

4<sup>th</sup> July 2022

This Circular provides you with an update relating to the Governance requirements for each Club ahead of the 2022/23 season, on behalf of the Governance Manager, Ryan Hyde, and the Governance team.

If you would like to discuss any of the below in further detail, please contact the Governance team at [Governance@efl.com](mailto:Governance@efl.com).

## OWNERS' AND DIRECTORS' (OADT) TEST

The new season OADT recertification process is now open. The following two sections set out what Clubs are required to do as part of this process.

Please access your individual Club records via the OADT App on the Portal.

Clubs which have joined the EFL from the Premier League and the National League will receive a separate communication regarding their requirements for the submission of OADT Declarations.

## EXISTING INDIVIDUALS

**This section applies only to Clubs who are submitting in accordance with Paragraph 2.2 of Appendix 3 of the EFL Regulations. Any Clubs promoted into The League from the National League and those relegated into The League from the Premier League will receive a separate communication informing them of their requirements.**

Please review each individual's information in the Pending Approval tab to ensure it is up to date. If there are any amendments to be made such as to an address or directorships please:

- select "*Edit*"
- make the changes
- click "*Update*"
- click "*Print pdf*" which will produce the completed form which then needs signing by the individual and the Club's authorised signatory – email the documents to [Governance@efl.com](mailto:Governance@efl.com) where it will be reviewed and approved/rejected accordingly.

Where there have been changes, and the updated form has been sent in, please provide details within the covering email informing us of what the changes are. For example, if the individual's directorships have been updated, please list the companies which have been added or removed.

If there are no changes to the details simply click "*Recertify*" in the drop-down box in the "*Action*" column. **You do not have to submit any forms or ID documents if there are no changes to the current details.**

Please note that the Owners' and Directors' Test Declaration form has been updated for the new season. We therefore advise that you and all Relevant Persons read the updated version before recertifying, to confirm that all information is correct. By recertifying, the Club and the individual acknowledge and agree that the provision of inaccurate, misleading, or false information constitutes misconduct under EFL Regulations.

The updated version of the Owners' and Directors' Test Declaration form is available on the Portal in the OADT folder in the Governance app, and can be accessed by [clicking here](#).

## NEW APPLICATIONS

All Clubs are reminded that it is their responsibility to ensure that anyone who qualifies as a 'Relevant Person' in respect of the Club (a guidance document is included in the OADT folder above for ease of reference) submits to and is approved under Test. Please also ensure that you identify any existing individuals whose position comes under the definition of a "Relevant Person", and therefore must also submit to the Test. Failing to do so will lead to any such person and the Club being in breach of Rule 2.6 of Appendix 3.

As the OADT Declaration form has been updated for the new season, we are in the process of updating the OADT app accordingly. As a result, any new Declarations cannot yet be completed on the app, and instead must be completed on the template form, which can be found in the OADT folder in the Governance app [here](#).

You will note that the new Declaration forms include tick boxes for each of paragraphs (a) to (p). This is to ensure that individuals submitting to the OADT have read each individual paragraph and explicitly confirmed that they have confirmed these to be true. In the event that an individual considers themselves to be subject to a Disqualifying Condition, this box must be left unticked. Where this occurs, Clubs must still submit these Declarations to the EFL, who will review and confirm to the Club and/or the individual their right to appeal a Disqualifying Condition under Rule 6 of Appendix 3.

All Clubs are responsible for ensuring that no individuals who are subject to a Disqualifying Condition are appointed to a role which falls under the definition of a Relevant Person. Clubs are therefore reminded that they must carry out their own checks to ensure that all information included within an individual's Declaration is correct and accurate prior to submitting them to the EFL.

New applications must be accompanied by appropriate supporting ID documentation and emailed to [Governance@efl.com](mailto:Governance@efl.com) to be reviewed and approved/rejected accordingly (**this documentation should be password protected, with the password being sent to us in a separate email**). Please note any new directors should not be announced or appointed at Companies House until approval has been received from the League.

If any individuals have left either the Club or Group/Parent company, please move their details over to "Resigned" using the drop-down option.

Finally, please can we remind all Clubs that any new applications under the Owners' and Directors' Test must be submitted directly by the Club to the EFL. Any Declarations submitted by third parties, without the express written consent of the Club, will not be accepted by the EFL.

## RELEVANT PERSON CONTACT DETAILS

You will be aware that the EFL's Safeguarding team recently collected contact details for all Club directors recently in order to enrol them on to the Mandatory Safeguarding course.

The EFL is now seeking to collect contact details for all Relevant Persons for the purpose of discharging its functions as a regulatory governing body of football, and any other purpose as set out in its data protection notices and policies.

The EFL's Regulated Persons Privacy Policy can be accessed at <https://www.efl.com/regulated-persons-privacy-policy/> and includes further details as to how their personal data is used, including their rights in relation to the same.

Please can you therefore provide an email address and phone number for each of your Relevant Persons to [governance@efl.com](mailto:governance@efl.com). Where possible, please provide a Club-provided email address and phone number (or those provided by any parent undertaking).

## PUBLICATION OF OWNERSHIP

In conjunction with the OADT recertification process please can you review your Ownership statement published on your Club's website and provide us with a web link to it in order to verify compliance with the regulation shown below.

“Each Club shall publish the identities of the ultimate owner (Person, not Entity) of each Significant Interest in the Club (as that term is defined Rule 1.1 of Appendix 3). That information shall as a minimum be published on the Club’s official website on a page accessible directly from the home page of that official Club website”

## FORM A

Please can you provide a copy of your Form A upon completion for the FA, as well as a group structure chart, as we will require details of your group structure along with details of any persons with a beneficial interest of 10% or more.

**All of the above information must be submitted to us in full by [22 July 2022](#).**

## Mandatory Articles

Following the Annual General Meeting which took place on 10 June 2022, Clubs approved the introduction of a new Regulation 24, relating to Mandatory Articles. The regulation sets out that each Club’s articles of association must include the following provisions:

*(A) Without prejudice to the provisions of article [x], the directors may refuse to register the transfer of any share(s) in the event that:*

*(i) the Football League Ltd (company number 00080612) has not provided the transferee with all necessary confirmations and approvals as required by the Owners’ and Directors’ Test contained at Appendix 3 of the EFL Regulations (as updated from time to time) or any equivalent provision of the EFL Regulations as updated from time to time; or*

*(ii) registering the transfer of any share(s) would cause the [Company][Club] to breach any Regulation, Football Association Rule, Premier League Rule or any other equivalent provision of any regulatory authority to which the Club is subject.*

*(B) Except as required by law, no person is to be recognised by the [Company][Club] as holding any share upon any trust, and except as otherwise required by law or the articles, the [Company][Club] is not in any way to be bound by or recognise any interest in a share other than the holder’s absolute ownership of it and all the rights attaching to it.*

(known as the **Mandatory Articles**).

A Club must use its best endeavours to ensure that its Parent Undertaking (and any Parent Undertaking of that undertaking) includes the Mandatory Articles within its articles of association (or equivalent if that Undertaking is not incorporated in accordance with English law).

**Each Club must ensure that the Mandatory Articles have been incorporated into its articles of association by no later than [10 September 2022](#).**