered an owner. Individuals (or registered societies) should consider whether an arrangement they have (or are proposing entering into) with a regulated club meets one or more of the conditions set out in Part 1 of Schedule 1.

Calculating shareholdings, voting rights etc

2.6 Part 2 of Schedule 1 provides additional information to help regulated clubs and investors determine whether someone meets, or is likely to meet, the ownership conditions for being an owner. This includes matters relating to:

- calculating shareholdings in a regulated club;
- the meaning of holding voting rights; and
- how shares or rights are held (e.g. whether jointly, indirectly, through nominees).

2.7 Individuals (or registered societies) should consider the matters set in Part 2 of Schedule 1 when considering whether an arrangement they have or are proposing entering into with a regulated club meets one or more of the ownership conditions.

⁶ As noted above, the IFR uses the terms "Directors and Senior Executives" or "Senior Managers" in this guidance rather than "officer", but, exceptionally, the term "officer" is used in this paragraph, when referring to the statutory provisions, so as to mirror the precise wording of paragraph 2 of Schedule 1 to the Act.

Significant influence

2.8 One of the ownership conditions for being an owner is where a person has:

“the right to exercise, or actually exercises, significant influence or control over the activities of the club (in whole or in part).”

2.9 The Secretary of State for Culture, Media and Sport is required to publish guidance about the meaning of significant influence or control for the purposes of being an owner, which will be published in due course. The IFR must have regard to that guidance when interpreting references to "significant influence or control" for the purposes of the ownership conditions.⁷ Individuals (or registered societies) should have regard to this guidance when considering whether they have, or might acquire, significant influence or control for the purposes of this condition.

Scope - Senior Management Functions

Context

2.10 Section 4 of the Act sets the scope of the roles that will be considered an “officer” of a regulated club and includes the following:

- a) someone who is performing the role of a director of a company (including being a shadow director);
or
- b) a role whose function corresponds to that of a director where it is not a company; and
- c) someone who is a “senior manager” at the club (by virtue of them carrying out a “senior management function”).⁸

2.11 The Act gives the IFR powers to use its rules to set the particular functions that will be considered to be “senior management functions.” The IFR has therefore used its rulemaking powers to develop a set of Senior Management Functions (“SMFs”).⁹ For simplicity and consistency, the IFR has included as Senior Management Functions all the functions which would make a person an “officer” for the purposes of Section 4 of the Act. The IFR will therefore not use the term “officer” and instead will use the terms Senior Management Function and Senior Manager, as appropriate.

What are the Senior Management Functions

2.12 The IFR has specified the roles below as Senior Management Functions. Someone that performs one of these roles will be in scope of the ODSE regime. As a result, anyone that is seeking to perform one of these roles at a regulated club will require the IFR’s approval.

- Chair function (SMF1)
- Chief Executive function (SMF2)
- Chief Finance function (SMF3)
- Chief Operations function (SMF4)

⁷ [A link to the Secretary of State’s guidance will be placed here but it has not been published at the time this IFR guidance is published].

⁸ Section 4(1) and (2) of the Act.

⁹ Section 4(6) of the Act.

- Director function (SMF5)
- Other Key Decision Maker function (SMF6)¹⁰

2.13 The IFR has set out the definition of each Senior Management Function in the ODSE rules. Regulated clubs should carefully consider these definitions to understand whether a role they are recruiting for requires IFR approval.

Chief Operations function (SMF4)

2.14 The Chief Operations function is intended to bring in scope the most senior individual who is responsible for a club's operations overall. It is not intended to bring in-scope more junior individuals who have responsibility for more limited or specific areas of a club's operations. This reflects that the ODSE regime is intended to cover the most senior positions within regulated clubs that have the ability to affect the IFR's objectives. The IFR therefore specifically defines the SMF4 as:

"the function of having overall responsibility for managing all, or substantially all, of a club's internal operations (or those of a significant part of the club)."

Other Key Decision Maker function (SMF6)

2.15 Clubs should be particularly aware of the Other Key Decision Maker function (SMF6) and what it is intended to cover. The Other Key Decision Maker function has in-scope those individuals who:

- have a continued and high degree of decision making authority or influence over the day-to-day management and conduct of a club's regulated activities; and
- perform a role that is not covered by one of the other specified Senior Management Functions in the ODSE rules.

2.16 The intention of the Significant Influence function (SMF6) is to ensure that highly influential individuals are not able to avoid being in-scope of one of the other specified Senior Management Functions (and therefore out of scope of the ODSE regime) by:

- holding a role that is not specified in the other Senior Management Functions; but
- continuing to have a high degree of decision making authority or influence over the club's regulated activities.

2.17 For the avoidance of doubt, if an individual performs a role with the responsibilities that are covered in the definition of one of the other Senior Management Functions, they should be approved as that Senior Management Function (rather than the Other Key Decision Maker function). For example, if an individual's role involves responsibility for management of the financial resources, financial planning, and financial reporting of a club, they should be approved as the Chief Finance function (SMF3).

2.18 Table 1 below gives some examples of roles and responsibilities that the IFR expects to be in-scope of the SMF6 (and those roles and responsibilities that would not be in scope of the SMF6). Given the diverse nature of club organisational structures, the table below should be considered as indicative rather than fully exhaustive. Unique situations and roles may exist that fall outside of the below examples but would be included within the

¹⁰ See also Part 5 of the ODSE rules.

scope of SMF6. Simply because a role is not included in the table below does not mean it is not in scope. The determining factor will be whether they have a continued and high degree of decision making authority or influence over the day-to-day management and conduct of a club's regulated activities.

Table 1 Non-exhaustive examples of roles the IFR expects to be in scope of the SMF6

Roles the IFR would expect to be in-scope of the SMF6	Roles the IFR would not expect to be in-scope of the SMF6
<i>A Sporting Director with a high degree executive decision making authority over matters that may affect a club's financial soundness (e.g. decision making authority over player transfers or contracts).</i>	<i>A Sporting Director with minimal or no executive decision making authority and whose responsibilities are purely focused towards sporting and on-pitch activities (i.e. they cannot authorise transfers or contracts)</i>
<i>Individuals who hold executive decision making authority over matters that may affect a club's financial soundness (e.g. or major expenditure) who do not sit on the club's board</i>	<i>First team managers/coaches who are responsible for sporting and on-pitch activities and do not have executive authority to authorise transfer and other financial matters.</i>
<i>Other executive or non-executive roles not included within SMF1 -5 that hold decision making authority over matters that may affect a club's financial soundness or heritage.</i>	<i>Other sporting roles, such as medical staff and scouting personnel. While they may influence asset condition (e.g. player fitness) or player identification, they are likely to lack executive authority over transfer decisions, contractual agreements, or other financial matters.</i>
	<i>Facilities/operational staff who may influence the day to day running of a club but do not have overall responsibility or decision making authority for a club's regulated activities.</i>

Identifying whether an individual is performing a Senior Management Function

Job titles

2.19 The definition of every Senior Management Function in the ODSE rules contains a description of the core responsibilities of each specific role. It is this description that should determine whether somebody is performing a particular Senior Management Function rather than their job title. For example, the Chief Finance function (SMF3) is:

“the function of having responsibility for management of the financial resources, financial planning, and financial reporting of a club, including reporting directly to the board of a club in relation to its financial affairs”

2.20 If someone performs these duties and responsibilities in the role they perform (or will perform) at a club, then they would be considered in-scope of the Chief Finance function (SMF3).¹¹ The fact that their job title may be something different (such as Finance Director, rather than Chief Finance Officer) would not mean they are out of scope of the ODSE regime. This aligns with section 4(2)(a) of the Act which states that

¹¹ In line with section 4(2)(a) anyone purporting to carry out the responsibilities in one of the defined Senior Management Functions is within scope of the ODSE regime.

anyone purporting to carry out the responsibilities in one of the defined Senior Management Functions is within scope of the ODSE regime.

