

# MONCKTON CHAMBERS' GUIDE TO THE INDEPENDENT FOOTBALL REGULATOR

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# FOREWORD

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Dear Readers,

In over thirty years of working in the world of football regulation and disputes, I thought that I had seen it all. From kidnapping, arson, guns in a meeting and forgery to honeypot stings, pre-arranged verdicts and an advocate's bum on display - not to mention the odd issue involving an agent - there was little left, so I believed.

But then came the European Super League. Fans not being listened to, came the cry. This is not how we do things in Europe, was the lament. Too many US owners, some moaned. Against the rules, declared UEFA. Unlawful rules, retorted Señor Perez...

It was the final straw. The Fan-Led Review meant what it said on the tin – and several more tins besides. The Football Governance Act was born.

No more ESL, or any other break-away competition for that matter, without prior permission; no more dodgy owners or directors; proper, robust, financial regulation and planning; a final arbiter for the perennial disputes about financial distribution down the football pyramid; The FA, the PL and the EFL no longer trusted with these matters, at least not exclusively and in the final instance.

The birth of a new super-regulator, the Independent Football Regulator, a creature of statute, imbued with all manner of invasive powers and, it has to be said, obligations. The clubs to pay for it all.

The FGA and the IFR really do usher in a new era, in my view. Fans may, just may, now really get a voice. I shall wait in the Competition Appeal Tribunal with bated breath to hear their cry...

Welcome to this Guide to the Act. I am very grateful to my Monckton Chambers colleagues for its production. We hope that it will make this brave new world of domestic football regulation all the more accessible for all who find themselves caught within its long reach.

Paul Harris KC

May 2026

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# ABOUT THE GUIDE

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The Guide is intended to provide an overview of the Football Governance Act 2025 and the powers and duties of the Independent Football Regulator. It aims to identify and explain several key legal, regulatory, and practical issues that are likely to arise as the new regime begins to operate in practice, including issues relating to licensing, enforcement, the ODSE regime, and the IFR's investigatory and decision-making powers. It also offers practical guidance on reviews and appeals, including proceedings before the Competition Appeal Tribunal. It is not intended to be exhaustive, nor does it constitute legal advice. The Guide is up to date as of 7 May 2026.

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# Chapter 1

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## THE IFR'S POWERS AND DUTIES – AN OVERVIEW



# WHAT ARE THE IFR'S POWERS AND DUTIES?

On 25 July 2025, Parliament enacted the Football Governance Act, 2025 (**FGA** or **Act**). It is the culmination of a legislative process that has its origins in a fan-led review of the state of governance of English football chaired by Dame Tracy Crouch. The review identified financial instability, poor governance and oversight, and a lack of representation of fans and local communities as issues in English football requiring intervention. It made several strategic recommendations that included the establishment of an independent body with powers to regulate foundational aspects of English football.<sup>1</sup>

The FGA puts an end to self-regulation of English football. Adopting the central recommendation of the fan-led review, it establishes the Independent Football Regulation (**IFR**), a body tasked (at this stage) with regulating the first five leagues of men's football in England.<sup>2</sup> The IFR has extensive and far-reaching powers that are likely to fundamentally change several important aspects of English football. In overview, these powers include the following:

- **First**, the IFR has the power to administer a licensing regime. Going forward, clubs will have to hold a license issued by the IFR to participate in competitions specified under the FGA.<sup>3</sup>
- **Second**, the IFR has the power to subject owners and officers of clubs to suitability assessments – that includes, in extreme cases, powers to block a prospective new owner from taking up a stake in a club, or to compel existing owners to divest their owners stakes.<sup>4</sup>
- **Third**, the IFR is given powers to regulate commercial decisions taken by clubs and their owners or management, including preventing clubs from participating in “prohibited competitions”; requiring clubs to seek approval before disposing of their home ground or using it to secure a financial obligation; and a veto over whether clubs can relocate from their home ground or change their crest, home shirt colours or name.<sup>5</sup>
- **Fourth**, the IFR has a “backstop” power to determine the levels of revenue distributed by competition organisers down the English football pyramid in the event that disputes arise and a mandatory mediation process fails to resolve such disputes.<sup>6</sup>
- **Fifth**, it is given extensive powers to investigate clubs, owners, officers and competition organisers (including powers to conduct “dawn raids” and to share information with other bodies, including HMRC).<sup>7</sup>
- **Finally**, the IFR has been given powers to impose substantial financial penalties on clubs, owners and officers for contraventions of license conditions or contraventions of the FGA<sup>8</sup>, and to share information with other specified bodies, including, for example, HMRC, the Financial Conduct Authority, the National Crime Agency and the Serious Fraud Office.<sup>9</sup>

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<sup>1</sup> The Fan-Led Review of Football Governance: securing the game's future is accessible here: <https://www.gov.uk/government/publications/fan-led-review-of-football-governance-securing-the-games-future>

<sup>2</sup> Part 2 of the FGA establishes the IFR and is to be read together with Schedule 2 which deals with further matters pertaining to the IFR.

<sup>3</sup> Part 3 of the FGA (sections 15 to 25).

<sup>4</sup> Part 4 of the FGA (sections 26 to 44).

<sup>5</sup> Part 5 of the FGA (sections 45 to 55).

<sup>6</sup> Part 6 of the FGA (sections 56 to 64).

<sup>7</sup> Part 7 of the FGA (sections 65 to 74).

<sup>8</sup> Part 8 of the FGA (sections 75 to 80).

<sup>9</sup> Part 10 of the FGA (section 86). HMRC is empowered under section 87 to share information with the IRF in certain circumstances.

# HOW IS THE IFR SUPPOSED GO ABOUT ITS BUSINESS?

The IFR is established under the FGA as a body corporate. The IFR's board is responsible for its strategic direction and the oversight of its regulatory activities. The board is appointed by the Secretary of State. It currently comprises a chairperson (the inaugural chair is David Kogan OBE), a Chief Executive (Richard Monks) and two other non-executive members (Dame Helen Stephenson and Simon Levine). A process is underway for the recruitment and appointment of additional non-executive directors. The executive of the IFR (headed by the chief executive) is responsible for the day-to-day execution of the IFR's regulatory functions. The IFR is industry-funded, with its costs borne by clubs and competition organisers who are required to pay licence fees.

