

GIBRALTAR FOOTBALL ASSOCIATION

CLUB LICENSING REGULATIONS

2021/2022 Edition

(for 2022/2023 Season)

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DEFINITION OF TERMS

For the purpose of these Regulations, the following apply:

Administration Procedures	A voluntary or mandatory process that may be used as an alternative to the liquidation of an entity, is often known as going into administration. The day to day management of the activities of an entity in administration may be operated by the administrator on behalf of the creditors.
Agent/Intermediary	A natural or legal person who, for a fee, or free of charge, represents players and/or clubs in negotiations with a view to concluding an employment contract or represents clubs in negotiations with a view to concluding a transfer agreement and such person is officially recognised by FIFA.
Agreed Upon Procedure	In an engagement to perform agreed-upon procedures, an auditor is engaged to carry out those procedures of an audit nature to which the auditor and the entity and any appropriate third parties have agreed and to report on factual findings. The recipients of the report must form their own conclusions from the report by the auditor. The report is restricted to those parties that have agreed to the procedures to be performed since others, unaware of the reasons for the procedures, may misinterpret the results.
Associate	An Entity, including an unincorporated entity such as partnership, which is neither a subsidiary nor an interest in a joint venture and over which the investor has significant influence.
Club Licensing Criteria	Requirements, divided into five categories (sporting, infrastructure, personnel and administrative, legal and financial), to be fulfilled by a Licence Applicant for it to be granted the UEFA Licence.
Club Monitoring Requirements	Requirements to be fulfilled by a Licensee that has qualified for a UEFA club competition, with the exception of the UEFA Women's Champions League.
Club Licensing System	

Consists of the Club Licensing Criteria and the Core Process.

Core Process

Minimum requirements the GFA has to put in place for verification of compliance with the Club Licensing Criteria as the basis for the issuance of the UEFA Licence to a Licence Applicant.

Costs of acquiring a player's registration

Payments to third parties for the acquisition of a player's registration, excluding any internal development or other costs. They include:

- transfer fee and realised conditional transfer amounts (including training compensation and solidarity contributions) payable for transferring-in the player's registration; and
- other direct costs of obtaining the player's registration (including transfer fee levy and fees to agents).

Deadline for submission of the application to the GFA

The date by which the GFA requires Licence Applicants to have submitted all relevant information for their applications for the UEFA Licence.

Event or condition of major economic importance

An event or condition that is considered material to the financial statements of the reporting entity and would require a different (adverse) presentation of the results of the operations, financial position and net assets of the reporting entity if it occurred during the preceding reporting period.

Future Financial Information

Information in respect of the financial performance and position of the Licence Applicant in the reporting periods ending in the years following commencement of the UEFA club competitions

GFA

The Gibraltar Football Association, a UEFA Member Association, which is the body recognised by UEFA in Gibraltar that operates the (UEFA) Club Licensing System, grants UEFA Licences and undertakes certain tasks in respect of the UEFA Club Monitoring Process.

Group

A parent and all its subsidiaries. A parent is an entity that has one or more subsidiaries. A subsidiary is an entity, including an unincorporated entity such as a partnership, that is controlled by another entity (known as the parent).

International Financial Reporting Standards (IFRS)

Standards and Interpretations adopted by the International Accounting Standards Board (IAASB). They comprise:

- International Financial Reporting Standards;
- International Accounting Standards; and
- Interpretations originated by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC).

International Standards on:

- Auditing (ISA)/Review
- Review Engagements (RSE)
- Related Services (ISRS)

The International Auditing Assurance Standards Board (IAASB) issues International Standards on

- Auditing (ISA) which are to be applied in audits of historical financial information
- Review Engagements (ISRE) which are to be applied in reviews of historical financial information.
- Related Services (ISRS) which are to be applied to compilation engagements and engagements to apply agreed-upon procedures to information.

Additional information about the IAASB, ISA, ISRE and ISRS is available from www.ifac.org

Historic Financial Information

Information in respect of the financial performance and position of the Licence Applicant in the reporting periods ending in the years prior to commencement of the UEFA club competitions.

UEFA Licence	Certificate granted by the GFA confirming fulfilment of all minimum criteria by the Licence Applicant as part of the admission procedure for entering UEFA club competitions.
Licence Applicant	A Licence Applicant may only be a Licence Applicant of the GFA as defined in the Statutes of the GFA. Such legal entity must be fully and solely responsible for the (first) team participating in GFA and UEFA club competitions which applies for the UEFA Licence
Licensee	A Licence Applicant/Licence Applicant which has been granted the UEFA Licence by the GFA.
Licence Season	UEFA season for which a Licence Applicant has applied for/been granted the UEFA Licence. It starts the day following the deadline for submission of the list of licensing decisions by the Licensor to UEFA and lasts until the same deadline the following year.
Licensor	The GFA.
List of Licensing Decisions	List submitted by the GFA to UEFA containing, among other things, information about the Licence Applicants that have undergone the licensing process and been granted or refused the UEFA Licence by the GFA club licensing bodies in the format established and communicated by UEFA.
Materiality	Omissions or misstatements of items or information are material if they could individually or collectively influence the decisions of users taken on the basis of the information submitted by the Licence Applicant. Materiality depends on the size and nature of the omission or misstatement judged in the surrounding circumstances or context. The size or nature of the item or information, or a combination of both, could be the determining factor.

Minimum Criteria	Criteria to be fulfilled by a Licence Applicant in order to be granted the UEFA Licence.
National Accounting Practice	The accounting and reporting practices and disclosures required of entities in Gibraltar.
Parties Involved	Anyone involved in the GFA Club Licensing System, including the GFA, the Licence Applicants/Licensees and any individual involved on their behalf.
Reporting Entity/Entities	A Licence Applicant and/or group of entities or some other combination of entities which must provide the GFA with information for both club licensing and UEFA club monitoring purposes.
Reporting Period	A financial reporting period ending on a statutory closing date, whether this is a year or not.
Significant Change	An event that is considered material to the documentation previously submitted to the GFA and that would require a different presentation if it occurred prior to submission of the documentation.
Stadium	The venue for a competition match including, but not limited to, all surrounding properties and facilities (for example offices, hospitality areas, press centre and accreditation centre).
Statutory Closing Date	The annual accounting reference date of a Reporting Entity.
Training Facilities	The venue(s) at which a Licence Applicant's registered players undertake football training and/or youth development activities on a regular basis.

Supplementary Information

Financial information to be submitted to the GFA in addition to the financial statements if the minimum requirements for disclosure and accounting are not met. The supplementary information must be prepared on a basis of accounting, and accounting policies, consistent with the financial statements. Financial information must be extracted from sources consistent with those used for the preparation of the annual financial statements. Where appropriate, disclosures in the supplementary information must agree with, or be reconciled to, the relevant disclosures in the financial statements.

In these Regulations, the use of the masculine form refers equally to the feminine.

These Regulations are based on Article 62 of the Statutes of the GFA as well as on the UEFA Club Licensing and Financial Fair Play Regulations (Edition 2018).

PART I

GENERAL PROVISIONS

1. SCOPE OF APPLICATION

- 1) These Regulations apply to all License Applicants (as this term is defined in the Statutes of the GFA) willing to enter the UEFA club competitions.
- 2) These Regulations govern the rights, duties and responsibilities of all parties involved in the GFA Club Licensing System for the participation in UEFA club competitions and define in particular:
 - a) the minimum requirements to be fulfilled by the GFA in order to act as the Licensor for its Licence Applicants, as well as the minimum procedures to be followed by the GFA in its assessment of the Club Licensing Criteria;
 - b) the Licence Applicant and the UEFA Licence required to enter the UEFA club competitions;
 - c) the minimum sporting, infrastructure, personnel and administrative, legal and financial criteria to be fulfilled by a Licence Applicant in order to be granted the UEFA Licence by the GFA as part of the admission procedure to enter the UEFA club competitions.
- 3) All Licensees that sportingly qualify for a UEFA club competition must comply with the UEFA Club Monitoring Requirements which are defined in Part III of the UEFA Club Licensing and Financial Fair Play Regulations (Edition 2018).

2. OBJECTIVES

- 1) These Regulations aim:
 - a) to further promote and continuously improve the standard of all aspects of football in Gibraltar and to give continued priority to the training and care of young players in every Licence Applicant;
 - b) to ensure that License Applicants have an adequate level of management and organisation;
 - c) to adapt License Applicants sporting infrastructure to provide players, spectators and media representatives with suitable, well-equipped and safe facilities;

- d) to protect the integrity and smooth running of the UEFA club competitions;
- e) to improve the economic and financial capability of License Applicants, increasing their transparency and credibility;
- f) to place the necessary importance on the protection of creditors and to ensure that License Applicants settle their liabilities with players, social/tax authorities and other clubs punctually;
- g) to allow the development of benchmarking for License Applicants in financial, sporting, legal, personnel, administrative and infrastructure-related criteria.

PART II

GFA CLUB LICENSING SYSTEM FOR PARTICIPATION IN THE UEFA CLUB COMPETITIONS

3. THE GFA

- 1) The GFA is a UEFA member association and governs its Club Licensing System and for the purposes of these Regulations and the UEFA Club Licensing and Financial Fair Play Regulations (as amended from time to time) will be the Licensor.
- 2) As Licensor, the GFA must:
 - a) establish an appropriate Licensing Administration as defined in Article 4;
 - b) establish at least two Decision-Making Bodies as defined in Article 6;
 - c) set up a Catalogue of Sanctions as defined in Article 20;
 - d) define the Core Process as defined in Article 21;
 - e) assess the documentation submitted by the licence applicants, consider whether this is appropriate and define the assessment procedures in accordance with Article 31 below;
 - f) ensure equal treatment of all License Applicants applying for the UEFA Licence and guarantee them full confidentiality with regard to all information provided during the Core Process as defined in Article 9;
 - g) determine whether each criterion has been met and what further information, if any, is needed for the UEFA Licence to be granted.

4. THE LICENSING ADMINISTRATION

- 1) The GFA must establish a Licensing Administration, to be responsible for the management and development of the GFA Club Licensing System. The tasks of the Licensing Administration include:

- a) preparing, implementing and further developing the GFA Club Licensing System;
 - b) providing administrative support to the Decision-Making Bodies (Article 6 below);
 - c) assisting, advising and monitoring the Licensees during the GFA football season;
 - d) informing UEFA of any event occurring after the granting of a UEFA Licence constituting a Significant Change to the information previously submitted to the GFA, including a change of legal form or legal group structure;
 - e) Serving as the contact point for and sharing expertise with the licensing departments of other UEFA member associations and with UEFA itself.
- 2) At least one member of the Licensing Administration must have a degree in Certified and/or Chartered accountancy recognised by the Laws of Gibraltar.

5. THE LICENSING MANAGER

- 1) The GFA must have appointed a Licensing Manager, responsible for the administrative procedure relating to the licensing of a Licence Applicant in accordance with the Core Process (Article 21 below). He must not be a member of the other bodies of the GFA dealing with a Licence Applicant's licensing matters (the Club Licensing First Instance Board and the Club Licensing Appeals Board). The Licensing Manager must also appoint a Deputy Licensing Manager, an Expert for each of the Club Licensing Criteria and 3 people in the staff (secretarial, IT, media) of the Licensing Administration.
- 2) The Licensing Manager must ensure that the necessary procedures relating to the GFA Club Licensing System as provided in these Regulations are carried out in the most efficient manner within the time limits established in Article 21 below. Furthermore, the Licensing Manager and his staff are subject to the confidentiality rules as mentioned in these Regulations and must strictly follow these rules.
- 3) The Licensing Manager must inform UEFA of any event occurring after the licensing decision that constitutes a Significant Change to the information previously submitted to the GFA. The Licensing Manager serves as the contact point for and shares expertise with the licensing departments of other UEFA Member Associations.