- 2.21 Similarly, someone with the role of Commercial Director at a regulated club would not automatically be considered in scope of the Director function (SMF5) simply because their job title includes the term 'Director'. The Director function (SMF5) is instead intended to cover individuals who hold a position as a director at the club (or in other words, is a member of the board of directors).¹² Having the term "Officer" in a job title (such as Safety Officer or Ticketing Officer) would also not mean someone is performing a role in scope of the ODSE regime.

Shadow directors or carrying out responsibilities of a Senior Management Function

- 2.22 Section 5.5(b) of the ODSE rules sets out that individuals performing the role of a shadow director will be considered in-scope of the Director function (SMF5) and therefore subject to the requirements of the ODSE regime.¹³
- 2.23 The IFR expects regulated clubs to ensure that they identify when an individual is performing a role that meets the definition of a shadow director. Where the IFR identifies that an individual is effectively performing the role of a shadow director and is not registered or approved under the ODSE regime, it will require an application to be submitted for their approval.

Combinations of Senior Management Functions

- 2.24 Where an individual seeks to hold more than one SMF simultaneously, they will need to be approved for each. That means the IFR will assess their competence to perform the specific requirements of each role in line with the requirements of the Act.
- 2.25 Where an individual seeks to become both an owner and a Chair of a regulated club (SMF1) (or hold any other Senior Management Function), they are required to be approved by the IFR for both.

Movement within clubs

- 2.26 Senior Managers may move into (or take on) a different role within the same club that falls into one of the defined SMFs. Where such a move occurs within a regulated club, the IFR will treat that move as not requiring a new approval.

Movement between clubs

- 2.27 Where a Senior Manager moves from one regulated club to another club, that person will be required to seek approval from the IFR prior to taking up their new role. In considering their application, the IFR will take account of the qualifications, experience and training gained by that person in their current role.

¹² This includes individuals who are registerable under section 162 of the Companies Act 2006 or in the capacity of a role specified in section 4(1)(b) of the Act. This also includes those individuals acting in the capacity of a shadow director as described and set out in section 251 of the Companies Act 2006 and section 4(2)(a) and (b) of the Act.

¹³ The definition of a shadow director is set by section 251 of the Companies Act 2006. Section 4(2)(b) of the Act uses similar language and supplements this definition and confirms that shadow directors will be considered an "officer" for the purposes of the Act.

3. Notifications

This chapter should be read together with:

- *The Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc; and*
- *Part 2 of the ODSE rules.*

Context

3.1 *The Act creates a requirement for the IFR to be notified ahead of someone becoming either an owner or a Senior Manager of a regulated club. The Act specifically requires that:*

- *“persons” and regulated clubs must notify the IFR where there is a “reasonable prospect” of that “person” becoming an owner of a regulated club; and*
- *individuals and regulated clubs must notify the IFR where there is a “reasonable prospect” of that individual becoming an “officer” (i.e. a Senior Management Function) of a regulated club.¹⁴*

3.2 *This chapter therefore sets out the IFR’s guidance and expectations in relation to the notification process. These include:*

- *what the IFR will do with a notification;*
- *how to submit a notification; and*
- *what to include and when to submit a notification (i.e. the IFR’s interpretation of the term “reasonable prospect”).*

What the IFR will do with a notification

3.3 *The IFR will not conduct an assessment of someone’s suitability when it receives a notification. The IFR will only assess someone’s suitability once a complete application has been received (the application process is covered in chapter 4 of this guidance document). The IFR will record the notification on the understanding that it may progress to a full application. The IFR will not provide any indicative views to clubs or prospective owners as to whether an application is likely to be approved, or whether any of the ownership conditions are met. Clubs wishing to form a view on this ahead of an assessment by the IFR will be required to self-assess.*

How to submit a notification

3.4 *The IFR has sought to make sure that there is an appropriate amount of flexibility to the **notification** process. While the Act specifies some information that must be communicated to the IFR, the IFR has not produced a dedicated notification form and instead expects regulated clubs and individuals to decide how to notify the IFR about a prospective owner or Senior Manager. For example, regulated clubs may choose to notify the*

¹⁴ Section 27(1) - (3) of the Act.

IFR through a conversation or correspondence with its allocated Supervision team. The IFR will record the notification and may contact the club involved to acknowledge receipt. The Act makes clear that there are separate and standalone notification obligations that apply to persons, individuals and regulated clubs (depending on whether the notification relates to an owner or a Senior Manager). However, when notifying the IFR, the IFR is content to receive one notification in circumstances where it is clear that both the regulated club and the person or individual stand behind it.

What to include, and when to submit a notification (what is a “reasonable prospect”)

- 3.5 *The Act requires notifications to be made to the IFR when a person, individual or regulated club (as appropriate) considers that there is a “reasonable prospect” of someone becoming an owner or a Senior Manager of the regulated club.*
- 3.6 *It is, therefore, down to regulated clubs and individuals to determine when there is “reasonable prospect” of someone becoming a new owner or new Senior Manager. However, the Act does not include any further guidance as to when a “reasonable prospect” would arise. For the purposes of helping regulated clubs and individuals interpret their obligations under the Act, the IFR has included below some guidance as to when it might expect to receive a notification under section 27. The position for owners and Senior Managers is similar but set out separately to reflect the slightly different content required in a notification; and the difference between hiring processes (for Senior Managers) and commercial transaction negotiations (for owners).*

Owners

- 3.7 *The IFR recognises that regulated clubs periodically receive enquiries about acquiring shares or control in the club. However, not all of those enquiries have a realistic prospect of being agreed or resulting in a new owner. The IFR therefore does not expect to be notified about all enquiries or interest that a regulated club receives. Instead, regulated clubs may choose which bids to notify the IFR about. The IFR anticipates that a bid might be notified to the IFR when it is likely to result in a new owner.*
- 3.8 *The IFR recognises that potential transactions might be commercially sensitive and be subject to confidentiality obligations. The IFR will not publicise or share any details relating to a notification.*
- 3.9 *Regulated clubs or the prospective owner may therefore notify the IFR at any stage up to the point of submitting a formal application for the prospective owner and may be in parallel (see chapter 4 for guidance on applications). However, it is likely to be in the interests of all parties to notify the IFR at a relatively early stage. There are strict legal requirements against which the IFR must conduct assessments; and mandatory information requirements for what must be included in an application. To ensure that parties are aware of what is required in an application (and that the IFR’s assessment is conducted as efficiently as possible), the IFR therefore recommends making a notification as early as possible.*
- 3.10 *Notifications relating to prospective owners must include enough information for the prospective owner to be identified.¹⁵ This must be either an individual or a registered society.¹⁶ Notifications must also explain*

¹⁵ Section 27(5)(a) of the Act.