The IFR's objectives are to promote the financial soundness of clubs, systemic financial resilience across English football, and to safeguard the heritage of English football. It is required to exercise its powers consistent with these objectives, and to do so in a way that avoids adverse effects on "*sporting competitiveness*" of clubs and investment into English Football. In an era where the biggest football competitions and clubs are highly sophisticated commercial enterprises, often with complex and opaque ownership structures, it seems likely that these objectives will in some cases conflict with one another.

There is also risk that the IFR may take decisions that while consistent with one or more of its objectives, have the unintended consequence of stifling investment and innovation in English football, or which otherwise adversely impact the ability of clubs to engage in economic competition "off the pitch" that in turn drives competition on-field competition. For smaller clubs with limited human and financial resources there is a risk that the added layer of regulation imposed by the FGA through the IFR will impose a disproportionate cost. A key challenge for the IFR will be to exercise its considerable statutory powers in ways that are ultimately good for English football overall, primarily by improving levels of corporate governance and financial sustainability in the aim of averting the collapse of clubs that has occurred in the past (e.g. Bury FC, Macclesfield Town FC, Bolton Wanderers FC, Portsmouth FC and others).

The FGA provides that in addition to the IFR's statutory objectives, the IFR is required to exercise its powers with reference to its most recent "*state of the game report*", the most recent "*football governance statement*" published by the Secretary of State for Culture, Media and Sport, and guidance published by the IFR and the Secretary of State. At the time of writing the IFR is consulting with stakeholders about the state of the game report, and indications are that it will publish a draft later in 2026 with a view to producing a final version in 2027. The final text of the document will be important for all stakeholders, particularly the club, its owners and management. That is because it will likely inform how the IFR approaches things like licence conditions, risk-based assessments of clubs and because it will give a steer on the IFR's regulatory priorities and enforcement strategy. It will, together with the IFR's annual reports, also serve as a basis for Parliament to hold the IFR accountable.

As for the governance statement to be published by the Secretary of State, this will set out the executive's policy priorities and is intended to guide the IFR in the exercise of its functions. At the time of writing no governance statement (whether in draft or final form) has been published. The IFR is also required to exercise its powers in way that is consistent with various "*regulatory principles*"<sup>10</sup> that include observing principles of procedural fairness and proportionality, and which expressly provides that it must act consistently, subject to it "*recognising the differences between clubs and competitions and the differences between the circumstances affecting clubs and competitions*". This qualification suggests that it may prove to be difficult to challenge decisions of the IFR on grounds that it has treated clubs differently.

The IFR is required to publish guidance about how it will exercise its powers to impose discretionary licence conditions, and it may publish guidance about any of its other functions.<sup>11</sup> At the time of writing, the IFR has concluded consultations on inter alia the owners, directors and senior executives (ODSE) regime (i.e. the suitability

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<sup>10</sup> These are set out in section 8 of the FGA.

<sup>11</sup> Section 12 of the IFR.

regime), its powers of information gathering, enforcement and its internal review functions, and it has published guidance on its website on these topics.<sup>12</sup> It is currently consulting on the licensing regime and temporary appointments and ODSE amendments.



## HOW DOES ONE CHALLENGE THE IFR WHEN IT EXERCISES ITS POWERS?

This topic is addressed in more detail in [Chapter 7](#). However, by way of overview, the FGA provides a closed list of “reviewable decisions” (set out in Schedule 10 to the Act) can challenged by way of internal appeal to the Board or a committee of the IFR’s “Expert Panel”, or by way of appeal to the Competition Appeal Tribunal (CAT).

The FGA further expands the CAT’s ever-increasing jurisdiction as a specialist tribunal that has proven itself to be highly competent and efficient in its handling of complex regulatory appeals and reviews, and which will going forward have the jurisdiction to determine appeals on the merits in relation to “big ticket” IFR decisions (such as decisions to suspend or revoke an operating licence, or to determine that an owner or officer is unsuitable), and judicial reviews against other categories of IFR decisions on ordinary judicial review principles.

Several issues are likely to come up as the IFR begins to take decisions that become the subject of challenges internally and to the CAT.

- The first of these concerns standing. While those who are directly affected by reviewable decisions are permitted to exercise a statutory right to an internal appeal, standing before the CAT is broader, and includes any person with a “sufficient interest” in a decision. It seems likely that fans (or fan groups) will in future seek to challenge decisions made by the IFR, and that the CAT will have to determine in what circumstances fans (which is not a defined term in the FGA) will have a sufficient interest to pursue an appeal or intervene in an appeal.
- The second issue that is likely to crop up concerns interim relief. The FGA provides that decisions taken by the IFR are not automatically suspended when the subject of an internal appeal or appeal to the CAT.<sup>13</sup> Moreover, in relation to certain decisions, the CAT is disabled from suspending their effect<sup>14</sup> It therefore seems likely that the CAT will in future have to contend with applications for (sometimes urgent) interim relief suspending the effect of an IFR decision pending a challenge.

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<sup>12</sup> See the “Engage IFR” tool at <https://engage.footballregulator.org.uk/>.

<sup>13</sup> Sections 82(7) and 84(7) of the FGA.

<sup>14</sup> Section 84(8) of the FGA.

- In relation to those decisions which the CAT does not have jurisdiction to suspend, it is conceivable that a debate may play out in the High Court about whether the High Court has an inherent power to grant injunctive relief in the circumstances where the FGA expressly provides that the CAT does not have the power to do so.
- Finally, it is conceivable that the IFR will take decisions (or not take decisions as the case may be) that do not fall within the closed list of “*reviewable decisions*” in relation to which there is a statutory right to an internal appeal and/or an appeal to the CAT. This may have been a drafting oversight, but it could result in challenges to those decisions being brought in the High Court.

# Chapter 2

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## THE LICENSING REGIME



Part 3 of the Act deals with the IFR's powers to license clubs and monitor their financial stability. It introduces a mandatory licensing regime requiring all 116 clubs in the top five tiers of English men's football to hold an operating licence issued by the IFR as a condition for taking part in "specified competitions". Given the breadth of its application, this is the area in which the IFR's regulatory powers are likely to be most directly and widely felt.

## THE STATUTORY FRAMEWORK

The Act provides for two types of licences: provisional operating licences and full operating licences. Clubs will be required to obtain a provisional operating licence ahead of the 2027/28 season. This licence will permit participation in specified competitions for an initial, fixed period of three years, which the IFR may extend where necessary. During that period, clubs must demonstrate compliance with the standards required for a full operating licence.