6. THE DECISION-MAKING BODIES

- 1) The GFA must establish a Club Licensing First Instance Board and a Club Licensing Appeals Board in accordance with the GFA Statutes and as set down in 7(2) and 8(2) below (the "FIB" and the "AB"), which will be responsible for granting or refusing the

UEFA Licence to the Licence Applicant and which must operate in accordance with the GFA Club Licensing Procedural Rules as amended from time to time.

- 2) If the FIB is satisfied that the Licence Applicant has fulfilled the requirements set out in the Club Licensing Criteria, the UEFA Licence will be granted to the Licence Applicant.
- 3) If the FIB is not satisfied that the Licence Applicant has fulfilled the requirements set out in the Club Licensing Criteria, the UEFA Licence will not be granted to the Licence Applicant.
- 4) A Licence Applicant whose application for the UEFA Licence has been rejected by the FIB has the right to appeal in writing to the Club Licensing Appeals Board (the "AB" together with the FIB are the "Club Licensing Bodies") within 7 days of the date of the FIB's decision and is allowed to submit any evidence it deems relevant to the Appeal (the "Appeal").
- 5) The AB will review the Appeal and make its decision based on the decision of the FIB and all the evidence provided by the Appellant within 7 days of the Appeal.
- 6) The AB's decision only will be final and binding and the arbitration clauses referred to in the GFA Statutes will not apply. No appeal can be lodged before any State or arbitration court against decisions of the AB.

7. THE CLUB LICENSING FIRST INSTANCE BOARD

1) POWERS

- a) The FIB will be the body of first instance in the GFA Club Licensing System and will govern all those matters with which it is entrusted in these Regulations.
- b) The FIB has the power to grant or refuse the UEFA Licence to a Licence Applicant as well as to ensure that during the Licence Season a Licensee is complying with the conditions and criteria of its UEFA Licence in accordance with these Regulations.
- c) The FIB also decides on whether or not a UEFA Licence should be withdrawn.
- d) The FIB shall have the power to withdraw a UEFA Licence only when:
 - i. any of the conditions for the issuing of the UEFA licence are no longer satisfied by the Licensee; or
 - ii. the Licensee violates any of its obligations under these Regulations.
- e) In the event of Article 7(1)(d) above, the FIB will notify the Licensee in writing by no later than 7 days within the date of withdrawal.

- f) The FIB must be independent to the Appeals Board (defined in Article 8 below).

2) **COMPOSITION**

- a) The FIB shall be elected by the GFA for a period of 3 years commencing on the day after the GFA Annual General Meeting (the “**FIB Term**”).
- b) The FIB will consist of Five (5) individuals; a Chairman, two Deputy Chairmen and two (2) other individuals, of which at least one must be a registered statutory auditor under the Financial Services (Auditors) Act 2009, and the other must be a barrister or solicitor enrolled in the Supreme Court of Gibraltar under the Supreme Court Act.
- c) Members of the FIB may not be removed during the FIB Term unless he is found guilty of misconduct in accordance with Rule 25 of the GFA Statutes.
- d) In the event of the removal of a FIB Member as per Article 7(2)(c) above, the GFA will elect a new member within 14 days of the said removal in accordance with the GFA Statutes.
- e) The GFA shall appoint a Secretary to assist the FIB in its duties. The Secretary shall be a staff member of the GFA.
- f) The GFA shall have the right to substitute temporarily any member of the FIB who for any reason whatsoever is temporarily unable to discharge his duties. In the case of a substitution, the GFA shall adhere to the qualification requirements of the substituted member as established in these Regulations. Should the GFA fail to make a substitution when so required, the FIB shall still be able to perform its functions provided it has the required quorum (defined below).
- g) The quorum of the FIB consists of the Chairman (or one of the two Deputy Chairmen) and two other members holding the qualifications set out in 7(2)(b) above.
- h) The Chairman of the FIB (or a Deputy Chairman, if he is acting as Chairman) has an original vote and a casting vote in case of a tie. The Secretary shall not vote.

3) **IMPARTIALITY AND CONFIDENTIALITY**

- a) The members of the FIB may not belong simultaneously to another Judicial Body of the GFA (as this term is defined in the GFA Statutes).

- b) A member of the FIB or a member of his family (spouse, children, parent or siblings) must not have any association whatsoever with any Licence Applicant/Licence Applicant.
- c) A member of the FIB must act impartially in the discharge of his duties and abstain if there is any doubt as to his impartiality regarding the Licence Applicant or if he has a conflict of interest.
- d) A member of the FIB must not belong simultaneously to the executive body of the GFA.
- e) A member of the FIB must not belong simultaneously to the management personnel of an affiliated club.
- f) Each member of the FIB shall be bound by the Equal Treatment Provisions set out in Article 9 below.

8. THE APPEALS BOARD

1) POWERS

- a) The AB will be the appeals body in the GFA Club Licensing System and shall decide on all Appeals referred to in 6(4) and 7(1)(d) above. The AB's decision shall be final and binding. No appeal can be lodged before any State or arbitration court against decisions of the AB.
- b) The AB will also decide on whether or not a UEFA Licence should be withdrawn.
- c) Appeals may only be lodged by a Licence Applicant who received a refusal from the FIB and by a Licensee whose UEFA Licence has been withdrawn by the FIB.
- d) The AB must be independent to the FIB.

2) COMPOSITION

- a) All members of the AB shall be elected by the GFA for a period of 3 years (the "**Club Licensing Appeals Board Term**").
- b) The AB shall consist of a Chairman and two (2) other individuals, and must include at least one auditor registered under the Financial Services (Auditors) Act 2009, and a barrister or solicitor enrolled in the Supreme Court of Gibraltar under the Supreme Court Act.
- c) There shall be also a Panel of Substitute Members consisting of not less than 3 members to substitute any member of the AB who for any reason whatsoever is unable to review an Appeal. In this Panel, there will be a barrister or solicitor enrolled in the Supreme Court of Gibraltar under the

Supreme Court Act and an auditor registered under the Financial Services (Auditors) Act 2009.

- d) The GFA shall appoint a person to act as Secretary of the AB who shall be responsible for administrative matters. The Secretary of the AB shall not vote.
- e) The quorum of the AB must be three members.

3) **IMPARTIALITY AND CONFIDENTIALITY**

The members of the AB, appointed in accordance with the Statutes of the GFA, must:

- a) act impartially in the discharge of their duties;
- b) abstain if there is any doubt as to their independence from the Licence Applicant, or if such a member has a direct or indirect conflict of interest. In this connection, the independence of a member may not be guaranteed if he or any member of his direct family (spouse, children, parents or siblings) is a member, shareholder, business partner, sponsor or consultant of the Licence Applicant;
- c) not be the Licensing Manager;
- d) not belong simultaneously to any other Member of the GFA;
- e) not belong simultaneously to another Judicial Body of the GFA;
- f) not belong simultaneously either to the administrative staff or to any statutory decision-making body or committee of the GFA;
- g) be bound by the Equal Treatment Provisions set out in Article 9 below

9. **EQUAL TREATMENT**

- 1) The GFA ensures the equal treatment of all Licence Applicants during the Core Process.
- 2) The GFA guarantees Licence Applicants full confidentiality with regard to all information submitted during the Core Process.
- 3) Each person involved in the licensing process established in these Regulations shall, prior to entering into office, bind himself by means of a signed written declaration to be delivered to the Licensing Manager, that he will not, in any manner whatsoever, divulge to anybody whomsoever, any information and/or the contents of any document that may come to his knowledge or in his possession because of his office.

- 4) Any person who contravenes this condition shall be guilty of a breach of trust against the GFA and against the Licence Applicant and/or individual concerned. The person guilty of such a breach of trust shall be sanctioned by the GFA with dismissal from any office within the GFA as well as with a prohibition from holding any office within the GFA for a period of three (3) years.
- 5) Furthermore, the GFA and/or the aggrieved Licence Applicant and/or individual concerned shall have a claim against him for any damage suffered through such a breach of trust.

10. THE LICENCE APPLICANT

1) DEFINITION

- a) A Licence Applicant may only be a Club Member of the GFA as defined in the Statutes of the GFA (the "Licence Applicant") which is a legal entity fully responsible for a (first) football team participating in national (GFA) and international (UEFA) competitions.
- b) The Club Membership with the GFA must have lasted, at the start of the Licence Season, for at least three consecutive years. Any alteration to the License Applicant's legal form or company structure (including a merger with another entity or transfer of football activities to another entity) or identity (including headquarters, name or colours) of a licence applicant during this period to the detriment of the integrity of a competition or to facilitate its qualification on sporting merit and/or its receipt of the UEFA Licence is deemed as an interruption of membership within the meaning of these Regulations.
- c) In accordance with Annex I of the UEFA Club Licensing and Financial Fair Play Regulations (Edition 2012), the UEFA Club Financial Control Body may grant an exception on the applicability of the three-year rule defined in Article 10 (1 b) above in case of change of legal form or company structure of the Licence Applicant on a case by case basis.

2) GENERAL RESPONSIBILITIES

- a) The Licence Applicant must provide the GFA with:
 - i. all necessary information and/or relevant documents as set out in the Core Process to fully demonstrate that the Club Licensing Criteria are fulfilled and any other document deemed relevant for the application to obtain the UEFA Licence;
 - ii. all information on the Reporting Entity/Entities in respect of which sporting, infrastructure, personnel and administrative, legal and financial information is required to be provided;

- iii. information on any event occurring after the submission of the licensing documentation to the GFA representing a Significant Change to the information previously submitted. Such information must be promptly notified to the GFA.

11. THE UEFA LICENCE

- 1) A Licence Applicant which qualifies for a UEFA club competition on sporting merit or through the UEFA fair play rankings must obtain the UEFA Licence issued by the GFA in accordance with these Regulations, except where Article 12 applies.
- 2) A Licensee must, during the Licence Season, abide by the conditions of the UEFA Licence as established in these Regulations.
- 3) The UEFA Licence is granted for one season only and will expire automatically without prior notice at the end of the season for which it was issued.
- 4) The UEFA Licence is not transferable.
- 5) As soon as a UEFA Licence withdrawal in accordance with Article 7(1)(d) above is envisaged, the GFA must notify UEFA without delay.

12. SPECIAL PERMISSION TO ENTER THE UEFA CLUB COMPETITIONS

- 1) If a Licence Applicant qualifies for a UEFA club competition on sporting merit but has not undergone any licensing process at all or has undergone a licensing process which is lesser/not equivalent to the one applicable to the UEFA Licence under these Regulations because it belongs to a division other than the GFA top division, the GFA may in writing apply to UEFA, on behalf of this Licence Applicant, to request an “Extraordinary Application” of the UEFA Club Licensing System. Based on such an Extraordinary Application, UEFA may grant special permission to this Licence Applicant to enter the corresponding UEFA club competition subject to the relevant UEFA club competition regulations.
- 2) UEFA sets the minimum criteria for the Extraordinary Application and the necessary deadlines and forwards these to the GFA (the “Extraordinary Application Criteria”) at the latest by 31 August of the year preceding the Licence Season.
- 3) The GFA must notify UEFA of the Extraordinary Application request in writing and stating the name of the Licence Applicant concerned by the deadline communicated by UEFA.
- 4) The GFA is responsible for submitting the Extraordinary Application Criteria to the respective Licence Applicant. The GFA must also take immediate action with the respective Licence Applicant to prepare for the procedure of the Extraordinary Application.