¹⁶ In line with Paragraph 1(1)(a) of Schedule 1 of the Act.

why there is a reasonable prospect of them becoming an owner of the regulated club, including identifying which of the ownership conditions is likely to be met.

Senior Managers

- 3.11 *The IFR recognises that recruitment processes commonly involve considering, shortlisting, and interviewing more than one individual. However, the IFR does not expect a notification to be submitted for each individual that a regulated club shortlists or interviews for a role.*
- 3.12 *The IFR is content for regulated clubs to notify the IFR when they have identified a single, preferred candidate for a role that is in scope of being a Senior Management Function. With this in mind the IFR is content for a notification to be made at the same time as an application for the individual's approval. A notification can be made to the IFR of a single candidate earlier if appropriate. For the avoidance of doubt, the individual should not take up the position until approval has been received from the IFR.*
- 3.13 *If a notification is submitted to the IFR ahead of an application it should include enough information for the proposed Senior Manager to be identified; and an explanation about why there is a reasonable prospect of them becoming a Senior Manager. Notifications about prospective Senior Managers must also include their proposed job title (or a description of the job proposed to be performed by them) and the Senior Management Function to be carried out by them.¹⁷ The IFR does not expect job descriptions to be lengthy or complex; and should instead be enough to give the IFR an understanding of the role the individual will perform.*

¹⁷ Section 27(5)(a)-(c).

4. Applications

This chapter should be read together with:

- *the Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc; and*
- *part 3 of the ODSE rules.*

Context

- 4.1 *The Act sets a mandatory application process for any prospective owner or Senior Manager. The Act prohibits anyone from becoming an owner or Senior Manager of a regulated club unless an application has been made to the IFR; and the IFR has determined that they are suitable.*
- 4.2 *The IFR has therefore established an application process covering prospective owners and Senior Managers. This chapter sets out the IFR's guidance and expectations in relation to various parts of that application process. These include:*
- *how to submit an application;*
 - *when to submit an application;*
 - *what to include in an application; and*
 - *the time limit for IFR to assess an application.*

How to submit an application

- 4.3 *The IFR has produced prescribed application forms that must be used in order to submit an application to the IFR. This is to ensure there is a consistent process for the IFR to receive applications; and ensure that the right information is provided. Any application submitted in a format other than using the prescribed form, or which does not include all the required information, will not be accepted by the IFR. This may lead to the IFR's assessment and determination being delayed.*
- 4.4 *Separate application processes and forms are available for owner applications and Senior Manager applications.*

When to submit an application

- 4.5 *Applications must be submitted before someone becomes an owner or a Senior Manager at a regulated club. Where a person becomes an owner without having both submitted an application to the IFR and had confirmation from the IFR that it considers the application complete, the IFR will require the person to submit a subsequent application and has the powers to determine that the owner is not suitable.¹⁸*

¹⁸ Section 30 of the Act.

What to include in an application

- 4.6 *The Act allows the IFR to determine the information to be included in an owner or officer application.¹⁹ The full information requirements can be found in the IFR's application forms.*
- 4.7 *The IFR has produced separate application forms with different information requirements for prospective owners and Senior Managers. This reflects the different tests to be applied by the IFR to assess prospective owners and prospective Senior Managers.*
- 4.8 *Applicants should include all information required in the relevant application form. If the applicant considers that it is unable to provide any of the information requested in the form, it should approach the IFR. An application will not be considered to have been made until the IFR has confirmed to the applicant that it considers the application to be complete.*

Owners

- 4.9 *The Act explicitly requires certain information to be included in an application to become an owner. This includes:*
- *the proposed operation of the club;*
 - *the estimated costs of that operation;*
 - *how those costs are to be funded; and*
 - *the source of such funding.²⁰*
- 4.10 *The Act also gives the IFR powers to require additional information beyond this; and to prescribe the manner and form of the application. The IFR has therefore produced a specific application form for prospective owners. Prospective owners and regulated clubs should refer to the application form (and the information requirements contained in it) when preparing an application.*
- 4.11 *Applications must include all information requested in the form. Regulated clubs and prospective owners should be aware that where information is missing, the IFR may not accept the application. This may lead to the IFR's determination (and, consequently, the transaction) being delayed. Applicants should, therefore, ensure that all the relevant information is provided. The IFR may request additional information or explanations at any stage, even after it has received a complete application and the determination period has commenced.²¹*

Identifying an individual in an owner application

- 4.12 *Paragraph 1(1)(a) of the Act 2025 defines an owner as being a "person"; and that a "person" is an individual or a registered society. With this in mind, applications to become an owner of a regulated club must therefore identify an individual (or individuals if there is more than one applying) as the prospective owner*

¹⁹ Sections 28(2) and 29(2) of the Act, respectively.

²⁰ Section 28(2) of the Act.

²¹ The IFR has powers under s.65 of the Act to require a person to provide information requested by the IFR where it considers it needs that information to exercise its functions. These powers are detailed further in the IFR's Information Gathering and Enforcement guidance a draft of which is being consulted on in parallel with this draft guidance. That guidance also includes further information relevant to the IFR's information gathering, including its approach to managing confidential information.

(other than where a registered society is the prospective owner). Regulated clubs and prospective owners should be aware that this is the case even where a corporate entity is making the acquisition.

Senior Management Functions

- 4.13 *The IFR has produced a specific application form for Senior Managers. It requires certain information that is not required from prospective owners. This reflects the slightly different requirements of the assessment that the IFR is required to conduct for Senior Managers compared to owners. For example, the application form for Senior Managers requires certain information that relates to competence (which the IFR will not test for owners), but does not require information that relates to financial resources or how a regulated club will be operated and funded (which the IFR will not test for Senior Managers).*
- 4.14 *Where an individual seeks to hold more than one Senior Management Function, a single application form may be used but must indicate all the Senior Management Functions that are being applied for. As noted in chapter 5 of this guidance document, the IFR will assess their competence for each separate role.*
- 4.15 *The IFR may request additional information or explanations at any stage, even after it has received a complete application and the determination period has commenced.*

In-person meetings with the subject of an application

- 4.16 *Once the IFR has received an application, but prior to making a final determination, the IFR may consider it appropriate to invite the subject of the application for a meeting to discuss that application. The IFR may do so in order to assist its assessment of the individual's suitability, in particular where it has not been able to reach a determination about their suitability based on the written information provided with the application. A meeting would be limited to discussing matters relevant to the factors that the IFR must consider when assessing an application under the ODSE regime (set out in detail in chapter 5). Applicants may also request meetings with the IFR as part of the application process. Meetings may be in person or virtual.*

Time limit for the IFR to assess an application

- 4.17 *The IFR is subject to a time limit for making a determination following receipt of an application.²² The time limits for making a determination are set out in regulations issued by the Secretary of State for Culture, Media and Sport.*
- 4.18 *In all cases, however, and in line with its regulatory principles, the IFR will seek to progress the assessment promptly and efficiently, and keep the person being assessed informed of its progress as appropriate. In turn, the IFR expects that person to cooperate fully with the IFR as necessary to assist its assessment.*

The IFR's determination

- 4.19 *Having completed its assessment, the IFR will make a determination as to whether the subject of the application is suitable to be an owner and/or Senior Manager of the relevant club. Regardless of whether the IFR finds the applicant to be suitable or unsuitable, it will give both the applicant and the club notice of that determination, and will publish the determination on its website.*

²² Section 32(1) of the Act.