The IFR has run two consultations on the licensing regime (closing in December 2025 and May 2026 respectively), with the final licensing rules and guidance expected by 1 July 2026. As these are yet to be finalised, the below focuses primarily on the statutory framework.

### *Provisional licences*

Under section 16, applications for a provisional operating licence must be accompanied by a few key documents:

- A **personnel statement**, identifying each of the club's owners and officers; the club's ultimate owner, and the roles performed by each officer, including any specified senior management functions.
- A strategic **business plan**, outlining the proposed operation of the club, the estimated costs of that operation, how those costs are to be financed and the source of such funding.<sup>15</sup> The IFR proposes to require clubs to complete a standardised forecasting template (which is currently being consulted on as part of the second consultation).
- Any other information that may be specified in the IFR's rules.

The purpose of these documents is to satisfy the IFR that the club would meet the conditions set out in section 17(2), i.e. that a club would: (a) operate a relevant team; (b) comply with the mandatory licence conditions; and (c) comply with sections 45 to 53 in Part 5 (which is addressed in [Chapter 3](#)). The assessment is therefore inherently forward-looking.

As to the **mandatory licence conditions**, these are set out in Schedule 5 and cover the following:

- A **financial plan**. Clubs must submit a financial plan setting out matters such as funding arrangements, the source of funding, expected revenues and expenses, and financial risk assessments. Financial plans should demonstrate how the club is financially sound under normal operating conditions and would be resilient in adverse scenarios, including relegation, removal of a club's main source of external funding and significant income shock.<sup>16</sup> The template for the financial plan will be consulted on in autumn 2026, and clubs will be required to submit their first financial plan in May 2028.<sup>17</sup>

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<sup>15</sup> AAs noted in the IFR's First Licensing Consultation Paper (**LCP1**), the strategic business plan that clubs are required to provide in applying for a provisional licence acts as a 'stepping stone' towards the financial plan (see paragraph 0 below); the IFR expects that all clubs will submit a financial plan within the first year of holding a provisional licence.

<sup>16</sup> See IFR's Draft Guidance, §2.39

<sup>17</sup> See the IFR's Second Licensing Consultation Paper (**LCP2**), §2.5.

- A corporate governance statement, which must be published online and explain how the club will apply the IFR's corporate governance code under paragraph 7 of Schedule 5.<sup>18</sup>
- **Fan consultation.** Clubs must carry out regular fan consultations on relevant matters<sup>19</sup> with either fan-elected representatives or individuals whom the IFR considers to represent supporters' views. The IFR will require clubs to submit and publish an Annual Fan Consultation Report, to enable the IFR to review the quality and effectiveness of fan consultation, and also proposes to engage directly with club fan representatives.<sup>20</sup>
- **An annual declaration.** Clubs must submit an annual declaration describing any notifiable matters, such as the appointment of new owners or officers or changes or circumstances affecting existing ones, or confirming that no such matters have arisen.<sup>21</sup>

Further provisional guidance on how the IFR intends to conduct these assessments is set out in the IFR's draft licensing rules and guidance (as part of its second consultation). Where the IFR is not satisfied that the provisional operating licence test is met, it must issue a notice explaining the proposed refusal, and invite the club to make representations (sections 17(4)-(5)).

## *Full operating licences*

A full operating licence allows a club to operate a relevant team on an ongoing basis. The IFR must be satisfied that the club **is** complying<sup>22</sup> – and will continue to comply – with the mandatory licence conditions. In addition, the club must satisfy several threshold requirements set out at paragraph 1 of Schedule 4 to the Act. These include the following:<sup>23</sup>

- The **financial resources threshold requirement** (Schedule 4, paragraph 2). The IFR must be satisfied that a club's financial resources are appropriate in relation to its activities (or intended activities), and may have regard to: the corporate structure of the club; the club's financial plan, including any financial risks identified and any plans for managing those risks; the club's strategic business plan; and the club's non-financial resources.
- The **non-financial resources threshold requirement** (Schedule 4, paragraph 3). The IFR must be satisfied that the club's non-financial resources are appropriate. Relevant considerations include: the corporate structure of the club; the qualifications, experience, training and performance of the club's owners and officers; the club's corporate governance arrangements; and the club's financial resources.
- The **fan engagement threshold requirement** (Schedule 4, paragraph 4). This requirement goes further than the fan consultation requirement at the provisional licence stage, as it requires the club not merely to consult fans but to demonstrate that the club **also** has adequate and effective means of taking the views of its fans into account in its decision-making.

As with provisional licences, if the IFR is not satisfied that the full operating licence test is met, it must notify the club of its proposed refusal, and invite the club to make representations (sections 18(4)-(5)).

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<sup>18</sup> Corporate governance is defined to cover things such as the nature, constitution or functions of the club's decision-making bodies; how these decision-making bodies operate and conduct themselves; how the club contributes to the economic and social well-being of the local community; and the club's approach to equality, diversity and inclusion.

<sup>19</sup> "Relevant matters" are defined (albeit loosely) in paragraph 4(2) to Schedule 4, and cover the club's strategic direction and objectives, its business priorities, operational and match-day issues, heritage (which is further defined at paragraph 4(3)), and plans relating to additional fan engagement.

<sup>20</sup> LCP2, §6.29.e. and the Draft Guidance, §§5.2-5.4.

<sup>21</sup> LCP1, §2.38.

<sup>22</sup> As opposed to the threshold at the provisional licence stage, which requires that the IFR be satisfied that a club would satisfy such conditions.

<sup>23</sup> The IFR has also provided further detail as to the factors it proposes to consider in relation to each of these requirements in its consultation papers.

## *Discretionary licence conditions*

Section 21 allows the IFR to attach discretionary licence conditions to either provisional or full operating licences. These are intended to ensure that a club meets the relevant licensing requirements.

The scope of the IFR's powers is broad. For example:

- In relation to the **financial resources threshold requirement**, the IFR may impose discretionary licence conditions relating to debt management, liquidity requirements, a restriction of the club's overall expenditure, or a restriction of the club's ability to accept or receive funding (section 22(1)).
- In relation to the **non-financial resources threshold requirement**, the IFR may impose conditions relating to the club's internal controls, its risk management or financial reporting (section 22(2)).

The process for imposing discretionary licence conditions broadly mirrors that for provisional and full operating licences, but there is an important distinction where a financial condition is proposed: the specified competition organiser may also make representations to the IFR and may offer a commitment in lieu of the proposed action (sections 23-24; section 25).