- 5) The Licence Applicant must provide the necessary documentation to the FIB which will assess the Licence Applicant against the fixed minimum standards of the Club Licensing Criteria and forward the following documentation to the UEFA administration by the deadline set by UEFA :
- a) a written request to apply for special permission to enter the corresponding UEFA club competition;
 - b) a recommendation by the FIB based on its assessment (including the dates and names of persons who have assessed the Licence Applicant);
 - c) all documentary evidence provided by the Licence Applicant and the FIB as requested by the UEFA administration;
 - d) any other documents requested by the UEFA administration during the Extraordinary Application procedure.
 - e) The UEFA administration bases its decision on the documentation received and grants special permission to enter the UEFA club competitions if all the set criteria are fulfilled and if the Licence Applicant ultimately qualifies on sporting merit. Such a decision applies only to the specific Licence Applicant and for the Licence Season in question. The decision will be communicated to the GFA, who will in turn forward on to the Licence Applicant.
 - f) If such a Licence Applicant is eliminated on sporting merit during this Extraordinary Application procedure, the GFA has to notify the UEFA administration immediately, and this procedure is immediately terminated, without further decision. Such a terminated procedure cannot be restarted at a later stage.
 - g) Appeals can be lodged against decisions made by the UEFA administration in writing before the Court of Arbitration for Sport (CAS) in accordance with the relevant provisions laid down in the UEFA Statutes.

13. DEFINITION OF LICENCE APPLICANT AND THREE-YEAR RULE

- 1) A License Applicant may only be a football club, i.e. a legal entity fully responsible for a football team participating in national and international competitions which either:
 - a) As a registered member of UEFA member association and/or its affiliated league (hereinafter: registered member); or
 - b) Has a contractual relationship with a registered member (hereinafter; football company).
- 2) The membership and the contractual relationship (if any) must have lasted – at the start of the license season – for at least three consecutive years.
- 3) Any change to the legal form or legal group structure of the license applicant (including, for example, changing its headquarters, name or club colours, or

transferring stake holdings between different clubs) during this period in order to facilitate its qualification on sporting merit to the detriment of the integrity of a competition and/or its receipt of a license is deemed as an interruption of membership or contractual relationship (if any) within the meaning of this provision.

Part III

CLUB LICENSING CRITERIA

14. GENERAL

- 1) With the exception of the criteria mentioned in Article 14(2) below, the criteria defined in this Part III must be fulfilled by Licence Applicants in order for the UEFA Licence to be granted.
- 2) Non-fulfilment of the criteria defined in Articles 15(6), 15(7), 15(8) 16(2)(d), 17(4), 17(12), 17(14) and 17(15) below does not lead to refusal of the UEFA Licence but to a sanction defined by the GFA in accordance with Article 19 below.
- 3) A Licence Applicant must further fulfil all the requirements of the relevant UEFA club competition regulations to be admitted to the relevant UEFA club competition. The admission process falls under the sole jurisdiction of UEFA and its competent bodies. The competent bodies of UEFA make the final decision regarding the admission of a Licence Applicant to participate in any UEFA club competition. Such decisions are subject to all the statutes-based jurisdiction of UEFA including the Court of Arbitration for Sport in Lausanne.

15. SPORTING CRITERIA

1) YOUTH DEVELOPMENT PROGRAMME

- a) The Licence Applicant must have a written youth development programme which must be verified, evaluated and approved by the GFA for its implementation.
- b) This education programme must include at least the following:
 - i. Objectives and youth development philosophy;
 - ii. Organisation of youth sector (organisational chart, bodies involved, relation to Licence Applicant, youth teams, etc.);
 - iii. Personnel (technical, medical, administrative, etc.) and required minimum qualifications;

- iv. Infrastructure available for youth sector (training and match facilities, other);
 - v. Financial resources (available budget, contribution by the Licence Applicant, players or local community, etc.);
 - vi. Football education programme for the different age groups (playing skills, technical, tactical and physical);
 - vii. Education programme on the Laws of the Game;
 - viii. Education programme on anti-doping;
 - ix. Education programme on integrity;
 - x. Education programme on anti-racism
 - xi. Medical support for youth players (including maintaining medical records);
 - xii. Review and feedback process to evaluate the results and the achievements of the set objectives; and
 - xiii. Validity of the programme (at least 3 years but maximum 7 years).
- c) Furthermore, the Licence Applicant must ensure that every youth player involved in its youth development programme has the possibility to follow mandatory school education according to Gibraltar Law and the Licence Applicant must also ensure that every youth player involved in its youth development programme is not prevented from continuing his non-football education.

2) YOUTH TEAMS

- a) The Licence Applicant must at least have the following youth teams within its legal entity, another legal entity included in the reporting perimeter or a club affiliated to its legal entity, which teams must participate in competitions organized by the GFA and/or the Junior GFA:
 - i. at least two youth teams under the age of 10;
 - ii. at least two youth teams within the age range of 10 to 21;
- b) Each youth team described in 14(2)(a)(i) and (ii) above must take part in official competitions or programmes recognised by the GFA.

3) MEDICAL CARE OF PLAYERS

- a) The Licence Applicant must ensure that all players eligible to play for its first squad undergo an annual medical examination in accordance with the provisions of the UEFA Medical Regulations.
- b) The Licence Applicant must establish and apply a policy to ensure that all players above the age of 12 undergo a yearly medical examination in accordance with Gibraltar law.

4) REGISTRATION OF PLAYERS

All players of the Licence Applicant, from the age of 10 and above, must be registered with the GFA in accordance with the relevant provisions of the FIFA Regulations on the Status and Transfer of Players.

5) WRITTEN CONTRACT WITH PROFESSIONAL PLAYERS

All professional players of the Licence Applicant must have a written contract with the Licence Applicant in accordance with the relevant provisions of the FIFA Regulations on the Status and Transfer of Players.

6) REFEREEING MATTERS AND LAWS OF THE GAME

- a) The Licence Applicant must attend a session or event for refereeing matters and Laws of the Game organised by the GFA during the year prior to the Licence Season.
- b) As a minimum, the first squad captain (or his replacement) and the first squad head coach (or the assistant head coach) must attend this session or event.

7) RACIAL EQUALITY AND ANTI-DISCRIMINATION PRACTICE

The Licence Applicant must establish and apply a policy to tackle racism and discrimination in football in line with UEFA's 10-point plan on racism as defined in the UEFA Safety and Security Regulations.

8) CHILD PROTECTION AND WELFARE

The Licence Applicant must establish and apply measures, in line with any relevant UEFA guidelines, to protect, safeguard and ensure the welfare of

youth players and ensure they are in a safe environment when participating in activities organised by the Licence Applicant.

16. INFRASTRUCTURE CRITERIA

1) STADIUM FOR UEFA CLUB COMPETITIONS

- a) The Licence Applicant must have a Stadium available for playing UEFA club competitions matches which must be based within the territory of the GFA and approved by the GFA.
- b) If the Licence Applicant is not the owner of the Stadium, it must provide a written contract with the owner(s) for its use.
- c) It must be guaranteed that the Stadium can be used for the Licence Applicant's UEFA home matches during the Licence Season.
- d) The Stadium must fulfil all minimum requirements defined in the UEFA Stadium Infrastructure Regulations and be classified at least under UEFA Stadium Category 2.

2) TRAINING FACILITIES –AVAILABILITY AND MINIMUM INFRASTRUCTURE

- a) The Licence Applicant must have training facilities available for regular training throughout the year.
- b) If the Licence Applicant is not the owner of the training facilities, it must provide a written contract with the owner(s) for their use.
- c) It must be guaranteed that the training facilities can be used by all teams of the Licence Applicant during the Licence Season, taking into account its youth development programme.
- d) As a minimum, the infrastructure of the training facilities must include outdoor and indoor facilities, dressing rooms and a medical room (with defibrillator and first aid kit).

17. PERSONNEL AND ADMINISTRATIVE CRITERIA

1) CLUB SECRETARIAT

- a) The Licence Applicant must have appointed an adequate number of skilled secretarial staff according to its needs to run its daily business. It must have an office space in which to run its administration. It must ensure that its office is open to communicate with the GFA and the public, and that it is equipped, as a minimum, with phone, fax, email facilities and a website.

2) **GENERAL MANAGER**

- a) The Licence Applicant must have appointed a general manager who is responsible for running its operative matters.

3) **FINANCE OFFICER**

- a) The Licence Applicant must have appointed a qualified finance officer who is responsible for its financial matters.
- b) The Finance officer must hold as a minimum one of the following qualifications:
 - i. Diploma of Certified public Accountant;
 - ii. Diploma of qualified Auditor;
 - iii. Finance officer diploma issued by the licensor or an organisation recognised by the licensor.

4) **SUPPORTER LIAISON OFFICER**

- a) The Licence Applicant must have appointed a supporter liaison officer to act as the key contact point for supporters.
- b) The Supporter Liaison Officer will regularly meet and collaborate with the relevant club personnel on all related matters.

5) **SECURITY OFFICER**

- a) The Licence Applicant must have appointed a qualified security officer who is responsible for safety and security matters.
- b) The security officer must hold as a minimum one of the following qualifications :
 - i. Certificate as policeman or security person according to Gibraltar Law;
 - ii. Safety and security diploma from a specific course run by the GFA or by a State-recognised organisation;

6) **MEDIA OFFICER**

- a) The Licence Applicant must have appointed a qualified media officer who is responsible for media matters;
- b) The media officer must hold as a minimum one of the following qualifications :
 - i. Diploma in journalism;
 - ii. Media Officer Diploma issued by the GFA or an organisation recognised by the GFA;
 - iii. “Recognition of Competence” issued by the GFA based on practical experience in such matters of at least three years.

7) **MEDICAL DOCTOR**

- a) The Licence Applicant must have appointed at least one doctor who is responsible for the medical support during UEFA matches and training as well as for doping prevention policy.
- b) The qualification of the medical doctor must be recognised by the Gibraltar Health Authority.
- c) He must be duly registered with the GFA.

8) **PHYSIOTHERAPIST**

- a) The Licence Applicant must have appointed at least one Physiotherapist who is responsible for medical treatment and massages for the first squad during UEFA matches and training.
- b) The qualification of the Physiotherapist must be recognised by the Gibraltar Health Authority.

He must be duly registered with the GFA.

9) **YOUTH TEAMS MEDIC**

- a) The Licence Applicant must have appointed at least one doctor or physiotherapist who is responsible for the medical care of its youth teams.
- b) The qualification of the medical doctor must be recognised by the Gibraltar Health Authority.
- c) He must be duly registered with the GFA.

10) HEAD COACH OF FIRST SQUAD

- a) The Licence Applicant must have appointed a qualified head coach who is responsible for football matters of the first squad.
- b) The head coach must hold one of the following minimum coaching qualifications:
 - i. A valid UEFA B Coaching licence;
 - ii. Valid UEFA coaching diploma which is equivalent or higher to the one required for the UEFA Licence under (i) above;
 - iii. Started an education course for the diploma required under (i) or (ii) above. Simple registration for the required diploma course is not sufficient for the purposes of these Regulations.
- c) The head coach must be duly registered with the GFA.

11) ASSISTANT COACH OF FIRST SQUAD

- a) The Licence Applicant must have appointed a qualified coach who assists the head coach in all football matters of the first squad.
- b) The assistant coach of the first squad must hold one of the following minimum coaching qualifications:
 - i. English FA Level 2 Award in Coaching Football;
 - ii. Valid UEFA coaching diploma which is equivalent or higher to the one required for the UEFA Licence under (i) above;
 - iii. Started an education course for the diploma required under (i) or (ii) above. Simple registration for the required diploma course is not sufficient for the purposes of these Regulations.
- c) The assistant coach of the first squad must be duly registered with the GFA.

12) HEAD OF YOUTH DEVELOPMENT PROGRAMME

- a) The Licence Applicant must have appointed a qualified head of the youth development programme who is responsible for running the daily business and the technical aspects of the youth sector.
- b) The head of the youth development programme must hold one of the following minimum coaching qualifications :

- i. English FA Level 2 Award in Coaching Football;
 - ii. Valid UEFA coaching diploma which is equivalent or higher to the one required for the UEFA Licence under (i) above;
 - iii. Started an education course for the diploma required under (i) or (ii) above. Simple registration for the required diploma course is not sufficient for the purposes of these Regulations.
- c) The head of the youth development programme must be duly registered with the GFA.