-
- 4.20 *If the IFR finds the person suitable, that finding has effect until the person ceases to be an owner or Senior Manager of the club, or, if earlier, until any such time as the IFR makes a subsequent finding that the person is unsuitable to be an owner or Senior Manager under its powers to assess incumbent owners and Senior Managers (see chapter 6 below).*
- 4.21 *If, having assessed the application, the IFR is minded to find that the subject of the application is not suitable to be an owner or Senior Manager of the regulated club in question, the IFR must notify them (and the club) of that fact and give them at least 7 days to make representations on that proposed finding.*
- 4.22 *The ‘minded to’ notice given by the IFR to the subject of the application and the club will explain why the IFR is minded to make the determination it proposes to make, invite representations from them, and specify the means by which, and the period within which, such representations must be made.*
- 4.23 *If the IFR determines (or is deemed to have determined) the subject of the application to be unsuitable, that person, or any other person directly affected by the IFR’s determination, may request under section 82 of the Act to have the decision reviewed by the relevant IFR internal reviewer. Any request must be made within 7 days of the concerned person being notified of their right to seek an internal review.*
- 4.24 *If the request is accepted, the relevant reviewer will consider the decision and, within 28 days of beginning its review, reach its own determination as to whether to uphold, vary or cancel the IFR’s original decision. A decision by the Internal Reviewer may be appealed to the Competition Appeal Tribunal.²³*

²³ *Exceptionally, where the IFR does not make a determination within the determination period and so is deemed to have found the person unsuitable, that person, the club or others with sufficient interest may appeal that decision directly to the Tribunal, instead of seeking an IFR internal review.*

5. Assessing suitability

This chapter should be read together with:

- *the Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc; and*
- *part 4 of the ODSE rules.*

Context

5.1 *The Act requires the IFR to conduct assessments under the ODSE regime against a specific test. The tests are slightly different for owners and Senior Managers:*

- *The IFR may only approve an application by an individual to become a new owner of a regulated club where the IFR:*
 - *considers that the individual meets the two individual owner fitness criteria of (i) having the requisite honesty and integrity and (ii) being financially sound;*
 - *considers that the prospective owner has sufficient financial resources; and*
 - *does not have grounds to suspect that the individual has any source of wealth which is connected to serious criminal conduct.*
- *The IFR may only approve an application by a registered society to become an owner where it is satisfied that it has sufficient financial resources.*
- *The IFR may only approve an application to take up a Senior Management Function at a regulated club where it is satisfied that the individual meets the three officer fitness criteria of (i) having the requisite honesty and integrity, (ii) having the requisite competence and (iii) being financially sound.²⁴*

5.2 *For the purposes of making these determinations, the IFR is required to have regard to the specific matters relating to honesty and integrity, financial soundness, and competence which are set out in section 37 of the Act.*

5.3 *This chapter sets out the approach and principles that the IFR will follow during an assessment under the ODSE regime. This includes the IFR's approach to assessing:*

- *honesty and integrity;*
- *financial soundness;*
- *competence;*
- *whether a prospective owner has sufficient financial resources; and*
- *sources of wealth and whether they are connected to serious criminal conduct.*

²⁴ *The IFR's approach to assessing incumbent owners and Senior Management Functions is set out in chapter 6 of this guidance document.*

Honesty and integrity

5.4 *The IFR is required to consider an individual's honesty and integrity when assessing whether they are suitable to be an owner or Senior Manager.²⁵ The IFR is specifically required to have regard to the matters set out in Section 37(2) of the Act. This section sets out how the IFR will approach each of those matters.*

Criminal convictions and criminal proceedings

5.5 *The IFR must have regard to whether an individual has been convicted of a criminal offence; or been subject to criminal proceedings (in particular those that involve serious criminal conduct).²⁶*

5.6 *The IFR will have regard to all criminal offences and may take into account criminal convictions and proceedings that pre-date the IFR's powers coming into force.²⁷ However, the IFR will not automatically find that someone is unsuitable because they have been convicted of a criminal offence or been the subject of criminal proceedings. The IFR will instead consider each application or situation on a case-by-case basis. The IFR will take into account:*

- *the seriousness of the offence;*
- *the nature of the offence;*
- *the circumstances surrounding the offence;*
- *the explanation offered by the individual;*
- *the relevance of the offence to the proposed role;*
- *the time since the offence was committed;*
- *evidence of the individual's rehabilitation; and*
- *any other factors which appear to the IFR to be relevant.*

5.7 *The IFR may also have regard to whether the individual has been convicted of multiple offences, or been the subject of multiple criminal proceedings, which together indicate whether someone has the appropriate honesty and integrity.*

5.8 *The IFR requires all criminal convictions to be disclosed in an application without exception. Applications must also include a copy of the Disclosure and Barring Service check relating to the individual.*

5.9 *The IFR must also have regard to whether, on the balance of probabilities, the individual has engaged in conduct outside England and Wales which would, if done in England and Wales, amount to the commission of a serious offence.²⁸ Applications must disclose any such matters. The IFR may also undertake enquiries of its own to understand someone's conduct outside of England and Wales and may include contacting law enforcement agencies or government bodies.*

²⁵ *As part of the fitness criteria set in sections 26(7)(a) and 26(8)(a) of the Act.*

²⁶ *Section 37(2)(a) of the Act.*

²⁷ *For the avoidance of doubt criminal offences include matters such as sexual offences and violent crime.*

²⁸ *Section 37(2)(b) of the Act. The Act defines a serious offence as "an offence specified, or falling within a description specified, in Part 1 of Schedule 1 to the Serious Crime Act 2007".*

Court or tribunal proceedings

- 5.10 *The IFR must have regard to whether an individual has been a party to proceedings (other than criminal proceedings) in any court or tribunal.²⁹*
- 5.11 *Applications submitted under the ODSE regime must disclose all court or tribunal proceedings relating to the individual who is the subject of the application. However, the IFR recognises that court and tribunal proceedings can cover a wide range of matters that vary in complexity, impact, and seriousness. The IFR will therefore not automatically find that someone is unsuitable because they have been the subject of court or tribunal proceedings. The IFR will instead consider the circumstances involved in each application or situation on a case-by-case basis. The IFR will also take into account how relevant the particular proceedings are to the role the individual is or will be performing. For example, involvement in court or tribunal proceedings relating to fraud, breach of contract, or matters relating to dishonesty may be particularly relevant.*
- 5.12 *The IFR may take into account court or tribunal proceedings that pre-date the IFR's powers coming into force.*