## **RISKS AND CHALLENGES**

The IFR has repeatedly emphasised that it will be a “*supervision-led regulator*”, suggesting that the risk of outright licence refusal or revocation is relatively remote. It is likely to favour less severe measures, such as discretionary licence conditions, to bring a club back into compliance before taking more drastic action. However, a number of operational and regulatory challenges remain with respect to licensing more broadly.

- **First**, there is a risk of regulatory capture. A regime that encourages close supervisory engagement (including the allocation of a supervisor to each club, as indicated in the latest consultation paper) makes the IFR susceptible to becoming overly aligned with the clubs it regulates and to criticism based on a lack of transparency.
- The **second** is consistency. The IFR has recognised the “*significant diversity in size, complexity, and resources of clubs*” and has stated that its approach will be “*judgement-based, rather than imposing requirements that apply in the same way to all clubs, regardless of size and risk profile*”.<sup>24</sup> While flexibility is necessary, that in turn creates challenges in ensuring fairness and consistency. This may also be relevant where clubs seek to challenge a licensing decision in circumstances where identifying appropriate comparators could prove difficult.

- **Thirdly**, from a practical perspective, clubs may face a significant administrative burden with ongoing reporting obligations, an issue likely to be of particular concern for smaller clubs. In addition, the IFR's decision-making timelines may be susceptible to delays where further information or representations are required. While there has been some recognition of, and attempt to alleviate, that burden – for example, through the proposed publication of standardised reporting templates to support compliance – these measures are still likely to impose additional demands on clubs with more limited resources.
- **Finally**, the proposed publication of discretionary licence conditions is likely to create additional risks. The mere existence of a licence condition relating to liquidity, debt management or expenditure restrictions could alert other market participants – for example, player agents, lenders, potential investors – to financial distress, with consequences that could compound the pressures that the club was already facing. Although the IFR has indicated that it would assess such concerns on a case-by-case basis, it remains unclear how these risks could be effectively mitigated in practice.<sup>25</sup>

# Chapter 3

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THE OWNERS, DIRECTORS  
AND SENIOR EXECUTIVES  
(ODSE) REGIME



# INTRODUCTION AND OVERVIEW

Part 4 is the keystone of the Act.<sup>26</sup> It provides for a new, statutory Owners, Directors and Senior Executives (ODSE) regime, including a new test to assess the suitability of both prospective and incumbent owners and officers (or “Senior Managers”) of regulated clubs. This chapter summarises Part 4 (sections 26-44), setting out the key aspects of the ODSE regime and the ODSE test for suitability.

Part 4 should be read together with two statutory documents published by the IFR on 5 December 2025: (i) the Owners, Directors & Senior Executives (ODSE) Regime – Rules (ODSE Rules);<sup>27</sup> and (ii) CP1/25: Owners, Directors and Senior Executives (ODSE) – Guidance Document” (ODSE Guidance).<sup>28</sup> Notably, any failure to comply with the ODSE Rules may constitute a “relevant infringement” for the purpose of Schedule 7 of the Act and can be the subject of an investigation and enforcement action by the IFR: ODSE Rules, p. 2.

## SCOPE OF THE ODSE REGIME

The ODSE regime set out in Part 4 applies to incumbent and prospective club owners (who may be individuals or registered societies) and Senior Managers. Senior Managers are defined by their functions, as explained below. The IFR’s website states an expectation that the IFR will have taken on its new powers relating to incumbent owners and Senior Managers by the end of 2025, with assessments for prospective owners and Senior Managers beginning in **May 2026**.<sup>29</sup>

**Officers, Senior Managers and Senior Management Functions.** Part 4 uses the term “officer” rather than “Senior Manager”, but these are coterminous. The IFR, pursuant to its power under section 4(6), has specified six “Senior Management Functions” (SMF1-6) in the ODSE Rules (part 5). These are: Chair function (SMF1); Chief Executive function (SMF2); Chief Finance function (SMF3); Chief Operations function (SMF4); Director function (SMF 5) and Other Key Decision Maker function (SMF6). As the ODSE Guidance explains (para 2.11): “[f]or simplicity and consistency the IFR has included as Senior Management Functions all the functions which would make a person an “officer” for the purpose of Section 4 of the Act”.

**Identification of Senior Management Functions.** Senior Management Functions are identified according to the substance of an individual’s role, not form/job title: ODSE Guidance, para 2.20, cf. section 4(2)(a) and ODSE Rule 5.7. Chapter 2 of the ODSE Guidance (paras 2.12-2.27) provides more detail on the substance of roles falling within scope of SMF1-6.

**SMF6.** The ODSE Guidance, para 2.15 states that clubs should be “particularly aware” of the residual category SMF6. SMF6 is defined in the ODSE Rule 5.6 as “the function of having significant influence on the management or conduct of one or more aspects of a regulated club’s affairs in relation to its regulated activities”. The ODSE Guidance, para 2.16 explains that the intention of SMF6 and the concept of “significant influence” is to ensure that influential individuals cannot avoid the ODSE regime by holding a role that is not specified under SMF1-5 but continuing to have “a high degree of decision making authority or influence over the club’s regulated activities”.

The ODSE Guidance, para 2.18 and Table 1 give examples of roles which are in scope and out of scope for SMF6. For example, the IFR expects that a Sporting Director with a high degree of decision-making authority over matters which affect a club’s financial soundness, such as player transfers or contracts, would fall within scope of SMF6. However, the IFR would not expect a Sporting Director with minimal or no executive decision-making authority, whose responsibilities are focused purely on sporting or on-pitch activities, to fall within the scope of SMF6.

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<sup>26</sup> References to “Parts” and “sections” in this chapter are to sections of the Football Governance Act 2025, unless otherwise stated

<sup>27</sup> Made under Part 4 and section 90

<sup>28</sup> Both the ODSE Rules and the ODSE Guidance are accessible here: <https://www.footballregulator.org.uk/odse>.

<sup>29</sup> <https://www.footballregulator.org.uk/odse>: accessed 22 February 2026.

Finally, where an individual performs a role with responsibilities that fall into SMF1-5, they should be approved under that/those function(s), not SMF6: ODSE Guidance, para 2.17.

**Combination of Senior Management Functions.** If an individual (including an owner) wishes to hold more than one Senior Management Function at once, they must be approved by the IFR for all functions they hold: ODSE Guidance, paras 2.24-2.25.