13) YOUTH COACHES

- a) The Licence Applicant must have appointed for each mandatory youth team (Article 15 (2) above) at least one qualified coach who is responsible for all football matters related to this team.
- b) At least two youth team coach must hold one of the following minimum coaching qualifications :
 - i. Football Association of Wales Level 2 Award in Coaching Football;
 - ii. Valid UEFA coaching diploma which is equivalent or higher to the one required for the UEFA Licence under (i) above;
 - iii. Started an education course for the diploma required under (i) or (ii) above. Simple registration for the required diploma course is not sufficient for the purposes of these Regulations.
- c) All youth coaches must be duly registered with the GFA.

14) STEWARDS

The Licence Applicant must have engaged qualified stewards to ensure safety and security at home matches.

15) DISABILITY ACCESS OFFICER

- a) The Licence Applicant must have appointed a disability access officer to support the provision of inclusive, accessible facilities and services.
- b) The disability access officer will regularly meet and collaborate with the relevant club personnel on all related matters.

16) RIGHTS AND DUTIES

The rights and duties of the personnel defined in Article 17 (1) – (15) must be defined in writing.

17) DUTY OF REPLACEMENT DURING THE SEASON

- a) If a function defined in Articles 17(1)-(15) above becomes vacant during the Licence Season, the Licensee must ensure that, within a period of a maximum of 60 days, the function is taken over by a person who holds the required qualification.
- b) In the event that a function becomes vacant due to illness or accident, the GFA may grant an extension to the 60-day period only if reasonably satisfied that the person concerned is still medically unfit to resume his duties.
- c) The Licensee must promptly notify the GFA of any such replacement.

18. LEGAL CRITERIA

1) DECLARATION IN RESPECT OF PARTICIPATION IN UEFA CLUB COMPETITIONS

- a) The Licence Applicant must submit to the GFA a written, legally valid declaration confirming the following :
 - i. It recognises as legally binding the statutes, regulations, directives and decisions of FIFA, UEFA, the GFA, as well as the jurisdiction of the Court of Arbitration for Sport (CAS) in Lausanne as provided in the relevant articles of the UEFA Statutes;
 - ii. At national level, it will play in competitions that are recognised and endorsed by the GFA;
 - iii. At international level, it will participate in competitions recognised by UEFA or FIFA (to avoid any doubt, this provision does not relate to friendly matches);
 - iv. It will promptly inform the GFA about any Significant Change, Event or condition of major economic importance;
 - v. It will abide by and observe these Regulations;
 - vi. It will abide by and observe the UEFA Club Licensing and Financial Fair Play Regulations;
 - vii. Its reporting perimeter is defined in accordance with Article 19 of these Regulations;

- viii. It will be accountable for any consequences of an entity included in the reporting perimeter not abiding by and observing (v) and (vi) above;
 - ix. All submitted documents are completed and correct;
 - x. It authorises the GFA Club Licensing Administration and Decision-Making (club licensing) Bodies, the UEFA Administration, and the UEFA Organs for the Administration of Justice to examine any relevant documents and seek information from any relevant public authority or private body in accordance with Gibraltar Law;
 - xi. It acknowledges that UEFA reserves the right to execute compliance audits at national level in accordance with Article 22 (3) of these Regulations.
- b) The Declaration must be executed by an authorised signatory of the Licence Applicant no more than three months prior to the deadline for its submission to the GFA.

2) MINIMUM LEGAL INFORMATION

- a) The Licence Applicant must submit a copy of its current, valid statutes as well as an extract from a public register, containing the following minimum information ;
- i. Complete legal name;
 - ii. Registered Address / Address of Headquarters;
 - iii. Legal Form;
 - iv. List of authorised Signatories; and
 - v. Type of required signature.

3) LEGAL GROUP STRUCTURE AND ULTIMATE CONTROLLING PARTY

- a) The Licence Applicant must provide the GFA with the information on the legal group structure at the statutory closing date prior to the deadline for the submission of the Licence application to the GFA, duly approved and signed by management. The GFA must be informed of any changes there may have been to the legal group structure during the period between the statutory closing date and the submission of the chart to the GFA.
- b) This document must clearly identify and include information on
- i. The Licence Applicant;

- ii. Any subsidiary of the Licence Applicant;
 - iii. Any associate entity of the Licence Applicant;
 - iv. Any direct or indirect controlling entity of the Licence Applicant, up to and including the ultimate controlling party;
 - v. Any party that has 10% or greater direct or indirect ownership of the Licence Applicant, or 10% or greater voting rights.
 - vi. Any party with a significant influence over the Licence Applicant.
 - vii. Any other football club, in respect of which any of the parties identified in (i) to (vi) or any of their key management personnel have any ownership interest, voting rights, any/or any involvement or influence whatsoever in relation to the governance of its financial and operating policies.
- c) If deemed relevant, the GFA may request the Licence Applicant to provide additional information other than that listed above.
- d) The following information must be provided in relation to all entities included in the legal group structure;
- i. Name of legal entity;
 - ii. Type of legal entity;
 - iii. Main activity of legal entity;
 - iv. Percentage of ownership interest (and, if different, percentage of voting power held);
 - v. Share capital;
 - vi. Total assets;
 - vii. Total Revenues; and
 - viii. Total equity;

19. FINANCIAL CRITERIA

1) REPORTING ENTITY AND REPORTING PERIMETER

- a) The Licence Applicant determines and provides to the licensor the reporting perimeter, i.e. the entity (or combination of entities) in respect of which financial information is required to be provided in accordance with Annex 3 B and assessed in accordance with Annex 5.
- b) The reporting perimeter must include:

- i. The Licence Applicant and, if different, the registered member of the GFA;
- ii. Any subsidiary of the Licence Applicant and, if different, the registered member of the GFA;
- iii. Any other entity included in the legal group structure (Article 18(3) above) which generates revenues and/or performs services and/or incurs costs in respect of the football activities defined in paragraph c) i. and xi. below.

c) Football activities include:

- i. Employing/engaging personnel (as defined in Article 19(4)) including payment of all forms of consideration to employees arising from contractual or legal obligations;
- ii. Acquiring/selling players' registrations (including loans);
- iii. Ticketing;
- iv. Sponsorship and advertising;
- v. Broadcasting;
- vi. Merchandising and hospitality;
- vii. Club operations (e.g. administration, match day activities, travel, scouting, etc.);
- viii. Financing (including financing secured or pledged against the assets of the Licence Applicant);
- ix. Use and management of stadium and training facilities; and
- x. Women's football
- xi. Youth sector.

d) An entity may be excluded from the reporting perimeter only if:

- i. Its activities are entirely unrelated to the football activities defined in paragraph c) above and/or the locations, assets or brand of the football club; or
- ii. It is immaterial compared with all the entities that form the reporting perimeter and it does not perform any of the football activities defined in paragraph c) i. or ii. above; or
- iii. The football activities it performs are already entirely reflected in the financial statements of one of the entities included in the reporting perimeter.

- e) The Licence Applicant must submit a declaration by an authorised signatory which confirms:
 - i. That all revenues and costs related to each of the football activities indicated in paragraph c) have been included in the reporting perimeter and provide a detailed explanation should this not be the case; and
 - ii. Whether any entity included in the legal group structure has been excluded from the reporting perimeter, justifying any such exclusion with reference to paragraph d).

2) ANNUAL FINANCIAL STATEMENTS

- a) Annual financial statements in respect of the statutory closing date prior to the deadline for submission of the list of licensing decisions to UEFA must be prepared and submitted.
- b) The statutory closing date of the Licence Applicant must be 31 December.
- c) Annual financial statements must be audited by an independent auditor as defined in Annex 1.
- d) The annual financial statements must consist of;
 - i. A balance sheet;
 - ii. A profit and loss account;
 - iii. A cash flow statement;
 - iv. Notes, comprising a summary of significant accounting policies and other explanatory notes; and
 - v. A financial review by management.
- e) The annual financial statements must meet the minimum disclosure requirements as set out in Annex 2 and the accounting principles as set out in Annex 3. Comparative figures in respect of the prior statutory closing date must be provided.
- f) If the minimum requirements for the content and accounting as set out in paragraph (e) above are not met in the annual financial statements, then the Licence Applicant must prepare supplementary information in order to meet the minimum information requirements that must be assessed by an independent auditor as defined in Annex 1.

3) PUBLICATION OF FINANCIAL INFORMATION

a) The Licence Applicant must publish on its website, by no later than 28th May 2019, the following information:

- i. The total amount paid in the latest reporting period to or for the benefit of agents/intermediaries;
- ii. The latest audited annual financial information assessed by the GFA

4) NO OVERDUE PAYABLES TOWARDS FOOTBALL CLUBS

a) The Licence Applicant must prove that as at 31 March preceding the Licence Season it has no overdue payables (as defined in Annex 4) towards other football clubs as a result of transfers undertaken prior to the previous 31 December.

b) Payables are those amounts due to football clubs arising from transfer activities, including any amount due upon fulfilment of certain conditions, training compensation and solidarity contributions as defined in the FIFA Regulations on the Status and Transfer of Players, as well as any joint and several liability decided by a competent authority for the termination of a contract by a player.

c) The Licence Applicant must prepare and submit to the GFA a transfers table. It must be prepared even if there have been no transfers/loans during the relevant period.

d) The Licence Applicant must disclose:

- i. All new player registrations (including loans) in the 12 month period up to 31 December, irrespective of whether there is an amount outstanding to be paid as at 31 December;
- ii. All transfers for which an amount is outstanding to be paid as at 31 December, irrespective of whether they were undertaken in the 12 month period up to 31 December or before; and
- iii. All transfers subject to a claim pending before the competent authority under national law or proceedings pending before a national or international football authority or relevant arbitration tribunal.

e) The transfers table must contain a separate entry in respect of each player transfer (including loans) irrespective of whether there is an amount outstanding to be paid at 31 December. The following information must be given as a minimum:

- i. Player (identification by name and date of birth);
- ii. Date of the transfer/loan agreement;

- iii. Name of the football club that formerly held the registration;
 - iv. Transfer (or loan) fee paid and/or payable (including training compensation and solidarity contribution) even if the payment has not been requested by the creditor;
 - v. Other direct costs of acquiring the registration paid and/or payable;
 - vi. Amount settled and payment date;
 - vii. Balance payable as at 31 December in respect of each player transfer, detailed by due date(s) for each unpaid element of the transfer payables;
 - viii. Balance payable as at 31 March (rolled forward from 31 December) including the due date for each unpaid element, together with explanatory comment; and
 - ix. Conditional amounts (contingent liabilities) not yet recognised in the balance sheet as at 31 December; and
 - x. Amounts subject to any claim/proceedings pending as at 31 March.
- f) The Licence Applicant must reconcile the total liability as per the transfers table with the figure in the financial statements balance sheet for 'Accounts payable relating to player transfers' (if applicable) or to the underlying accounting records.
- g) The transfers table must be approved by management and this must be evidenced by way of a brief statement and signature on behalf of the executive body of the Licence Applicant.

5) NO OVERDUE PAYABLES IN RESPECT OF EMPLOYEES

- a) The Licence Applicant must prove that as at 31 March preceding the Licence Season it has no overdue payables (as defined in Annex 4) in respect of its employees as a result of contractual or legal obligations that arose prior to the previous 31 December.
- b) Payables are all forms of consideration due in respect of employees as a result of contractual or legal obligations including wages, salaries, image rights payments, bonuses and other benefits. Amounts payable to people who, for various reasons, are no longer employed by the Licence Applicant fall within the scope of this criterion and must be settled within the period stipulated in the contract and/or defined by law, regardless of the way such payables are accounted for in the financial statements. Any payments made in respect as a result of contractual or legal obligations shall be in the currency legally current in Gibraltar i.e. pounds sterling

- c) The term "employees" includes the following persons:
- i. All professional players according to the applicable FIFA Regulations on the Status and Transfer of Players, and
 - ii. The administrative, technical, medical and security staff specified in Articles 17(1) to 17(13) above.
- d) The Licence Applicant must prepare and submit to the GFA an employees table showing:
- i. A statement issued by the Department of Employment listing all employees (active and inactive) who have been employed at any time during the year 31 December; and all employees who were employed at any time during the year up to 31 December; i.e. not just those who remain at 31 December;
 - ii. All employees in respect of whom there is an amount outstanding to be paid as at 31 December, irrespective of whether they were employed during the year up to 31 December; and
 - iii. All employees in respect of whom there is a claim pending before the competent authority under national law or proceedings pending before a national or international football authority or relevant arbitration tribunal.
- e) The following information must be given, as a minimum, in respect of each employee:
- i. Name of the employee;
 - ii. Position/function of the employee;
 - iii. Start date;
 - iv. Termination date (if applicable);
 - v. The balance payable as at 31 December, including the due date for each unpaid element;
 - vi. Any payable as at 31 March (rolled forward from 31 December), including the due date for each unpaid element, together with explanatory comment; and
 - vii. Amounts subject to any claim/proceedings pending as at 31 March.
- f) The Licence Applicant must reconcile the total liability as per the employees table to the figure in the financial statements balance sheet for 'Accounts payable towards employees' or to the underlying accounting records.