Regulatory or disciplinary action (including being disqualified from being a director)

- 5.13 *The IFR must have regard to action of a regulatory or disciplinary nature that is being (or has been) taken in relation to the individual.³⁰*
- 5.14 *Applications submitted under the ODSE regime must disclose all regulatory or disciplinary action relating to the individual who is the subject of the application. This includes:*
- *being disqualified from being a company director;*
 - *being struck off or banned from a regulated profession (e.g. as a solicitor); or*
 - *being fined, suspended, or censured by a regulator.*
- 5.15 *The IFR recognises that regulatory or disciplinary action can cover a wide range of matters. The IFR will therefore not automatically find that somebody is unsuitable because they have been the subject of regulatory or disciplinary action. The IFR will instead consider each application or situation on a case-by-case basis. The IFR will take into account the particular circumstances and findings involved in the regulatory or disciplinary action including the seriousness of the circumstances involved. The IFR will also take into account how relevant the particular proceedings are to the role the individual is or will be performing.*
- 5.16 *The IFR may take into account regulatory or disciplinary action (and the incidents or conduct that led to it) that pre-dates the IFR's powers coming into force.*

Being prohibited from entering the United Kingdom or being a designated person under section 9(2) of the Sanctions and Anti-Money Laundering Act 2018

- 5.17 *The IFR must have regard to whether someone is:*

²⁹ Section 37(2)(c) of the Act.

³⁰ Section 37(2)(d) of the Act.

- prohibited from entering the United Kingdom; or
- a designated person under section 9(2) of the Sanctions and Anti-Money Laundering Act 2018.

5.18 The IFR will have regard to both matters. Applications must disclose whether either of these applies to the applicant. The IFR may also undertake its own enquiries to understand whether either of these matters applies.³¹

Actions by sporting competition organisers or authorities and compliance with relevant requirements

5.19 Part 5 of the ODSE rules sets out that the IFR must also have regard to whether an individual, or a sporting entity of which they are or have been a controller or held a position of responsibility, has:

- been subject to enforcement or disciplinary action by a sporting competition organiser or authority; or
- failed to comply with a direction, order, or other requirement set by a sporting competition organiser or authority.

5.20 Applications submitted under the ODSE regime must disclose any such incidents.

5.21 The IFR recognises that enforcement, disciplinary action, directions, orders, and requirements can cover a wide range of matters in the context of sport. The IFR will not automatically find that someone is unsuitable where they have been the subject of enforcement or disciplinary action by a sporting competition organiser or authority; or failed to comply with a direction, order, or requirement. The IFR will instead consider each application or situation on a case-by-case basis. The IFR will particularly take into account:

- the particular circumstances and findings involved;
- the seriousness of the action or the direction, order, or requirement that was not complied with;
- the time since the action or the direction, order, or requirement;
- any relevant submissions made by the individual;
- the number of occasions action has been taken or the individual has failed to comply with a direction, order, or requirement; and
- how relevant the particular action is to the role the individual is or will be performing.

5.22 The IFR may also take into account when the relevant incident or infringement took place. For the avoidance of doubt the IFR may take into account incidents and infringements that led to enforcement, disciplinary action, directions, orders, and requirements that pre-date the IFR's powers coming into force.

Misleading, or not cooperating with, the IFR, competition organisers, and other regulatory bodies

5.23 Part 5 of the ODSE rules sets out that the IFR must also have regard to whether an individual, or a sporting entity of which they are or have been a controller or held in a position of responsibility, has:

- misled the IFR, a competition organiser, or other regulatory body; or

³¹ Section 37(2)(e) and (f) of the Act.

- *not been open and co-operative with the IFR, a competition organiser, or other regulatory body.*

5.24 *The IFR expects prospective and incumbent owners and Senior Managers to disclose where they have been found to have either misled or not co-operated with a competition organiser, or other regulatory body. In any event, the IFR may also undertake its own enquiries with competition organisers or other regulatory bodies about the individual's conduct. This may particularly include:*

- *giving assurances or guarantees to the IFR, a competition organiser, or regulatory body and failed to uphold or follow through with them;*
- *failing to disclose appropriately any information that the IFR, a competition organiser, or regulatory body would reasonably expect to receive;*
- *failing to co-operate with, or provide information to, the IFR, a competition organiser, or regulatory body (when reasonably required to do so); or*
- *misleading the IFR, a competition organiser, or regulatory body.*

5.25 *The IFR recognises that situations may be context specific. The IFR will therefore consider each situation on a case by case basis. The IFR may particularly take into account:*

- *the nature and particular circumstances of the incident;*
- *how many incidents have occurred;*
- *any relevant submissions made by the individual;*
- *the role of the individual when the incident occurred;*
- *whether the individual has taken steps to influence other individuals to take a decision to not report or disclose information, mislead, or not co-operate with the IFR, a competition organiser, or regulatory body;*
- *the manner in which the individual has responded to other requests from the IFR, a competition organiser, or regulatory body; and*
- *whether the person has acted in a manner intended to obstruct the reporting or disclosure of information to the IFR, a competition organiser, or regulatory body.*

5.26 *The IFR may also take into account when the relevant incident or conduct took place. For the avoidance of doubt the IFR may take into account incidents and conduct that involved misleading or not co-operating with the relevant body which pre-date the IFR's powers coming into force.*

Financial soundness

5.27 *The Act requires the IFR to consider an individual's financial soundness when assessing whether they are suitable to be an owner or a Senior Manager.³² The IFR is required to have regard to certain specified matters when considering an individual's financial soundness. These are set out in Section 37(3) of the Act. This section sets out how the IFR will approach assessing those matters.*

5.28 *Financial soundness is not the same as having sufficient financial resources (which the IFR will also assess in applications to become an owner of a regulated club). The IFR's approach to having sufficient financial resources is set out separately in this chapter.*

³² *As part of the fitness criteria set in sections 26(7)(b) and 26(8)(c) of the Act.*

An individual's finances

5.29 The IFR must have regard to an individual's financial arrangements and whether an individual has:

- become bankrupt (in England, Wales, or Northern Ireland) or made arrangements with creditors;
- had their estate sequestered (in Scotland); or
- been subject to a similar procedure (whether or not in the United Kingdom).³³

5.30 The IFR considers that the reference to "similar procedure" includes having regard to:

- Debt Relief Orders;
- Individual Voluntary Arrangements;
- enforcement restriction orders (in accordance with provisions set in Part 6A of the County Courts Act 1984);
- debt management schemes and debt repayment plans (in accordance with chapter 4 of Part 5 of the Tribunals, Courts and Enforcement Act 2007); and
- any arrangement or provision in the UK or any other jurisdiction that is similar to (or has a similar effect to) these arrangements or bankruptcy.