**Movement within vs. between clubs.** Although not entirely clear, it appears that the IFR recognises that a Senior Manager may take on a different role at the same club within the same defined SMF. In these circumstances, the IFR does not require a new approval: ODSE Guidance, para 2.26. However, where a Senior Manager moves between regulated clubs, they will be required to seek approval from the IFR before taking up their new role, even if it falls within the same SMF: ODSE Guidance, para 2.27.

**Owners and Senior Managers of Promoted Clubs.** Each football season, four clubs are promoted to the National League from the National League North and National League South. Those clubs thereby become regulated clubs subject to the ODSE regime, and the owners and Senior Managers of those clubs will be treated as incumbent owners rather than as new or prospective owners. As part of the provisional license application process, the promoted club is required to identify in its personnel statement who is considered an owner and Senior Manager under the ODSE regime: ODSE Guidance, paras 6.27 and 6.28.



## NOTIFICATIONS: PROSPECTIVE OWNERS AND SENIOR MANAGERS

Under section 27(1)-(3), prospective owners, prospective Senior Managers and relevant regulated clubs must notify the IFR if there is a “reasonable” prospect of them becoming an owner or Senior Manager.

**Owners: “reasonable prospect”, timing and content of notification.** The ODSE Guidance, para 3.7 explains that the IFR anticipates receiving a notification about an ownership bid only when it is “likely to result in a new owner”. Section 26(7) provides that this notification must be given “as soon as reasonably practicable” once the “reasonable prospect” crystallises. The ODSE Guidance, para 3.9 explains that regulated clubs may submit the notification any time up to, or in parallel to, submitting a formal application. However, the IFR recommends that notifications are made at a “relatively early stage” to ensure that parties are aware of what will be required in their application. Under section 27(5), the notification must identify the prospective owner and explain why the “reasonable prospect” criterion is met, including by identifying which of the ownership conditions are likely to be met (ODSE Guidance, para 3.10).

**Senior Managers: “reasonable prospect”, timing and content of notification.** The ODSE Guidance, para 3.12 explains that the IFR is “content” to be notified where there is a single, preferred candidate for a role that falls within

the scope of an SMF, and that a notification can be made at the same time as the individual's application for approval by the IFR. The ODSE Guidance, para 3.13 explains that if a notification is submitted in advance of an application it should include the information needed to satisfy section 27(5)(a)-(c), i.e. it should identify the individual, explain why there is a reasonable prospect of them becoming a Senior Manager,<sup>30</sup> and state their proposed job title or a description of the job and any Senior Management Functions to be carried out by them.

## **APPLICATIONS: PROSPECTIVE OWNERS AND SENIOR MANAGERS**

A person may not become an owner of a regulated club, and an individual may not take on a Senior Management Function, unless an application has been made to the IFR and the IFR has determined them to be “suitable”: ODSE Rules 3.2 and 3.3. The ODSE test for “suitability” is explained [below](#).

Applications may be made using only the IFR's prescribed application forms: ODSE Rules 3.4 and 3.5; ODSE Guidance, paras 4.3-4.4.

**Owners: content of applications.** Section 28(2) requires that an application to the IFR for determination of suitability as an owner include information as to: (i) the proposed operation of the club; (ii) the estimated costs of that operation; (iii) how those costs are to be funded; and (iv) the source of such funding. Section 28(2) empowers the IFR to require information about other matters and to specify the manner and form of applications. To that end, the IFR has produced a specific application form for prospective owners: ODSE Guidance, para 4.10.

**Senior Managers: content of applications.** Section 29(2) provides that an application to the IFR for determination of suitability as a Senior Manager must conform to rules made by the IFR. To that end, the IFR has produced a specific application form for Senior Managers, which requires certain information not required of prospective owners, to reflect the differing requirements of the suitability assessment as between owners and Senior Managers (see [below](#)), which tests for “competence” in respect of Senior Managers but not owners, and requires information related to financial resources and how a club will be operated and funded in respect of owners but not Senior Managers: ODSE Guidance, para 4.13.

**In-person meetings.** The ODSE Guidance, para 4.16 states that the IFR may consider it appropriate to invite an applicant for an in-person meeting (which may be held virtually) where it has not been able to reach a suitability determination based on the written information provided with their application. Applicants may also request meetings with the IFR as part of the application process.

**Time-limit for assessing an application.** Pursuant to section 32, the IFR must determine the suitability of prospective owners and Senior Managers within a period specified in regulations. Pursuant to the Football Governance Act 2025 (Suitability Determination Period for Owners and Officers) Regulations 2026 reg. 2(1), the determination period is **90 days** beginning on the day after the IFR receives an application. Pursuant to the same Regulations, reg. 2(2), this period cannot be extended so that it exceeds a period of **150 days** beginning on the day after the IFR receives the application.

**Publication of determinations.** The IFR's determinations of the suitability of prospective owners and Senior Managers will be published on its website, irrespective of the outcome: ODSE Guidance, para 4.19.

**Proposed negative determination and representations.** Pursuant to section 31, if the IFR is minded to determine under section 28 or 29 that a person is not suitable to be an owner or Senior Manager of a club, it must notify the person and the club of that fact, give them at least 7 days to make representations on that proposed

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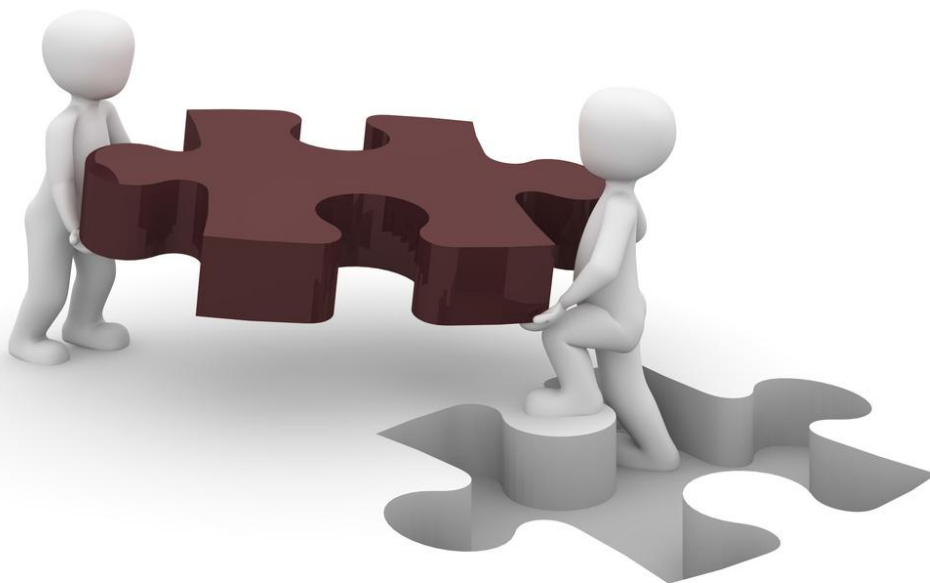
<sup>30</sup> The ODSE Guidance does not specify that a notification should identify which of the conditions for Senior Managers are likely to be met, but this would follow from a natural reading of “reasonable prospect” under section 27(5)(b).