- g) The employees table must be approved by management and this must be evidenced by way of a brief statement and signature on behalf of the executive body of the Licence Applicant.

6) NO OVERDUE PAYABLES TOWARDS SOCIAL/TAX AUTHORITIES

- a) The Licence Applicant must prove that at 31 March preceding the licence season it has no overdue payables (as defined in Annex 4) towards social/tax authorities as a result of contractual or legal obligations in respect of its employees that arose prior to the previous 31 December.
- b) The Licence Applicant must submit to the GFA a social/tax table showing:
 - i. The amount payable (if any) to the competent social/tax authorities as at 31 December of the year preceding the Licence Season;
 - ii. Any claim/proceedings pending.
- c) The following information must be given, as a minimum, in respect of each payable towards social/tax authorities, together with explanatory comment:
 - i. Name of the creditor;
 - ii. Any payable as at 31 December, including the due date for each unpaid element;
 - iii. Any payable as at 31 March (rolled forward from 31 December), including the due date for each unpaid element, together with explanatory comment and supporting evidence; and
 - iv. Amounts subject to any claim/proceedings pending as at 31 March.
- d) The Licence Applicant must reconcile the total liability as per the social/tax table to figure in the financial statements balance sheet for “Accounts payable to social/tax authorities” or to the underlying accounting records.
- e) The social/tax table must be approved by management and this must be evidenced by way of a brief statement and signature on behalf of the executive body of the Licence Applicant.
- f) Submit a copy of the valid Business Trade & Profession Certificate as issued by the Department of Employment
- g) The licence applicant must be able to demonstrate that all Income Tax and Social Insurance Contributions are up to date by providing as evidence, a Certificate of Compliance (Tax and Social Insurance). This may be obtained at the Income Tax Department.

7) WRITTEN REPRESENTATIONS PRIOR TO THE LICENSING DECISION

- a) Within the seven days prior to the start of the period in which the licensing decision is to be made by the FIB, the Licence Applicant must make written representations to the GFA.
- b) The Licence Applicant must confirm the following:
 - i. That all documents submitted to the GFA are complete and correct;
 - ii. Whether or not any significant change has occurred in relation to any of the club licensing criteria;
 - iii. Whether or not any events or conditions of major economic importance have occurred, that may have an adverse impact on the Licence Applicant's financial position since the balance sheet date of the preceding audited annual financial statements. If any events or conditions of major economic importance have occurred, the management representations letter must include a description of the nature of the event or condition and an estimate of its financial effect, or a statement that such an estimate cannot be made;
 - iv. Whether or not the Licence Applicant or any parent company of the Licence Applicant included in the reporting perimeter is seeking or has received protection from its creditors pursuant to laws or regulations within the 12 months preceding the Licence Season.
- c) Approval by management must be evidenced by way of a signature on behalf of the executive body of the Licence Applicant.

8) FUTURE FINANCIAL INFORMATION

- a) The Licence Applicant must prepare and submit future financial information in order to demonstrate to the GFA its ability to continue as a going concern until the end of the Licence Season if it has breached any of the indicators defined in 18(6)(b) below.
- b) If a Licence Applicant exhibits any of the conditions described by Indicator 1 or Indicator 2 (below), the Licence Applicant is considered as being in breach of the indicator:
 - i. Indicator 1 - *Going concern*

The auditor's report in respect of the audited annual financial statements submitted in accordance with Article 19(2) includes, regarding the going concern, either a key audit matter or a qualified opinion/conclusion.

ii. Indicator 2 - *Negative equity*

The annual financial statements (including, where required, the supplementary information) submitted in accordance with Article 19(2) disclose a net liabilities position (negative equity) that has deteriorated relative to the comparative figure contained in the previous year's annual financial statements.

- c) Future financial information must cover the period commencing immediately after the statutory closing date of the annual financial statements, and it must cover the entire Licence Season.
- d) The future financial information consists of:
- i. a budgeted profit and loss account, with comparative figures for the immediately preceding financial year;
 - ii. a budgeted cash flow, with comparative figures for the immediately preceding financial year;
 - iii. explanatory notes, including a brief description of each of the significant assumptions (with reference to the relevant aspects of historic financial and other information) that have been used to prepare the budgeted profit and loss account and cash flow statement, as well as of the key risks that may affect the future financial results.
- e) Future financial information must be prepared, as a minimum, on a quarterly basis.
- f) The future financial information must be prepared on a consistent basis with the audited annual financial statements and follow the same accounting policies as those applied for the preparation of the annual financial statements, except for accounting policy changes made after the date of the most recent annual financial statements that are to be reflected in the next annual financial statements – in which case details must be disclosed.
- g) The future financial information must meet the minimum disclosure requirements as set out in Annex 2 and the accounting principles as set out in Annex 3. Additional line items or notes must be included if they provide clarification or if their omission would make the future financial information misleading.
- h) Future financial information with the assumptions upon which they are based must be approved by management and this must be evidenced by way of a brief statement and signature on behalf of the executive body of the reporting entity.

PART IV

MISCELLANEOUS

20. CATALOGUE OF SANCTIONS

- 1) In the event of a Licence Applicant not satisfying the criteria set out in Articles 15(6), 15(7), 15(8), 16(2)(d), 17(4), 17(12), 17(14) and 17(15) above, the FIB will, at its discretion, sanction the Licence Applicant with;
 - a) a caution;
 - b) a fine;
 - c) the obligation to submit evidence in writing proving the relevant condition has been fulfilled; or
 - d) the obligation to fulfil certain conditions by a deadline to be determined by the FIB.
- 2) In the event of a Licence Applicant not satisfying any other criteria as set out in these Regulations, the UEFA Licence will not be granted.
- 3) In the event of a Licensee not satisfying the criteria set out in Articles 15(6), 15(7), 15(8), 16(2)(d), 17(4), 17(12), 17(14) and 17(15) above during the Licence Season, the FIB will, at its discretion, sanction the Licensee with;
 - a) a caution;
 - b) a fine;
 - c) the obligation to submit evidence in writing proving the relevant condition has been fulfilled; or
 - d) the obligation to fulfil certain conditions by a deadline to be determined by the FIB.
- 4) In the event of a Licensee violating these Regulations other than the non-fulfilment of the Club Licensing Criteria (e.g. submission of falsified documents), the FIB may discipline the Licensee in accordance with the Disciplinary measures set out in Rules 26 and 27 of the GFA Statutes.

21. THE CORE PROCESS

The GFA defines the core process for the verification of the Club Licensing Criteria in these Regulations (the “Core Process”).

22. ASSESSMENT PROCEDURES

The Licensor defines the assessment procedures, except those used to verify compliance with the financial criteria for which specific assessment processes must be followed as set out in Annex 5.

PART V

FINAL PROVISIONS

23. LANGUAGE OF CORRESPONDENCE

All correspondence between UEFA and the GFA and/or the Licensee must be in English.

24. ANNEXES

All annexes to the present Regulations form an integral part thereof.

25. COMPLIANCE AUDITS

- 1) UEFA and/or its nominated bodies/agencies reserve the right to, at any time, conduct compliance audits of the GFA and, in the presence of the latter, of the Licence Applicant/Licensee.
- 2) Compliance audits aim to ensure that the GFA, as well as the Licence Applicant/Licensee, have fulfilled their obligations as defined in the UEFA Club Licensing and Financial Fair Play Regulations (Edition 2012) and that the UEFA Licence was correctly awarded at the time of the final decision of the GFA.

26. DISCIPLINARY PROCEDURES

Any breach of these Regulations may be penalised by GFA in accordance with the GFA Disciplinary Procedure and GFA Statutes.

27. IMPLEMENTING PROVISIONS

The GFA Club Licensing Administration shall take the decisions and adopt, in the form of directives, circular letters or any other relevant documents, the detailed provisions necessary for implementing these Regulations.

28. ADOPTION – ENTRY INTO FORCE – AMENDMENTS

- 1) These Regulations were approved and adopted by the GFA on 12th December 2021.
- 2) These Regulations cannot be amended during the Core Process, unless duly approved by UEFA.

ANNEX 1:
Determination of the auditor and auditor's assessment procedures

A. Principle

1. The auditor must be independent in compliance with the International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants (see Article 19(2)).
2. The Licence Applicant is required to use an independent auditor who is permitted by Gibraltar Law to carry out audit work.
3. In Gibraltar, an auditor who is permitted by national law to carry out audit work shall be considered to mean a registered statutory auditor under the Financial Services (Auditors) Act 2009.

B. Assessment procedures

1. The auditor must audit the annual financial statements. The auditor's report must:
 - a) include a statement confirming that the audit was conducted in accordance with the International Standards on Auditing or relevant Gibraltarian auditing standards or practices where these comply with, as a minimum, the requirements of the International Standards on Auditing; and
 - b) be submitted to the Licensor together with the annual financial statements to form a basis for its licensing decision.
2. The auditor must assess supplementary information, if any. The auditor's report of factual findings must:
 - a) include a statement confirming that the assessment was conducted by way of agreed-upon procedures according to the International Standard on Related Services (ISRS) 4400 or relevant Gibraltarian standards or practices where these comply with, as a minimum, the requirements of ISRS 4400; and
 - b) be submitted to the Licensor together with the supplementary information to form a basis for its licensing decision.

ANNEX 2:
Minimum disclosure requirements for the financial statements

A. Principle

1. Notwithstanding the requirements of the Companies (Accounts) Act 1999, the financial criteria of these Regulations require Licence Applicants to present a specific minimum level of financial information to the Licensor as set out in Articles 19(2) and 19(7).

2. Each component of the financial statements must be identified clearly. The following information must be displayed prominently, and repeated where necessary within the financial statements, for a proper understanding of the information presented:

a) The name (and legal form), domicile and business address of the Reporting Entity/Entities and any change in that information since the previous statutory closing date;

b) Whether the financial information covers the individual Licence Applicant or a group of entities or some other combination of entities, and a description of the structure and composition of any such group or combination;

c) The statutory closing date and the period covered by the financial information (for both current and comparative information); and

d) The presentation currency.

B. Balance sheet

1. The minimum disclosure requirements for balance sheet items are stated below.

Assets

- i. cash and cash equivalents
- ii. accounts receivable from player transfers (current and non-current)
- iii. accounts receivable from group entities and other related parties (current and non-current)
- iv. other current accounts receivable
- v. tax assets (current and non-current)
- vi. inventories
- vii. other assets (current and non-current)
- viii. tangible fixed assets
- ix. intangible assets – players
- x. intangible assets – other
- xi. investments

Liabilities

- xii. bank overdrafts
- xiii. bank and other loans (current and non-current)
- xiv. accounts payable to group entities and other related parties (current and non-current)
- xv. accounts payable relating to player transfers (current and non-current)
- xvi. accounts payable to employees (current and non-current)
- xvii. accounts payable to social/tax authorities (current and non-current)

- xviii. accruals and deferred income (current and non-current)
- xix. other tax liabilities (current and non-current)
- xx. other current accounts payable
- xxi. provisions (short-term and long-term)
- xxii. other liabilities (current and non-current)

Net assets/liabilities

- xxiii. net assets/liabilities

Equity

- xxiv. share/fund capital
- xxv. retained earnings
- xxvi. other reserves

2. Management may consider that line items (i) to (xxvi) are best presented on the face of the balance sheet or in the notes.

