

Owners, Directors & Senior Executives (ODSE) Regime

Rules

Introduction

These rules are made by the Independent Football Regulator under Part 4 and section 90 of the Football Governance Act 2025.

The purpose of the rules is to give effect to, and to supplement, certain provisions in Part 4 of the Football Governance Act 2025 regarding the suitability of owners and officers of regulated clubs.

Failure by a person or a club to comply with these rules may constitute a "relevant infringement" for the purposes of Schedule 7 of the Football Governance Act 2025, and could be the subject of an investigation and enforcement action by the IFR.

1. Definitions

1.1 In these rules, the following definitions shall apply:

- "Owner" has the meaning given in section 3 and Schedule 1 of the Football Governance Act 2025.
- "Person" has the meaning given in paragraph 1 of Schedule 1 of the Football Governance Act 2025 and means an individual or a registered society.
- "Regulated club" has the meaning given in section 2 of the Football Governance Act 2025.
- "Registered society" has the meaning given in section 1 of the Co-operative and Community Benefit Societies Act 2014.
- "Senior Management Function" means, in respect of a regulated club, a function specified as a Senior Management Function in 5.1 to 5.6 of these rules.

2. Notifications

- 2.1 A regulated club, or an individual, must notify the IFR if it considers there is a reasonable prospect of that individual taking a position that would be a Senior Management Function at that regulated club.
- 2.2 A regulated club, or person, must notify the IFR if it considers there is a reasonable prospect of a person becoming an owner at that regulated club.

3. Applications

- 3.1 A regulated club must not seek to appoint someone to take on a position that would be a Senior Management Function ahead of an application being submitted to the IFR unless it is satisfied that the individual is suitable under rule 4.1 of the Owners, Directors & Senior Executives Regime rules.
- 3.2 A person may not become an owner of a regulated club unless an application has been made to the IFR and the IFR has determined them to be suitable.
- 3.3 An individual may not take on a position that would be a Senior Management Function at a regulated club unless an application has been made to the IFR and the IFR has determined them to be suitable.
- 3.4 Applications to become an owner of a regulated club may only be made using the IFR's prescribed application form.
- 3.5 Applications to take on a position that would be a Senior Management Function at a regulated club may only be made using the IFR's prescribed application form.

4. Suitability

- 4.1 In deciding whether an individual is suitable to take a position that would be a Senior Management Function, a regulated club must be satisfied that the individual has:
- a) the requisite honesty and integrity;
 - b) the requisite financial soundness; and
 - c) the requisite competence.
- 4.2 In deciding whether an individual has the necessary honesty and integrity to be an owner of a regulated club and/or take on a position that would be a Senior Management Function at a regulated club, the IFR will have regard to the following matters:
- a) whether the individual has been convicted of a criminal offence or subject to criminal proceedings, whether or not in England and Wales (in particular where the offence is or proceedings are in respect of serious criminal conduct);
 - b) 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;
 - c) whether the individual is or has been a party to proceedings (other than criminal proceedings) in any court or tribunal;
 - d) any action of a regulatory or disciplinary nature that is being or has been taken in relation to the individual (whether or not by the IFR and whether or not in England and Wales);
 - e) whether the individual is prohibited from entering the United Kingdom;
 - f) whether the individual is a designated person as defined by section 9(2) of the Sanctions and Anti-Money Laundering Act 2018;
 - g) whether the individual, or a sporting entity where they are or have been a controller or in a position of responsibility, has:
 - I. been the subject of disciplinary or enforcement action by any sporting authority or competition organiser; or
 - II. failed to comply with a direction, order, or other requirement set by any sporting authority or competition organiser.
 - h) whether the individual, or a sporting entity where they are or have been a controller or in a position of responsibility, has:
 - I. misled the IFR, a competition organiser, or other regulatory body; or
 - II. not been open and co-operative with the IFR, a competition organiser, or other regulatory body.
- 4.3 In deciding whether an individual has the necessary financial soundness to be an owner of a regulated club and/or take on a position that would be a Senior Management Function at a regulated club, the IFR will have regard to the following matters:
- a) the individual's financial arrangements, including in particular whether the individual has -
 - I. become bankrupt (in relation to England and Wales and Northern Ireland) or made an arrangement with creditors,
 - II. ii had their estate sequestrated (in relation to Scotland), or

III. iii been subject to any similar procedure (whether or not in the United Kingdom); and

b) the financial situation of anybody in relation to which the individual holds, or has held, a position of responsibility (whether or not as an officer of the body)

4.4 In deciding whether an individual has the necessary competence to take on a position that would be a Senior Management Function at a regulated club, the IFR will have regard to the individual's qualifications, experience and training.

5. Senior Management Functions

- 5.1 The Senior Management Function 1 (SMF1) - Chair function - is the function of having responsibility for chairing the board of a regulated club and overseeing its performance.
- 5.2 The Senior Management Function 2 (SMF2) - Chief Executive function - is the function of acting in the capacity of a chief executive (or equivalent) of a regulated club with the responsibility alone, or jointly with one or more others, under the immediate authority of the board of that regulated club, for the conduct and management of the whole of the business of the regulated club.
- 5.3 The Senior Management Function 3 (SMF3) - Chief Finance function - is the function of having responsibility for management of the financial resources, financial planning, and financial reporting of a regulated club, including reporting directly to the board of that regulated club in relation to its financial affairs.
- 5.4 The Senior Management Function 4 (SMF4) - Chief Operations function - is 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).
- 5.5 Senior Management Function 5 (SMF5) - Director function - is the function of:
- a) acting in the capacity of a director of a regulated club and registered or registrable under the provisions of section 162 of the Companies Act 2006; or
 - b) acting in the capacity of a shadow director as described and set out in section 251 of the Companies Act 2006.
- 5.6 The Senior Management Function 6 (SMF6) - Other Key Decision Maker function - is the function of having a significant influence on the management or conduct of one or more aspects of a regulated club's affairs in relation to its regulated activities.
- 5.7 Any individual who purports to carry out a Senior Management Function will be considered to be a Senior Manager in line with section 4(2)(a) of the Football Governance Act 2025.
- 5.8 A regulated club must notify the IFR that an individual has ceased to perform a Senior Management Function no later than 20 working days after the individual has ceased to perform that Senior Management Function.
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6. Incumbent owners and Senior Management Functions

- 6.1 An individual who is an owner of a regulated club, or carries out a Senior Management Function, must notify the IFR where that individual considers there has been, or may have been, a material change in circumstances which is relevant to whether the individual is suitable to be an owner or Senior Management Function of the club.
- 6.2 A regulated club must notify the IFR where it considers that there has been, or may have been, a material change in circumstances which is relevant to whether an individual who is an owner or Senior Manager of the club is suitable to be an owner or Senior Manager.
- 6.3 A notification under 6.1 or 6.2 must:
- a) identify the owner or individual that holds the Senior Management Function in question
 - b) explain the material change in circumstances; and
 - c) explain why the person giving the notification considers that the change in circumstances is relevant to whether the owner or individual that holds the Senior Management Function in question is suitable.
- 6.4 A notification under 6.1 or 6.2 must be given as soon as reasonably practicable.