finding, and have regard to those representations. The notice must explain the reasons for the proposed determination, invite representations, and specify the means by which such representations must be made: ODSE Guidance, para 4.22.

**Internal review.** Where the IFR determines that the prospective owner or Senior Manager is unsuitable (or is deemed to have done so by failing to determine the application within the determination period), the subject of the application or any other person directly affected by the application may request under section 82 that the decision be reviewed by an internal IFR reviewer under section 83. Any such request must be made within **7 days** of the person concerned being notified of their right to seek an internal review: ODSE Guidance, para 4.23. If the request for review is accepted, the reviewer will consider the decision and, within **28 days** of beginning its review, reach its own determination as to whether to uphold, vary or cancel the original decision: section 83; ODSE Guidance, para 4.23.

**Appeal to the Competition Appeal Tribunal.** A decision by the internal reviewer under section 83 may be appealed to the Competition Appeal Tribunal: section 84. In the exceptional circumstance where the IFR does not make a determination of suitability within the determination period, the subject of the application, the club, or others with sufficient interest may bypass the internal review stage and appeal the decision directly to the Competition Appeal Tribunal: ODSE Guidance, para 4.24; see, further, [Chapter 7](#) of this Guide.

**Consequences of failure to make an application.** If a person becomes an owner or a Senior Manager without having both submitted an application to the IFR and had confirmation that the IFR considers the candidate suitable, section 30 empowers the IFR to require that person to submit an application or to determine that they are not suitable.



## **SUITABILITY: PROSPECTIVE OWNERS AND SENIOR MANAGERS**

To take up a new position at a club, a prospective owner or Senior Manager of a club must satisfy the ODSE test, i.e. they must be “suitable” (sections 28(1), 29(1)). The test criteria are slightly different as between prospective owners and Senior Managers, and as between prospective owners who are natural individuals and registered societies. There are separate but overlapping rules again for incumbent owners and Senior Managers (on this see the section further [below](#))

**Prospective Owners.** An individual may become a club owner only if the IFR determines that they are suitable to be an owner (section 28(1), i.e. an “affirmative determination”). Section 28(4) provides that the IFR must make an affirmative determination in respect of an applicant if it considers that the applicant: (i) *meets the individual*

*ownership fitness criteria* (which are having the *requisite honesty and integrity* and being *financially sound*: section 26(7)); and (ii) has *sufficient financial resources*. Additionally, the IFR must *not have grounds to suspect that the applicant has any source of wealth which is connected to serious criminal conduct*.

**Prospective Senior Managers.** The criteria for an affirmative determination that a prospective Senior Manager is “suitable” (section 29(1)) overlap with, but are different from, the suitability criteria for prospective owners. In particular, section 29(3) provides that the IFR must make an affirmative determination in respect of an applicant if it considers that they *meet the officer fitness criteria*, which are not only having the *requisite honesty and integrity*, and being *financially sound*, but also having the *requisite competence*: section 26(8).

**Registered societies as owners.** Finally, the IFR must make an affirmative determination of suitability in respect of a registered society as a club owner if it considers that the applicant has *sufficient financial resources*: section 28(3).

## ***Fitness criteria (1): Honesty and Integrity (Owners and Senior Managers)***

The fitness criteria for prospective owners and Senior Managers include having the “*requisite honesty and integrity*”: sections 26(7)(a) and 26(8)(a). In assessing honesty and integrity, the IFR is specifically required to have regard to the matters in section 37(2).

Furthermore, section 37(2)(g) refers to “*other matters relating to honesty and integrity as may be specified for the purposes of this paragraph in rules made by the IFR*”. The IFR has specified such “*other matters*” under the ODSE Rules. These are discussed below alongside the matters at section 37(2)(a)-(f).

## ***Criminal convictions and criminal proceedings in England and Wales***

**Section 37(2)(a): Whether the individual has been convicted of a criminal offence or subject to criminal proceedings, whether or not in England and Wales (in particular where the offence or proceedings are in respect of serious criminal conduct).**

### **Mirrored in ODSE Rule 4.2(a)**

In its assessment pursuant to section 37(2)(a), the IFR will have regard to all criminal offences. The ODSE Guidance, para 5.6 explains that the IFR may take into account criminal convictions and proceedings which pre-date the IFR’s powers coming into force. The ODSE Guidance, para 5.6 also explains that it will not automatically reject an applicant if they have been convicted of a criminal offence or subject to criminal proceedings: each application will be considered on a case-by-case basis.

**Factors.** The IFR will take into account the following factors (ODSE Guidance, para 5.6): (i) the seriousness of the offence; the nature of the offence; (ii) the circumstances surrounding the offence; (iii) the explanation offered by the individual; (iv) the relevance of the offence to the proposed role; (v) the time since the offence was committed; (vi) evidence of the individual’s rehabilitation; and (vii) any other factors which appear to it to be relevant.

The IFR may also have regard to whether the individual has been convicted of multiple offences, or been the subject of multiple criminal proceedings, which may together indicate whether the individual has the requisite honesty and integrity: ODSE Guidance, para 5.7.

All criminal convictions must be disclosed in an application. Applications must also contain a copy of a DBS check relating to the individual: ODSE Guidance, para 5.8.

## Criminal conduct outside England and Wales

**Section 37(2)(b): Whether, on the balance of probabilities, the individual has engaged in conduct outside England and Wales which would, if done in England and Wales, amount to the commission of a serious offence.**

**Mirrored in ODSE Rule 4.2(b)**

Section 37(7) defines a “serious offence” as “*an offence specified, or falling within a description specified, in Part 1 of Schedule 1 to the Serious Crime Act 2007*”.