3. The net assets/liabilities figure, being the aggregate of total assets less total liabilities, is used to determine whether or not the Licence Applicant is in breach of indicator 2 described in Article 19(6).

C. Profit and loss account

1. The minimum disclosure requirements for the profit and loss account are stated below.

Revenue

- i. gate receipts
 - ii. sponsorship and advertising
 - iii. broadcasting rights
 - iv. commercial
 - v. UEFA solidarity and prize money
 - vi. other operating income
- total revenue (sum of items i to vi)

Expenses

- viii. cost of sales/materials
- ix. employee benefits expenses (players and other employees)
- x. depreciation and impairment of tangible fixed assets
- xi. amortisation and impairment of other intangible assets (excluding player registrations)
- xii. other operating expenses
- xiii. total operating expenses (sum of items viii to xii)

Player transfers

- xiv. amortisation and impairment of intangible assets – player registrations or costs of acquiring player registrations
- xv. profit/loss on disposal of intangible assets – player registrations or income from the disposal of player registrations
- xvi. total net result from player transfers (sum of items xiv and xv)

Other

- xvii. profit/loss on disposal of tangible fixed assets
- xviii. finance income and expense
- xix. non-operating income/expense
- xx. tax income/expense
- xxi. profit or loss after taxation (sum of items vii, xiii, xvi and xvii to xx)

2. Management may consider that line items (i) to (xxi) are best presented on the face of the profit and loss account or in the notes.

D. Cash flow statement

1. The cash flow statement must report cash flows for the financial period classified separately as stated below.

a) Cash flow from operating activities

Operating activities are the principal revenue-producing activities of the entity and other activities that are not investing or financing activities. Therefore, they generally result from the transactions and other events that enter into the determination of net profit or loss. The minimum disclosure requirements are stated below:

- i. Net cash inflow/outflow from operating activities

b) Cash flows from investing activities

Investing activities are the acquisition and disposal of long-term assets (including player registrations) and other investments not included in cash equivalents. The entity must report separately major classes of gross cash receipts and gross cash payments arising from investing activities. The minimum disclosure requirements are stated below:

- ii. Cash inflow/outflows from acquisition/disposal of player registrations
- iii. Cash inflow/outflows from acquisition/disposal of tangible fixed assets
- iv. Other cash inflow/outflows from investing activities

c) Cash flows from financing activities

Financing activities are activities that result in changes in the size and composition of the contributed equity share capital and borrowings of the entity. The entity must report separately major classes of gross cash receipts and gross cash payments arising from financing activities. The minimum disclosure requirements are stated below:

- v. Cash inflow/outflows from borrowings – shareholders and related party
- vi. Cash inflow/outflows from borrowings – financial institutions
- vii. Cash inflow from increase of capital/equity
- viii. Cash outflows from dividends paid to owners/shareholders
- ix. Other cash inflow/outflows from financing activities

d) Other cash flows

Cash flows from interest and dividends received and paid must each be disclosed separately. Each must be disclosed in a consistent manner from period to period as either operating, investing or financing activities.

Cash flows arising from taxes on income must be disclosed separately and classified as cash flows from operating activities unless they can be appropriately and specifically identified as financing and investing activities.

2. The components of cash and cash equivalents must be disclosed and a reconciliation of the amounts in the cash flow statement presented, with the equivalent items reported in the balance sheet.

E. Notes to the financial statements

1. Notes to the annual financial statements must be presented in a systematic manner. Each item on the face of the balance sheet, profit and loss account and cash flow statement must be cross-referenced to any related information in the notes. The minimum requirements for disclosure in notes are as follows:

a) Accounting policies

The basis of preparation of the financial statements and a summary of the significant accounting policies used.

b) Tangible fixed assets

Each class of tangible fixed asset must be disclosed separately (e.g. property, stadium and equipment, right-of-use assets).

The following information must be disclosed for each class of tangible fixed asset:

- i) the gross carrying amount and the accumulated depreciation (aggregated with accumulated impairment losses) at the beginning and end of the period; and
- ii) a reconciliation of the carrying amount at the beginning and the end of the period, showing additions, disposals, increases or decreases during the period resulting from revaluations, impairment losses recognised in the profit and loss account during the period (if any), impairment losses reversed in the profit and loss account during the period (if any) and depreciation.

The depreciation methods and useful lives (or depreciation rates) used must be disclosed in the accounting policy notes.

c) Intangible assets

Each class of intangible asset must be disclosed separately (e.g. player registrations, goodwill, other intangible assets).

The following information must be disclosed for each class of intangible asset:

i) the gross carrying amount and the accumulated amortisation (aggregated with accumulated impairment losses) at the beginning and end of the period; and

ii) a reconciliation of the carrying amount at the beginning and the end of the period, showing additions, disposals, decreases during the period resulting from impairment losses recognised in the profit and loss account during the period (if any) and amortisation.

d) *Pledged assets and assets under reservation of title*

The existence and amounts of restrictions on title, and property, stadium and equipment pledged as security for liabilities or guarantees, must be disclosed.

The existence and carrying amounts of intangible assets whose title is restricted and the carrying amount of intangible assets pledged as security for liabilities must be disclosed.

e) *Investments*

Investments must include investments in subsidiaries, jointly controlled entities and associates. In respect of investments in subsidiaries, jointly controlled entities and associates, the following information must be disclosed as a minimum for each investment:

- i) name;
- ii) country of incorporation or residence;
- iii) type of business/operations of the entity;
- iv) proportion of ownership interest;
- v) if different, proportion of voting power held; and
- vi) description of the method used to account for the investments.

f) *Bank overdrafts and loans*

For each class of financial liability the following must be disclosed:

i) information about the extent and nature of the financial instruments, including amounts and duration and any significant terms and conditions that may affect the amount, timing and certainty of future cash flows; and

ii) the accounting policies and methods adopted, including the criteria for recognition and the basis of measurement applied.

g) *Provisions*

Provisions must be disclosed in separate classes. In determining which provisions may be aggregated to form a class, it is necessary to consider whether the nature of the items is sufficiently similar to be combined in a statement of a single amount.

For each class of provision, the carrying amount at the beginning and end of the period, the amount utilised and any amount released, or credited, in the period must be disclosed.

h) *Issued capital and reserves*

Share capital, other reserves and retained earnings must be disclosed separately.

- i) Share/fund capital

In relation to share capital issued during the current year the following must be disclosed:

- number and type of shares issued;
- share premium (if applicable) arising on the shares issued;
- total amount raised as a result of the issuing of shares;
- reason for the issuing of new shares.

ii) Other reserves

Where items of property, stadium and equipment are stated at revalued amounts, the revaluation surplus, indicating the change for the period and any restrictions on the distribution of the balance to shareholders, must be disclosed.

iii) Retained earnings

The balance of retained earnings (i.e. accumulated profit or loss) at the beginning of the reporting period and at the balance sheet date, and the changes during the reporting period, must be disclosed.

i) *Controlling party*

When the Reporting Entity is controlled by another party, the related party relationship and the name of that party must be disclosed and, if different, that of the ultimate controlling party. This information must be disclosed irrespective of whether any transactions have taken place between the controlling parties and the reporting entity.

j) *Related party transactions*

If there have been transactions between related parties during the periods covered by the financial statements, the reporting entity must disclose the nature of the related party relationship, as well as information about those transactions and outstanding balances, including commitments, necessary for an understanding of the potential effect of the relationship on the financial statements. Items of a similar nature may be disclosed in aggregate except when separate disclosure is necessary for an understanding of the effects of related party transactions on the financial statements of the reporting entity.

As a minimum, disclosures must include for each related party:

- i) the amount and the nature of the transactions;
- ii) the amount of outstanding balances, including commitments, and:
 - their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement; and
 - details of any guarantees given or received;
- iii) provisions for doubtful debts related to the amount of outstanding balances; and
- iv) the expense recognised during the period in respect of bad or doubtful debts due from related parties.

The disclosures required must be made separately for each of the following categories:

- the parent;
- entities with joint control or significant influence over the reporting entity;
- subsidiaries;
- associates;
- joint ventures in which the reporting entity is a venturer;
- key management personnel of the entity or its parent; and
- other related parties.

Confirmation that related party transactions were made on terms equivalent to those that prevail in arm's length transactions must be made if such terms can be substantiated.

k) *Contingent liabilities*

Unless the possibility of any outflow in settlement is remote, the reporting entity must disclose for each class of contingent liability at the statutory closing date a brief description of the nature of the contingent liability and, where practicable:

- i) an estimate of its financial effect;
- ii) an indication of the uncertainties relating to the amount or timing of any outflow; and
- iii) the possibility of any reimbursement.

l) *Events after the balance sheet date*

Material non-adjusting events after the balance sheet date must be disclosed (the nature of the event and an estimate of its financial effect, or a statement that such an estimate cannot be made). Examples of such events are:

- i) fixed-term borrowing approaching maturity without realistic prospects of renewal or repayment;
- ii) substantial operating losses;
- iii) discovery of material fraud or errors that show the financial statements are incorrect;
- iv) management determining that it intends to liquidate the entity or to cease trading, or that it has no realistic alternative but to do so;
- v) player transactions where the amounts paid or received are significant;
- vi) transactions relating to property – for example, in relation to the club's stadium.

m) *Other disclosures*

i) *Agents/intermediaries fees*

The total amount paid in the reporting period to or for the benefit of agents/intermediaries must be disclosed.

ii) *Players' economic rights (or similar)*

For any player for whom the economic rights or similar are not fully owned by the Licence Applicant, the name of the player and the percentage of economic rights or similar held by the Licence Applicant at the beginning of the period (or on acquisition of the registration) and at the end of the period must be disclosed.

iii) Tax expense

The components of tax expense must be disclosed separately. That is, the aggregate amount included in the determination of net profit or loss for the reporting period in respect of current and/or deferred tax.

iv) Miscellaneous

Any additional information or disclosure that is not presented on the face of the balance sheet, profit and loss account or cash flow statement, but is relevant to an understanding of any of those statements and/or is required to meet the minimum financial information requirements, must be disclosed.

F. Player identification table

1. All Licence Applicants must prepare and submit to the Licensor a player identification table.
2. The player identification table must be provided to the auditor, who must reconcile the aggregate figures in the player identification table to the relevant figures in the balance sheet and profit and loss account in the audited annual financial statements. However, the player identification table does not need to be disclosed within the annual financial statements.
3. The minimum information to be included in the player identification table in respect of each relevant player is as follows:
 - a) Name and date of birth;
 - b) Start date of original player contract and end date of current contract;
 - c) Costs of acquiring the player's registration;
 - d) Accumulated amortisation brought forward and as at the end of the period;
 - e) Expense/amortisation in the period;
 - f) Impairment cost in the period;
 - g) Disposals (cost and accumulated amortisation);
 - h) Net book value (carrying amount);
 - i) Profit/(loss) from disposal of player's registration; and
 - j) sell-on rights (or similar) i.e. description and (If possible) quantification of any sell-on rights to a football club that formerly held the player's registration, excluding training compensation and/or solidarity contributions
4. Relevant players, about whom details are required in the table, are:
 - a) all players whose registration is held by the Licence Applicant at any time during the period and in respect of whom some direct acquisition cost has been incurred (at some point in time in the reporting period or prior periods); and
 - b) all players in respect of whom some income/profit (or loss) has been recognised (at some point in time in the reporting period).

G. Financial review by management

1. The annual financial statements must include a financial review or commentary by management (sometimes referred to as a directors' report) that describes and explains the main features of the reporting entity's financial performance and financial position and the principal risks and uncertainties it faces.