5.31 Applications under the ODSE regime must disclose whether the individual has been subject to any of these matters. The IFR will not automatically find that someone is unsuitable where they have been the subject of one of these arrangements. Instead the IFR will consider each application or situation on a case-by-case basis taking into account the particular circumstances involved.

Financial situation of any relevant body³⁴

5.32 The IFR must have regard to the financial situation of any body where an individual holds (or has held) a position of responsibility.³⁵

5.33 The IFR considers that this would include situations where a company (or other body) has become insolvent (including being liquidated or entering administration) and an owner or Senior Manager has:

- Held a controlling share or held significant influence over a company (or other body); or
- Been in a position of responsibility, such as a senior executive or a member of the board of directors.

5.34 The IFR may also take into account factors that indicate that a company (or other body) associated with an owner or Senior Manager has been in (or is currently in) financial distress. This may include matters such as a failure to pay its staff; failure to pay His Majesty's Revenue and Customs; and failure to pay football creditors or meet other liabilities and obligations (or other equivalent failures outside of England and Wales). The IFR may place additional scrutiny on whether a football club (or other sporting entity) controlled by an individual has been subject to financial distress.

³³ Section 37(3)(a) of the Act.

³⁴ The IFR interprets "body" to mean any company or organisation or entity other than a company (including partnerships and limited liability partnerships).

³⁵ Section 37(3)(b) of the Act.

5.35 Applications under the ODSE regime must disclose whether any company (or body) in relation to which the individual holds, or has held, a position of responsibility, has become insolvent or is currently in financial distress (whether located in England and Wales or elsewhere). The IFR will not automatically find that someone is unsuitable in these circumstances. The IFR will consider each application or situation on a case-by-case basis taking into account the particular circumstances involved.

Competence

5.36 The IFR must have regard to an individual's qualifications, experience and training when assessing whether they have the necessary competence for a role they perform (or are seeking to perform). This applies only to the assessment of Senior Managers (and not owners).³⁶

5.37 The IFR will consider a Senior Manager's competence in the context of its statutory objectives (i.e. it will consider competence in the context of running a regulated club in a financially sustainable way, safeguarding its heritage, and engaging appropriately with fans). The IFR will not consider competence in terms of someone's football knowledge; past or present on-pitch success of football clubs or past performance in relation to transfer business. The IFR also recognises that the range of roles defined as Senior Management Functions have different profiles, duties, and responsibilities (see chapter 2 of this guidance document and Part 5 of the ODSE rules for a list of defined Senior Management Functions). The IFR will therefore consider the competence necessary for the particular role that is being applied for on a case-by-case basis. The IFR will particularly take into account:

- the past or current situation of organisations where the individual has held (or holds) a position of responsibility;
- the nature of the particular role being applied for and the responsibilities associated with it;
- the scale and complexity of the operations of the regulated club it relates to; and
- the situation and circumstance of the particular regulated club it relates to.

5.38 Where an individual seeks to hold more than one Senior Management Function the IFR will assess their competence for each separate role. As noted in chapter 4 of this guidance document, applying to hold more than one Senior Management Function can be done in one application form but must indicate all that are being applied for.

5.39 The IFR will not just consider an individual's existing qualifications, experience and training. The IFR will also have regard to any formal training and development the individual may be doing. Football related experience is not a prerequisite to having sufficient competence and the IFR will take into account relevant experience gained in other sectors. However, the IFR will give consideration to prior roles in football or other sports. The IFR will also have regard to the hiring process the regulated club adopted for identifying and selecting the individual, and expects the regulated club to be able to explain how it satisfied itself about the individual's competence.

Sufficient financial resources

5.40 The IFR must determine whether a prospective owner has sufficient financial resources.³⁷

³⁶ Section 37(4) of the Act.

³⁷ Set by Section 28(4)(a)(ii) of the Act. This is in addition to considering whether they meet the individual owner fitness criteria; and whether their source of wealth is connected to serious criminal conduct.

5.41 *The Act does not specify what sufficient financial resources would be in the context of an application to become a new owner. The IFR instead takes the approach that what will be “sufficient” will depend on the particular circumstances of the regulated club involved. The IFR will therefore assess each application on a case-by-case basis. When doing so, the IFR may, in particular, consider the following matters:*

- **The circumstances of the target club** - *when assessing whether a prospective owner has sufficient resources, the IFR will consider the target club’s current, and likely future circumstances. This may involve considering the target club’s current financial position; and the financial resources that may be required to ensure its financial soundness on an ongoing basis.*
- **Intentions and strategy of the prospective owner** - *the IFR may consider the prospective owner’s declared intentions and expectations towards the target club; and any related risks that the prospective owner has identified. The IFR will expect this to be backed up by appropriate commitments and evidence from the prospective owner. The IFR will particularly consider whether the prospective owner is able to provide the financial support it may need to operate against the proposed financial plan envisaged by the prospective owner. This includes any injection of funds or capital the club may require for future growth envisaged in the prospective owner’s strategy.*

5.42 *Applications to become a new owner must include specific mandatory information relating to the proposed acquisition. The required information is set out in the IFR’s application for new owners. The IFR may still request additional information or explanations if it considers it necessary to be able to assess an application. This may include additional information about the steps the prospective owner may take once the acquisition has completed.³⁸ For example, this may be additional information about any guarantees or arrangements that have been made or are required to be in place to fund the acquisition and maintain the regulated club’s financial soundness.*

Source of wealth and connection to serious criminal conduct

5.43 *The IFR must consider whether there are grounds to suspect that a prospective owner has any source of wealth which is connected to serious criminal conduct.³⁹ The Act defines “serious criminal conduct” as follows:*

“serious criminal conduct” means conduct which -

- (a) amounts to the commission of an offence specified, or falling within a description specified, in Part 1 of Schedule 1 to the Serious Crime Act 2007, or*
- (b) would amount to the commission of such an offence if done in England and Wales.”⁴⁰*

5.44 *Prospective owners must explain and evidence their source of wealth as part of an application under the ODSE regime. The IFR may request additional information or explanation if it considers it necessary to be able to assess an application.⁴¹ The IFR may use its information gathering powers to request information from third parties, which may include the bank where the funds are held and other relevant advisors. The IFR may also engage with law enforcement agencies and other regulatory bodies for the purposes of informing its understanding of an owner’s source of wealth. The IFR also expects regulated clubs to*

³⁸ *The IFR may request such information under its formal information gathering powers in Section 65 of the Act. Further information regarding the IFR’s approach to those powers, and how it deals with the information it receives, is included in the IFR’s Enforcement and Investigations guidance, a draft of which is being consulted on in parallel to this consultation.*

³⁹ *Section 28(4)(b) of the Act.*

⁴⁰ *Section 92(2) of the Act.*

⁴¹ *The IFR may use its information gathering powers under section 65 of the Act to obtain this information.*

undertake their own checks and due diligence on a prospective owner's funds before an application is submitted to the IFR.