Applications must disclose all such matters. Additionally, in its assessment pursuant to section 37(2)(b), the IFR may undertake enquiries of its own to understand an applicant’s conduct outside of England and Wales, including by contacting law enforcement agencies and government bodies: ODSE Guidance, para 5.9.

## Non-criminal court or tribunal proceedings

**Section 37(2)(c): Whether an individual is or had been party to proceedings (other than criminal proceedings) in any court or tribunal.**

**Mirrored in ODSE Rule 4.2(c)**

The ODSE Guidance (para 5.11) explains that, as with criminal proceedings, the IFR will not automatically find an individual unsuitable simply because they have been the subject of court or tribunal proceedings, and will consider the circumstances on a case-by-case basis. The IFR may take into account proceedings which predate the coming into force of its powers: ODSE Guidance, para 5.12.

**Factors.** Unlike with criminal proceedings, there is no longer a list of factors which the IFR will take into account in its assessment pursuant to section 37(2)(c). The IFR will, however, specifically take into account the relevance of the particular proceedings to the role the individual will be performing. Involvement in proceedings relating to fraud, breach of contract, or other matters relating to dishonesty may be particularly relevant: ODSE Guidance, para 5.11.

Applications must disclose all court and tribunal proceedings relevant to the applicant: Guidance, para 5.11.

## Regulatory or disciplinary action

**Section 37(2)(d): Any action of a regulatory or disciplinary nature that is being or has been taken in relation to the individual (whether or not by the IFR and whether or not in England and Wales).**

**Mirrored in ODSE Rule 4.2(d)**

**Matters in scope.** Applications subject to the ODSE regime must disclose all regulatory and disciplinary action relating to the applicant. This includes: (i) being disqualified from being a company director; (ii) being struck off or banned from a regulated profession; and (iv) being fined, suspended, or censured by a regulator: ODSE Guidance, para 5.14.

As with criminal and non-criminal proceedings, the IFR will not automatically find an applicant to be unsuitable

because they have been the subject of regulatory or disciplinary action but will consider each application on a case-by-case basis: ODSE Guidance, para 5.15. The IFR may take into account regulatory or disciplinary action (including the incidents and conduct leading to that action) pre-dating the coming-into-force of its powers: ODSE Guidance, para 5.16.

**Factors.** In its assessment pursuant to section 37(2)(d), the IFR will take into account the particular circumstances and findings involved in the regulatory or disciplinary action, including the seriousness of the circumstances. It will also take into account the relevance of the action to the role the individual will be performing: ODSE Guidance, para 5.15.

## Prohibited from entering the UK or a designated person under section 9(2) of the Sanctions and Anti-Money Laundering Act 2018

**Section 37(2)(e):** Whether the individual is prohibited from entering the United Kingdom.

**Section 37(2)(f):** Whether the individual is a designated person as defined by section 9(2) of the Sanctions and Anti-Money Laundering Act 2018.

**Respectively mirrored in ODSE Rules 4.2(e) and (f)**

The IFR will have regard to both of the above matters, and applications must disclose whether either of these applies to the applicant. The IFR may also undertake its own enquiries to understand whether either of these matters applies: ODSE Guidance, para 5.18.

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

**Section 37(2)(g):** Such other matters relating to honesty and integrity as may be specified for the purposes of this paragraph in rules made by the IFR.

**ODSE Rule 4.2(g):** Whether the individual, or a sporting entity where they are or have been a controller or in a position of responsibility, has:

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

Actions by sporting competition organisers or authorities are “*other matters*” specified in the ODSE Rule 4.2(g) pursuant to section 37(2)(g). The matters set out in ODSE Rule 4.2(g) are thus matters to which the IFR must have regard, and applications under the ODSE regime must disclose any such incidents: ODSE Guidance, paras 5.19-5.20. The IFR may also take into account incidents or infringements that led to enforcement, disciplinary action, directions, orders and requirements that pre-date the coming-into-force of its powers: ODSE Guidance, para 5.22.

As with other kinds of proceedings and actions, there will be no automatic finding of unsuitability and the IFR will consider each application on a case-by-case basis: ODSE Guidance, para 5.21.

**Factors.** In its assessment pursuant to section 37(2)(g) and ODSE Rule 4.2(g), the IFR will take into account, in

particular: (i) the particular circumstances and findings involved; (ii) the seriousness of the action or the direction, order, etc which has not been complied with; (iii) the time since the action, or the direction, order or requirement; relevant submissions by the individual; (iv) the number of occasions the action has been taken or the individual has failed to comply with a direction, order or requirement; and (v) the relevance of the action to the role the individual is or will be performing.

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

**Section 37(2)(g):** Such other matters relating to honesty and integrity as may be specified for the purposes of this paragraph in rules made by the IFR.

**ODSE Rule 4.2(h):** Whether the individual, or a sporting entity where they are or have been a controller or in a position of responsibility, has:

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

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

The matters set out in ODSE Rule 4.2(h) are “*other matters*” to which the IFR must have regard pursuant to section 37(2)(g). These are matters which the IFR expects applicants to disclose, but in any event the IFR may undertake its own enquiries. Applicants under the ODSE regime must disclose any such incidents: ODSE Guidance, paras 5.19-5.20.

**Matters in scope.** The ODSE Guidance, para 5.24 explains that matters falling within the scope of ODSE Rule 4.2(h) may include: (i) failing to uphold or follow through with assurances given to the IFR, a competition organiser, or regulatory body; (ii) failing to disclose appropriately any information which the IFR, a competition organiser, or a regulatory body would reasonably expect to receive; (iii) failing to co-operate with, or provide information to, the IFR, a competition organiser, or regulatory body (when reasonably required to do so); (iv) misleading the IFR, a competition organiser, or regulatory body.

**Factors.** The IFR will assess each situation on a case-by-case basis but may particularly take into account the following factors (ODSE Guidance, para 5.25): (i) the nature and circumstances of the incident; (ii) the number of incidents; (iii) relevant submissions by the individual; the role of the individual; (iv) whether the individual has taken steps to influence others to take a decision not to report or disclose information or otherwise to mislead or not co-operate with the IFR, a competition organiser, or regulatory body; (v) the manner in which the individual has responded to other requests from the IFR, a competition organiser, or regulatory body; and (vi) whether the individual has acted in a manner intended to obstruct disclosure to the IFR, a competition organiser, or regulatory body.