2. The annual financial statements must also include the names of persons who were members of the executive body, or board of directors, and of the supervisory bodies of the reporting entity at any time during the year.

ANNEX 3:
Basis for the preparation of financial statements

A. Principles

1. Annual financial statements as defined in Article 19(2) must be based on the Companies (Accounts) Act 1999 – regardless of the legal structure of the Licence Applicant.
2. Annual financial statements must be prepared on the assumption that the Licence Applicant is a going concern, meaning it will continue in operation for the foreseeable future. It is assumed that the Licence Applicant has neither the intention nor the necessity to go into liquidation, cease trading or seek protection from creditors pursuant to laws or regulations.
3. The above-mentioned financial reporting framework, suitable as the basis for the preparation of the annual financial statements, must contain certain underlying principles including:
 - a) fair presentation;
 - b) consistency of presentation;
 - c) accrual basis for accounting;
 - d) separate presentation of each material class of items;
 - e) no offsetting of assets and liabilities or income and expenses.
4. Notwithstanding that each licence applicant has to prepare audited annual financial statements under its own national accounting practice for incorporated companies, the International Financial Reporting Standards or the International Financial Reporting Standard for Small and Medium-sized Entities, these regulations include specific accounting requirements to be complied with as set out in Annex VII, B to F.
5. The licence applicant must prepare supplementary information (to be submitted to the licensor) if the accounting requirements described in this annex are not met by the disclosures and accounting treatment in the audited annual financial statements. The supplementary information must include a restated balance sheet, profit and loss account and any associated notes to meet the requirements set out below. There must also be included a note (or notes) reconciling the results and financial position shown in the supplementary information document to those shown in the audited financial statements (that were prepared under the national accounting practice). The restated financial information must be assessed by the auditor by way of agreed-upon procedures.
6. The annual financial statements must be approved by management and this must be evidenced by way of a brief statement and signature on behalf of the executive body of the reporting entity.

B. Consolidation/combination requirements

1. The financial information of all entities included in the reporting perimeter (as defined in Article 19(1)) must be either consolidated or combined as if they were a single company.
2. Consolidated financial statements are the financial statements of a group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single company.

3. Combined financial statements are those that include information about two or more commonly controlled entities without information about the controlling entity.

C. Accounting requirements for the permanent transfer of a player's registration

1. Licence Applicants that capitalise the costs of acquiring a player's registration as an intangible asset must apply certain minimum accounting requirements as described in paragraph 3 of this part C.

3. If a Licence Applicant has an accounting policy to expense the costs of acquiring a player's registration rather than capitalise them as an intangible asset, and this is permitted under Gibraltar Generally Accepted Accounting Practice, it must apply the minimum accounting requirements set out below.

4. The minimum accounting requirements for Licence Applicants that capitalise the costs of acquiring a player's registration as an intangible asset are as follows:

a) The acquisition of a player's registration must be recognised in the financial statements when all significant conditions for the transfer to take place have been satisfied, i.e. it is effectively unconditional, which means that there must be a legally binding agreement between the two clubs and between the acquiring club and the player.

b) Only direct costs of acquiring a player's registration can be capitalised. For accounting purposes, the carrying value of an individual player must not be revalued upwards, even though management may believe market value is higher than carrying value. In addition, whilst it is acknowledged that a Licence Applicant may be able to generate some value from the use and/or transfer of locally trained players, for accounting purposes costs relating to an applicant's own youth sector must not be included in the balance sheet – as only the cost of players purchased is to be capitalised. All forms of consideration to and/or benefit of players (such as sign-on fees) must be treated as employee benefits expenses and not costs of acquiring a player's registration. Finance costs arising in respect of borrowings are treated as finance costs and are not costs of acquiring a player's registration even if the borrowings were obtained to help finance the acquisition of player registrations.

c) Amortisation must begin when the player's registration is acquired. Amortisation ceases when the asset is fully amortised or derecognised (i.e. the registration is considered as being permanently transferred to another club), whichever comes first.

d) In respect of each individual player's registration, the depreciable amount must be allocated on a systematic basis over its useful life. This is achieved by the systematic allocation of the cost of the asset as an expense over the period of the player's contract. If the period of a player's contract with the club is extended, then the intangible asset carrying value of the player's registration plus any additional directly attributable contract negotiation costs (e.g. agent/intermediary fees) are to be amortised over the extended period of the player's contract or over the remaining period of the original contract.

e) All capitalised player values must be reviewed individually each year by management for impairment. If the recoverable amount for an individual player is lower than the carrying amount on the balance sheet, the carrying amount must be adjusted to the recoverable amount and the adjustment charged to the profit and loss account as an impairment cost.

Licence applicants should apply consistent accounting policies in respect of player registration costs.

In exceptional circumstances when it becomes clear by the statutory closing date that:

i) a player will not be able to play again with the club, for example if he suffers a career-threatening injury or he is permanently unable to play professional football, then the net book value of the player's registration on the balance sheet must be fully impaired in that reporting period. The following events do not represent a cause for recognising impairment loss:

- A player suffers an injury in a reporting period and is temporarily unable to play professional football with the club, or
- A player suffers a decline in fitness or ability and is not selected for participation in first-team matches.

In this regard, future wages of players suffering from a career-threatening injury or he is permanently unable to play professional football must continue to be recognised as employee benefits expenses throughout the duration of the player's contract.

ii) the management of the club is committed to permanently transfer the registration of a player and the transfer occurs just after the statutory closing date, then the net book value of the player's registration on the balance sheet can be impaired if the disposal proceeds for the permanent transfer of the player's registration to the new club is lower than his net book value. The accounting principle must be disclosed in the financial statements and must be applied consistently from one accounting period to another.

e) The profit/(loss) on the disposal of a player's registration to another club to be recognised in the profit and loss account is the difference between the disposal proceeds (net of any sales costs) and the residual carrying value of the player's registration in the balance sheet as at the date of the transfer. The disposal of a player's registration must be recognised in the licence applicant's financial statements when all significant conditions for the transfer to take place have been satisfied, i.e. it is effectively unconditional and the risks and rewards have been transferred to the new club.

D. Accounting requirements for the temporary transfer of a player's registration

1. The minimum accounting requirements for licence applicants that have transactions in respect of the temporary transfer of a player's registration (loan) are as follows:

2. Loan fees received/paid must be reported as player transfer income/expense.

3. Loan of a player from the lender club to the new club with no obligation/option to buy

a) The loan fees received/receivable by the lender club, if any, must be recognised as income over the period of the loan arrangement. The lender club will continue to recognise the original costs of acquiring the player's registration as an intangible asset on its balance sheet and to allocate systematically the cost of the asset as an amortisation expense over the period of the player's contract.

b) The loan fees paid/payable by the new club, if any, must be recognised as an expense over the period of the loan arrangement. If the player's salary is taken over by the new club, it must be recognised as an employee benefits expense over the player's loan term.

4. Loan of a player from the lender club to the new club with an unconditional obligation to buy

a) The loan must be reflected by the lender club as a permanent transfer and the player's registration rights must be derecognised from its intangible assets. The proceeds from the loan and from the future permanent transfer must be recognised from the inception of the loan agreement.

b) The direct costs of the loan and the future permanent transfer for the new club must be recognised by the new club in accordance with the accounting requirements for permanent acquisition of a player's registration. 72

5. Loan of a player from the lender club to the new club with an option to buy

a) The transaction must be recorded as a loan by the lender club until the option is exercised by the new club. When the option is exercised, any remaining proceeds of the loan and proceeds of the future permanent transfer must be recognised in accordance with the accounting requirements for the permanent disposal of player's registration.

b) When the option is exercised by the new club, any remaining costs of the loan and the costs of the future permanent transfer must be recognised by the new club in accordance with the accounting requirements for the permanent acquisition of a player's registration.

6. Loan of a player from the lender club to the new club with a conditional obligation to buy

a) If a condition is considered to be virtually certain, then the player's registration must be recognised by both clubs as a permanent transfer from the inception of the loan agreement.

b) If the fulfilment of a condition cannot be assessed with sufficient certainty to trigger the permanent transfer from the inception of the loan, then the player's registration must be recognised first as a loan and then as a permanent acquisition of a player's registration.

E. Accounting requirements for specific expense items

1. Incentive/bonus expenses for employees

a) All forms of consideration given by an entity in exchange for service rendered by an employee, including any bonuses and incentives such as performance-related consideration, contract signing fees, and loyalty incentives, must be reported as employee benefits expenses.

b) Bonus and/or incentive payments that are payable in full by the club to a person with no further condition or service obligation (i.e. the club has no choice but to make the payments) must be recognised as employee benefits expenses when triggered.

c) Bonus and/or incentive payments that are dependent on a certain future condition being satisfied by the player and/or the club, such as a player's participation in matches and/or the club's

competition performance, must be recognised as employee benefits expenses at the point in time when the condition has been satisfied or its fulfilment becomes highly probable.

d) Incentive and/or bonus to players when entering and/or extending an employment agreement with any condition or service obligation must be recognised on a systematic basis over the relevant period.

2. Termination benefits to employees

A club must recognise in full the expense of termination benefits to an employee when the club can no longer withdraw the offer of those benefits.

F. Accounting requirements for specific revenue items

1. Season tickets and similar revenues

Revenue in respect of season ticket sales or similar match-related sales must be recognised on a proportionate basis at the point in time when the relevant matches take place during the season.

2. Broadcasting and/or prize money revenues

a) Revenue in respect of broadcasting rights and/or other consideration for participation in a competition which are fixed considerations must be recognised on a proportionate basis at the point in time when the relevant matches take place during the season.

b) Revenue in respect of broadcasting rights and/or consideration for participation in a competition which are variable considerations dependent on certain conditions being satisfied by the club (such as competition performance bonuses) must be recognised at the point in time when the performance obligations are satisfied.

3. Sponsorship and commercial revenues

a) Revenue in respect of sponsorship rights which are fixed considerations must be recognised on a proportionate basis over the period covered by the sponsorship rights contract.

b) Revenue in respect of sponsorship rights which are variable considerations dependent on certain conditions being satisfied by the club (such as competition performance bonuses) must be recognised at the point in time when the performance obligations are satisfied.

c) Any non-cash consideration as part of a sponsorship contract must be measured at fair value.

4. Donations and grants

a) A donation is an unconditional gift of consideration that must be recognised as other operating income when received.

b) Grants must not be recognised in the accounts of the club until there is reasonable assurance that the club will comply with the conditions to receive the grant and the grant will be received. Then, a grant must be recognised in profit and loss on a systematic basis over the reporting periods in which the club recognises as expenses the related costs for which the grants were intended to compensate. Therefore, grants in respect of specific expenses are recognised in profit

and loss in the same reporting period(s) as the relevant expenses. Similarly, grants related to depreciable assets are recognised in profit and loss over the reporting periods and in the proportions in which depreciation expenses on those assets is recognised. A grant that becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support with no future related costs must be recognised in profit or loss in the period in which it becomes receivable.

ANNEX 4:
Notion of 'overdue payables'

1. Payables are considered as overdue if they are not paid according to the contractual or legal terms.

2. Payables are not considered as overdue, within the meaning of these Regulations, if the Licence Applicant (i.e. debtor club) is able to prove by 31 March (in respect of Articles 19(3), 19(4) and 19(5)) that:

a) it has paid the relevant amount in full; or

b) it has concluded an agreement which has been accepted in writing by the creditor to extend the deadline for payment beyond the applicable deadline (note: the fact that a creditor may not have requested payment of an amount does not constitute an extension of the deadline); or

c) it has brought a legal claim which has been deemed admissible by the competent authority under national law or has opened proceedings with the national or international football authorities or relevant arbitration tribunal contesting liability in relation to the overdue payables; however, if the club licensing bodies consider that such claim has been brought or such proceedings have been opened for the sole purpose of avoiding the applicable deadlines set out in these Regulations (i.e. in order to buy time), the relevant amount will still be considered as an overdue payable; or

d) it has contested to the competent authority under national law, the national or international football authorities or the relevant arbitration tribunal, a claim which has been brought or proceedings which have been opened against it by a creditor in respect of overdue payables and is able to demonstrate to the reasonable satisfaction of the club licensing bodies that it has established reasons for contesting the claim or proceedings which have been opened; however, if the club licensing bodies consider the reasons for contesting the claim or proceedings which have been opened as manifestly unfounded, the amount will still be considered as an overdue payable; or

e) it is able to demonstrate to the reasonable satisfaction of the relevant decision-making bodies (Licensor and/or UEFA Club Financial Control Body) that it has taken all reasonable measures to identify and pay the creditor club(s) in respect of training compensation and solidarity contributions (as defined in the FIFA Regulations on the Status and Transfer of Players).