- 5.45 *Applicants and regulated clubs are also required to sign a declaration as part of the application confirming that the source of funds used for the purchase is, to the best of its knowledge, not connected to serious criminal conduct.*

6. Incumbent owners and Senior Managers

This chapter should be read together with:

- *the Football Governance Act 2025 Part 4 - Owners and Officers of Regulated Clubs: Suitability etc; and*
- *part 6 of the ODSE rules*

Context

- 6.1 *The Act gives the IFR powers to assess and determine the suitability of incumbent owners and Senior Managers in certain circumstances.*
- 6.2 *This chapter sets out the approach and principles that the IFR will follow in relation to incumbent owners and Senior Managers. This includes the IFR's approach to:*
- *how an assessment and determination of the suitability of an incumbent owner or Senior Manager may be triggered;*
 - *the IFR's approach to assessing and determining the suitability of an incumbent owner or Senior Manager;*
 - *when the IFR should be notified about a material change in circumstances; and*
 - *how the IFR will treat owners and Senior Managers of clubs promoted to the National League from the National League North and National League South.*

Triggering an assessment

- 6.3 *For incumbent owners, the IFR may determine:*
- *whether they meet the individual ownership fitness criteria, if the IFR is in possession of information that gives it grounds for concern about whether the individual meets those criteria;⁴² and*
 - *whether they have a source of wealth which is connected to serious criminal conduct, if the IFR is in possession of information that gives it grounds to suspect that the individual has such a source of wealth.⁴³*
- 6.4 *The Act does not provide the IFR with the ability to determine whether an incumbent owner has sufficient financial resources. Whilst this is one of the matters the IFR is required to determine when assessing the suitability of prospective owners, this will not be a relevant consideration for the purposes of incumbent owners. However, as part of any consideration of whether an incumbent owner meets the individual ownership fitness criteria under Section 34(1) of the Act, the IFR will consider whether the individual is financially sound.*

⁴² *Of having the necessary honesty and integrity, and financial soundness as set by section 26(7) of the Act.*

⁴³ *Section 34(1) and (2) of the Act.*

- 6.5 For incumbent Senior Managers, the IFR may determine whether they remain suitable where it is in possession of information that gives it grounds for concern about whether they meet the relevant fitness criteria.⁴⁴

The threshold test

- 6.6 In each case, there is a threshold test which must be met before the IFR is able to determine the suitability of an incumbent owner or Senior Manager: it must be “in possession of information” and that information must give the IFR “grounds for concern” or “grounds to suspect” that the suitability test would not be met by that individual. In applying the threshold test, the IFR intends to interpret these statutory phrases as follows:
- **"In possession of information":** the IFR will base its decision on whether to open an investigation on actual information which it has produced, identified or collected. The IFR does not consider background rumour, pure media, public or private speculation, or unfounded allegations to be the type of information that, alone, would allow the IFR to meet this aspect of the threshold test. In addition, the information in the IFR's possession needs to be relevant to the ODSE regime test and the matters described in Chapter 5 above. Information provided to the IFR by fans or others which raises concerns about the suitability of an owner or Senior Manager, but which is not relevant to the matters to be determined by the IFR, will not meet the threshold test.
 - **That gives it “grounds for concern” or “grounds to suspect”:** whether information gives rise to such grounds will necessarily be fact specific. This has a subjective and objective element to it: (i) the IFR must actually have a concern, or suspicion, based on the information in its possession; and (ii) that concern or suspicion must be objectively reasonable. However, there is no need for the information to be sufficient to 'prove' or 'establish' unsuitability, or for the IFR to have formed a view that a negative determination is 'likely' based on the information in its possession.
- 6.7 For the purposes of new owners and Senior Managers, the Act creates a mandatory and suspensory regime (i.e. regulated clubs and prospective owners must submit an application to the IFR before the prospective owner is permitted to acquire control of the regulated club; and regulated clubs and prospective Senior Managers must submit an application to the IFR before the person can take up their role as a Senior Manager). The IFR must then determine the suitability of the applicant. However, for incumbent owners and Senior Managers, the Act sets out that the IFR “may” make a determination where it is in possession of certain information. As such, the Act does not require the IFR to assess the suitability of all incumbent owners or officers once the ODSE regime is commenced. Instead, the decision as to whether or not to conduct an assessment into the suitability of an incumbent owner or Senior Manager will be a discretionary matter for the IFR, decided on a case by case basis. In taking decisions on whether to conduct assessments into incumbent owners or Senior Managers, the IFR is likely to consider, amongst others, the following factors:
- the IFR's statutory objectives, and the extent and urgency of any threats to its ability to advance those;
 - the strength of the IFR's concerns and of any evidence in its possession;
 - whether any prima facie concerns the IFR has might be addressed using other IFR powers or functions;
 - whether the IFR is best placed to take action;
 - the IFR's resources and the need to use those economically and efficiently; and

⁴⁴ Section 35(1) of the Act. The relevant fitness criteria are having the necessary honesty and integrity, financial soundness, and competence.

- the need for the IFR to actively manage its risk.

6.8 Even where the IFR does decide to investigate an incumbent owner or Senior Manager, this will not automatically mean that the IFR goes on to make a determination that they are no longer suitable. The IFR would only make a determination once it has considered all the relevant information and provided the individual and the club with the opportunity to make representations (where it is proposing to make a negative finding).⁴⁵

The IFR's approach to assessing the suitability of an incumbent owner or Senior Manager

6.9 Once the IFR has decided it will assess the suitability of an incumbent owner or Senior Manager, the IFR will pursue that assessment of suitability in line with the relevant guidance set out in chapter 5 above, the matters set out in Section 37(2) - (4) of the Act and Part 4 of the ODSE rules relating to honesty and integrity, financial soundness, and competence. Further guidance on the procedural steps that the IFR will take during the course of its assessment is set out at paragraph 6.14 below. The IFR will not require a separate approval where an individual already approved as a Senior Manager at a regulated club takes on a different or additional role at the same club. However, the individual will still be required to have ongoing competence to perform the new or additional Senior Manager position.

Assessing whether an incumbent owner has a source of wealth connected to serious criminal conduct

6.10 There are some differences between the application of this part of the assessment depending on whether the IFR is considering the suitability of a prospective or an incumbent owner. When making a determination in relation to a prospective owner, the IFR can only approve the application where it does not have grounds to suspect that the applicant has a source of wealth which is connected to serious criminal conduct. Where the IFR is making a determination relating to whether an incumbent has such a source of wealth, the IFR must:

- take reasonable steps to establish whether the owner has any source of wealth which is connected to serious criminal conduct; and
- determine whether, on the balance of probabilities, the owner has any such source of wealth.

Reasonable steps

6.11 The IFR is required to take reasonable steps in all cases where it has decided to assess an incumbent owner's source of wealth. The IFR considers those steps will be context specific; and will be dependent on the circumstances and evidence involved. However, the IFR will consider taking the following steps:

- the IFR may request information from the individual and regulated club involved;⁴⁶

⁴⁵ As required by the Act, if the IFR is minded to make a determination that an incumbent owner or senior manager is unsuitable, it will inform the individual and the club of the reasons for this, give them at least 14 days to comment on that proposal, and take account of any comments provided before reaching a final view (see paragraphs 6.14 and following below).