ANNEX 5:
Licensor's assessment procedures for the financial criteria and requirements

A. Principle

The licensor defines the assessment procedures, ensuring equal treatment of all clubs applying for a licence. It assesses the documentation submitted by the clubs, considers whether this is appropriate and determines to its reasonable satisfaction whether each criterion has been met and what further information, if any, is needed for each licence to be granted.

The assessment processes to check compliance with the financial criteria set out in Article 22 comprise specific assessment steps that must be followed by the Licensor as set out below.

B. Assessment of the auditor's report on the annual financial statements

1. In respect of the annual financial statements, the Licensor must perform the following minimum assessment procedures:

- a) Assess whether the selected reporting perimeter is appropriate for club licensing purposes.
- b) Assess the information (annual financial statements that may also include supplementary information) submitted to form a basis for its licensing decision.
- c) Read and consider the annual financial statements and the auditor's report thereon.
- d) Address the consequences of any modifications to the auditor's report (compared to the normal form of unqualified report) and/or deficiencies compared to the minimum disclosure and accounting requirements according to paragraph 2 below.

2. Having assessed the reporting perimeter and read the auditor's report on the annual financial statements, the Licensor must assess these according to the items below:

- a) If the reporting perimeter does not meet the requirements of Article 19(1), the licence must be refused.
- b) If the auditor's report has an unqualified opinion, without any modification, this provides a satisfactory basis for granting the UEFA Licence.
- c) If the auditor's report has a disclaimer of opinion or an adverse opinion, the UEFA Licence must be refused, unless a subsequent audit opinion without disclaimer of opinion or adverse opinion is provided (in relation to another set of financial statements for the same financial year that meet the minimum requirements) and the Licensor is satisfied with the subsequent audit opinion.
- d) If the auditor's report has, in respect of going concern, either a key audit matter or a qualified 'except for' opinion, the UEFA Licence must be refused, unless either:
 - i) a subsequent audit opinion without going concern key audit matters or qualification is provided, in relation to the same financial year; or
 - ii) additional documentary evidence demonstrating the Licence Applicant's ability to continue as a going concern until at least the end of the Licence Season has been provided to, and assessed by, the Licensor to its satisfaction. The additional

documentary evidence includes, but is not necessarily limited to, the information described in Article 19(6) (Future Financial Information).

e) If the auditor's report has, in respect of a matter other than going concern, either a key audit matter or a qualified 'except for' opinion, then the Licensor must consider the implications of the modification for club licensing purposes. The UEFA Licence may be refused unless additional documentary evidence is provided and assessed to the satisfaction of the Licensor. The additional evidence that may be requested by the Licensor will be dependent on the reason for the modification to the audit report.

f) If the auditor's report makes a reference to any situation defined in Article 19(5)(b)(iv), the UEFA Licence must be refused.

3. If the Licence Applicant provides supplementary information, the Licensor must additionally assess the auditor's report on the agreed-upon procedures in respect of the supplementary information. The UEFA Licence may be refused if this includes reference to errors and/or exceptions found.

C. Assessment of overdue payables towards other clubs, employees and social/tax authorities

1. In respect of the overdue payables towards other clubs, employees and social/tax authorities, the Licensor assesses the information submitted by the Licence Applicant, by performing the corresponding assessment according to paragraph 2, 3 and 4 below.

2. With regard to overdue payables towards other clubs, the Licensor must assess the information submitted by the Licence Applicant, in particular the transfers table and corresponding supporting documents, as detailed below:

a) Reconcile the total in the transfers table to the 'Accounts payable relating to player transfers' amount in the annual financial statements as at 31 December.

b) Check the mathematical accuracy of the transfers table.

c) Select all or a sample of player transfers/loans, compare the corresponding agreements with the information contained in the transfers table and highlight the selected transfers/loans.

d) Select all or a sample of transfer payments, compare them with the information contained in the transfers table and highlight the selected payments.

e) If there is an amount due as at 31 March that concerns a transfer that occurred before 31 December of the previous year, examine that by 31 March at the latest:

i) an agreement has been reached as per Annex 4 (2) (b); or

ii) a dispute/claim/proceeding has been brought as per Annex 4 (2) (c) or has been contested as per Annex 4 (2) (d); or

iii) all reasonable measures have been taken as per Annex 4 (2) (e).

f) Examine all or a selection of bank statements in support of payments.

g) If applicable: obtain and examine documents, including agreements with the relevant football club(s) and/or correspondence with the competent body, in support of e(i), e(ii) and/or e(iii) above.

3. With regard to overdue payables in respect of employees, the Licensor must assess the information submitted by the Licence Applicant, in particular the employees table and other corresponding supporting documents, as detailed below:

a) Obtain the employees table prepared by management.

b) Reconcile the total payable in the employees table to the 'Accounts payable to employees' amount in the annual financial statements as at 31 December.

c) Obtain and inspect all or a randomly selected sample of employee confirmation letters and compare the information to that contained in the employees table.

d) If, according to the Licensor, there is an amount due as at 31 March that refers to payables in respect of contractual or legal obligations in respect of its employees that arose before the previous 31 December, examine that, by 31 March at the latest:

i) an agreement has been reached as per Annex 4 (2) (b); or

ii) a dispute/claim/proceeding has been brought as per Annex 4 (2) (c) or has been contested as per Annex 4 (2) (d).

e) Examine all or a selection of bank statements in support of payments.

f) If applicable: examine documents, including agreements with the relevant employee(s) and/or correspondence with the competent body, in support of the representations under d(i) and/or d(ii) above.

4. With regard to overdue payables towards social/tax authorities, the Licensor must assess the information submitted by the Licence Applicant, in particular the social/tax table and other corresponding supporting documents, as detailed below:

a) Obtain the social/tax table prepared by management.

b) Reconcile the total payable in the social/tax table to the 'Accounts payable to social/tax authorities' amount in the annual financial statements as at 31 December.

c) Obtain corresponding supporting documents.

d) If, according to the Licensor, there is an amount due as at 31 March that refers to payables towards social/tax authorities as a result of contractual or legal obligations in respect of its employees that arose before the previous 31 December, examine that, by 31 March at the latest:

i) an agreement has been reached as per Annex 4 (2) (b); or

ii) a dispute/claim/proceeding has been brought as per Annex 4 (2) (c) or has been contested as per Annex 4 (2) (d).

e) Examine all or a selection of bank statements in support of payments.

f) If applicable: examine documents, including agreements with the relevant social/tax authorities and/or correspondence with the competent body, in support of the representations under d(i) and/or d(ii) above.

D. Assessment of the written representation letter prior to the licensing decision

1. In respect of the written representation letter, the Licensor must read and consider the impact of any significant change that has occurred in relation to the club licensing criteria.

2. The Licensor must also read and consider the information in respect of any Event or Condition of Major Economic Importance, in combination with the annual financial statements, future financial information and any additional documentary assessment carried out by an auditor.

3. The Licensor must assess the Licence Applicant's ability to continue as a going concern until at least the end of the Licence Season. The UEFA Licence must be refused if, based on the financial information that the Licensor has assessed, in the Licensor's judgement, the Licence Applicant may not be able to continue as a going concern until at least the end of the Licence Season.

4. If the Licence Applicant or any parent company of the Licence Applicant included in the reporting perimeter is/was seeking protection or has received/is still receiving protection from its creditors pursuant to laws or regulations within the 12 months preceding the Licence Season, then the UEFA Licence must be refused. For the avoidance of doubt the UEFA Licence must also be refused even if the concerned entity is no longer receiving protection from its creditors at the moment the licensing decision is taken.

5. The licensor must check that the total amount paid in the latest reporting period to or for the benefit of agents/intermediaries and the last audited annual financial information assessed by the licensor have been made publicly available either on the licence applicant's website or the licensor's website.

E. Assessment of the future financial information

1. In respect of the future financial information the Licensor must assess whether or not an indicator as defined in Article 19(6) has been breached. If any indicator has been breached, the Licensor must assess the future financial information as defined in paragraph 2 below.

2. The assessment procedures must include, as a minimum, the following:

a) Check whether the future financial information is arithmetically accurate;

b) Through discussion with management and review of the future financial information, determine whether the future financial information has been prepared using the disclosed assumptions and risks;

c) Check that the opening balances contained within the future financial information are consistent with the balance sheet shown in the immediately preceding audited annual financial statements; and

d) Check that the future financial information has been formally approved by the executive body of the Licence Applicant.

e) If applicable: examine corresponding supporting documents, including for example agreements with sponsors, banking facilities, share capital increase, bank guarantees and minutes of the board.

3. The Licensor must assess the liquidity of the Licence Applicant (i.e. the availability of cash after taking account of financial commitments) and its ability to continue as a going concern until at least the end of the Licence Season. The Licence must be refused if, based on the financial information that the Licensor has assessed, in the Licensor's judgement, the Licence Applicant may not be able to meet its financial commitments as and when they fall due and continue as a going concern until at least the end of the Licence Season.

Annex 6

Core Process

<u>STEP</u>	<u>REQUIREMENT</u>	<u>DEADLINE DATE</u>
1	The Licensing Administration invites Clubs to notify the GFA in writing of their intention to apply for a UEFA Licence	1 st February 2022
2	The Licensing Administration receives formal notification from Clubs interested in applying for a UEFA Licence	8 th February 2022
3	The Licensing Administration produces and distributes the UEFA Licence Application Forms / Templates to Licence Applicants	12 th February 2022
4	The Licence Applicant submits the completed Application Forms / Templates and supporting documentation for the Legal Criteria to the Licensing Administration	26 th February 2022
5	The Licence Applicant submits the completed Application Forms / Templates and supporting documentation for the Sporting and Personnel & Administrative Criteria to the Licensing Administration	12 th March 2022
6	The Licence Applicant submits the completed Application Forms / Templates and supporting documentation for the Financial Criteria to the Licensing Administration	2 nd April 2022

7	The Licence Applicant submits the completed Application Forms / Templates and supporting documentation for the Infrastructure Criteria to the Licensing Administration	9 th April 2022
8	The Licensing Administration reviews the submitted documentation for all criteria and prepares written feedback to each Licence Applicant advising on further information being required or existing documentation being amended / rectified	18 th April 2022
9	The Licence Applicant re-submits documentation following advice of Licensing Administration	25 th April 2022
10	The Licence Administration prepares report on each UEFA Licence Application for the First Instance Board (FIB) and submits documentation to FIB	2 nd May 2022
11	The FIB reviews the UEFA Licence Applications and decides on grant/refusal of the UEFA Licence. Written decision is sent to each Licence Applicant	11 th May 2022
12	Unsuccessful Licence Applicants appeal the FIB Decision in writing to the Licensing Administration setting out reasons for appeal within 7 days of the FIB Decision	18 th May 2022
13	The Licensing Administration informs the Appeals Board (AB) of the existing Appeals and forwards the FIB Decision and relevant Appellant documentation to the AB	20 th May 2022
14	The AB sits and reviews appeals and decides on grant/refusal of Licence Applicant Appeal. Written Decision sent to the Appellant	26 th May 2022

15 The Licensing Administration records the UEFA Licences granted and refused for the Season 29th May 2022

16 The Licensing Administration informs UEFA of the Licences granted and refused 30th May 2022