⁴⁶ As with additional information requested by the IFR for the purpose of assessing applications by prospective owners or senior managers, the IFR may use its information gathering powers under section 65 of the Act to obtain this information.

- the IFR may make enquiries and request information from any relevant third parties (including law enforcement agencies); and
- the IFR will consider all the information in front of it before making a determination about a source of wealth.

6.12 The IFR will also provide the individual and the club with the opportunity to make representations regarding the incumbent owner's source of wealth where it is proposing to make a negative finding.

Balance of probabilities

6.13 Where the IFR has decided to exercise its discretion to make a determination about an incumbent owner's source of wealth, it can only find that an owner has a source of wealth which is connected to serious criminal conduct where it is satisfied of this on the "balance of probabilities" (i.e. in the IFR's view, this is more likely than not). Whether the IFR decides that, on the balance of probabilities, a source of wealth is (or is not) connected to serious criminal conduct will turn on the individual facts, circumstances, and evidence involved. The IFR will therefore pursue assessments and determinations about an incumbent owner's source of wealth on a case by case basis.

The IFR's determination process

6.14 After beginning a suitability assessment, the IFR will typically gather such further evidence as it considers necessary to reach an initial finding as to the incumbent owner's or Senior Manager's suitability. This may include issuing requests for information to the incumbent or other parties under its information gathering powers in section 65 of the Act.

6.15 In contrast with its assessment of the suitability of prospective owners and Senior Managers, the Act does not prescribe the period within which the IFR must reach a (provisional or final) view as to the suitability of an incumbent owner or Senior Manager. Assessments will vary in duration, depending in particular on the extent of further information gathering and analysis that the IFR considers is required to do once it has begun its assessment.

- In some cases, the IFR may consider that it already has the information it needs for these purposes at the point at which it begins the suitability assessment, and that no further evidence gathering is required at that stage. Where that is the case, it may issue a notice informing the incumbent owner or Senior Manager, and the relevant club, of its proposed determination shortly after it begins its suitability assessment.
- In all cases, however, and in line with its regulatory principles, the IFR will seek to progress the assessment promptly and efficiently and keep the incumbent owner or Senior Manager informed of its progress as appropriate.
- In turn, the IFR expects the incumbent owner or Senior Manager to cooperate fully with the IFR as necessary to assist its assessment.

6.16 If, having completed any further information gathering and analysis it considers necessary, the IFR considers the person suitable, that finding has effect until the person ceases to be an owner or Senior Manager of the club, the IFR will give both the incumbent owner or Senior Manager and the club notice of that determination, and the incumbent may remain an owner or Senior Manager (as the case may be) of the club. The IFR will also publish the determination on its website.

- 6.17 *If, by contrast, IFR is minded to find that the incumbent is not suitable to be an owner or Senior Manager (as the case may be) of the relevant club, the IFR must notify them (and the club) of that fact and give them at least 14 days to make representations on that proposed finding. The notice given by the IFR for these purposes will explain why the IFR is minded to make the negative determination it proposes to make, invite representations, and specify the means by which, and the period within which, such representations must be made.*
- 6.18 *If, having had regard to any representations received, the IFR determines (or is deemed to have determined) that the incumbent owner or Senior Manager is unsuitable, the IFR (subject to complying with certain statutory obligations to consult):*
- *must issue removal directions, directing the incumbent to take all reasonable steps to cease to be an owner or (as the case may be) a Senior Manager of the relevant club.*
 - *may make an order disqualifying the incumbent from being an owner or Senior Manager of any regulated club.*
 - *may issue directions prohibiting the incumbent from taking certain actions, or exercising certain powers or rights, in relation to the club ('conduct directions').*
 - *may, where it considers that, as a result of the owner or Senior Manager complying with any conduct directions the IFRs has made, the ability of the club to operate effectively or comply with its operating licence conditions, is or is likely to be adversely affected, make directions to appoint an officer to carry out those functions in their place.*
- 6.19 *Should an incumbent owner fail without reasonable excuse to comply with a removal or conduct direction, the IFR may proceed to impose a disposal order to bring about the disposal of the person's ownership interest.*
- 6.20 *Full details of the IFR's powers and responsibilities regarding the assessment of incumbents and the making of related orders and directions, including certain duties to consult and to publish particular information can be found in Sections 33 to 44 of the Act.*
- 6.21 *An incumbent owner or Senior Manager whom the IFR has found unsuitable, or any other person directly affected by the IFR's determination, may request to have the decision reviewed by the relevant IFR internal reviewer. Any request must be made within 7 days of the concerned person being notified of their right to seek an internal review.*
- 6.22 *If the request is accepted, the relevant reviewer will consider the decision and, within 28 days of beginning its review, reach its own determination as to whether to uphold, vary or cancel the IFR's original decision. A decision by the Internal Reviewer may be appealed to the Competition Appeal Tribunal.⁴⁷*

Notifying the IFR about a material change in circumstances

⁴⁷ *In the case of an IFR unsuitability determination or the imposition of a disqualification order, the incumbent owner or Senior Manager, the club, or another person with sufficient interest may appeal that decision directly to the Tribunal instead of seeking an IFR internal review.*

- 6.23 *Regulated clubs, owners and Senior Managers of a regulated club must notify the IFR when there has been (or may have been) a material change in circumstances relating to an owner or Senior Manager which may be relevant to whether they continue to be suitable.⁴⁸*
- 6.24 *The IFR therefore expects to be notified about a change in circumstances where:*
- *it may be relevant to the individual's honesty and integrity, financial soundness, or (in the case of Senior Managers) competence; or*
 - *it involves one of the matters set out in section 37(1) - (4) of the Act or Part 4 of the ODSE rules.*
- 6.25 *The IFR considers that a change in circumstances is not necessarily restricted to a new event. It may involve new knowledge or information relating to a past event. As illustrative (non-exhaustive) examples, the IFR expects to be notified in the following circumstances:*
- *where an owner or Senior Manager is the subject of criminal proceedings or receives a criminal conviction;*
 - *where an owner or Senior Manager is the subject of a regulatory or disciplinary action (including being disqualified from being a director);*
 - *where an individual becomes bankrupt (or had their estate sequestrated in relation to Scotland) or made an arrangement with creditors; and*
 - *where an organisation in which an owner or Senior Manager holds a position of responsibility (including having control) becomes insolvent.*
- 6.26 *Regulated clubs, owners, and Senior Managers must submit a notification about a material change in circumstances as soon as reasonably practicable.*

Owners and Senior Managers of clubs promoted from National League South and National League North

- 6.27 *The IFR recognises that each season four clubs will be promoted to the National League from the National League North and National League South. Those clubs will therefore become regulated clubs and subject to the ODSE regime.*
- 6.28 *The IFR will treat owners and individuals performing roles equivalent to a Senior Manager as incumbents. Those individuals will therefore not be subject to approval as a new owner or Senior Manager when the clubs they are connected with are promoted to the National League. However, the regulated club will be required to identify who is considered an owner or a Senior Manager under the ODSE regime and submit this to the IFR in its personnel statement, as part of the provisional licence application process.*

⁴⁸ Section 33(1) and (2) of the Act.