The IFR may also take into account when the relevant conduct took place, and conduct of a similar nature which pre-dates the coming-into-force of its powers: ODSE Guidance, para 5.26.



## ***Fitness Criteria (2): Financial soundness (Owners and Senior Managers)***

The second fitness criterion applying to both prospective owners and Senior Managers is being “*financially sound*”: sections 26(7)(b) and 26(8)(c).

Being financially sound is different from having sufficient financial resources, which the IFR will assess under the ODSE regime in respect of any prospective owner (including a registered society) and is considered further below.

In assessing financial soundness, the IFR is specifically required to have regard to the matters in section 37(3). These are considered in turn below.

### **The individual’s financial arrangements**

**Section 37(3):** In determining for the purposes of this Part whether it considers that an individual is financially sound, the IFR must have regard to the following matters—

- (a) the individual's financial arrangements, including in particular whether the individual has—**
  - (i) become bankrupt (in relation to England and Wales and Northern Ireland) or made an arrangement with creditors,**
  - (ii) had their estate sequestrated (in relation to Scotland), or**
  - (iii) been subject to any similar procedure (whether or not in the United Kingdom)**

The ODSE Guidance, para 5.30 explains that a “similar procedure” (section 37(3)(a)(iii)) includes: (i) debt relief orders, individual voluntary arrangements, enforcement restriction orders (in accordance with Part 6A of the County Courts Act 1984); (ii) debt management schemes and debt repayment plans (in accordance with chapter 4 and Part 5 of the Tribunals, Court and Enforcement Act 2007); and (iii) any arrangement in the UK or any other jurisdiction that is similar to or has a similar effect to these arrangements for bankruptcy.

Applications must disclose these matters, which will not automatically lead to a finding of unsuitability but will be considered on a case-by-case basis according to the particular circumstances involved: ODSE Guidance, para 5.31.

### **Financial situation of any relevant body**

**Section 37(3):** In determining for the purposes of this Part whether it considers that an individual is financially sound, the IFR must have regard to the following matters—

[...]

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

The ODSE Guidance, para 5.33 explains that the relevant “*financial situation*” pursuant to section 37(3)(b) includes situations where a company (or other body) has become insolvent and an owner or Senior Manager has held a controlling share or significant influence over the company (or body) or been in a position of responsibility, such as a senior executive or a member of the board of directors.

**Factors.** The ODSE Guidance, para 5.34 states that the IFR may also take into account factors which indicate that a company (or body) associated with an owner or Senior Manager has been/is in financial distress, such as: (i) a failure to pay staff; (ii) a failure to pay HMRC; or (iii) a failure to pay football creditors or meet other liabilities or obligations (or equivalent failures outside of England and Wales). Where a football club or sporting entity controlled by an individual has been subject to financial distress, this may attract additional scrutiny from the IFR.

Applications must disclose whether any company or body (anywhere in the world) in relation to which an individual holds or had held a position of responsibility has become insolvent or is in financial distress. This will not automatically lead to a finding of unsuitability; as with the other sub-criteria, the IFR will proceed on a case-by-case basis taking into account all the particular circumstances: ODSE Guidance, para 5.35.

## “Other matters”

Section 37(3)(c) provides that the IFR must also have regard to such other matters relating to financial soundness as may be specified in rules made by the IFR. The ODSE Rules do not specify any such “other matters”.

### ***Fitness Criteria (3): Competence (Senior Managers)***

Senior Managers (but not owners) must satisfy the fitness criterion of “*requisite competence*”: section 26(8)(b).

In determining competence, the IFR must have regard to the individual’s qualifications, experience and training: section 37(4). ODSE Guidance para 5.39 explains that the IFR will also have regard to any ongoing formal training and development and that whilst it will consider prior roles in football and other sports, relevant experience in other sectors will also be considered.

The ODSE Guidance sets out further specific considerations the IFR will, and will not, take into account when determining competence.

The IFR will consider competence in the context of its statutory objectives (section 6), i.e. in the context of running a club in a way that is financially sustainable, safeguarding heritage and engaging appropriately with fans. Conversely, an individual’s football knowledge, past or present on-pitch success or past performance in relation to the transfer business will not be considered: ODSE Guidance 5.37.

**Factors.** (ODSE Guidance, para 5.37). The IFR will tailor its competence assessment to the particular profiles, duties and responsibilities of the SMF(s) applied for on a case-by-case basis, taking into account, in particular: (i) the past or current situation of organisations where an individual has held (or holds) a position of responsibility; (ii) the nature of the particular role being applied for and the responsibilities associated with it; (iii) the scale and complexity of the operations of the club which the role relates to; and (iv) the situation and circumstances of the club which the role relates to.

**Multiple SMFs.** Where more than one SMF is relevant to an application, the IFR will consider competence in relation to all relevant SMFs. The same application form can be used for all SMFs applied for: ODSE Guidance, para 5.38.

**Hiring process.** Finally, the IFR will have regard to the hiring process used by the club to identify and select the individual and will expect the club to be able to explain how it satisfied itself of the competence of the individual: ODSE Guidance, para 5.39.

## ***Sufficient financial resources (Owners and Registered Societies)***

In addition to whether a prospective owner meets the individual owner fitness criteria (see above) and whether their source of wealth is connected to serious criminal misconduct (see below), the IFR must determine whether the individual has sufficient financial resources: section 28(4)(a)(ii). Possession of sufficient financial resources is the sole suitability criterion for registered societies: section 28(3).

**Factors.** There is no definition of “sufficiency” in the Act, and the IFR’s approach to sufficiency will depend on the circumstances of the club concerned. ODSE Guidance, para 5.41 explains that the IFR may, in particular, consider: (i) the circumstances of the target club, including its likely future circumstances and the financial resources that may be required to ensure its financial soundness on an ongoing basis; and (ii) the intentions and strategy of the prospective owner, including any risks they have identified and whether the prospective owner is able to provide the financial support the club may need to operate against the proposed financial plan.

Beyond the specific mandatory information in relation to the acquisition which the IFR requires from an application by a new owner, the IFR may request further specific information to enable it to assess an application (including by using its section 65 powers), including as regards any steps to be taken once the acquisition has completed: ODSE Guidance, para 5.42.

## ***Source of wealth and connection to serious criminal misconduct (owners)***

Finally in respect of owners, the IFR must consider whether there are grounds to suspect that a prospective owner has any source of wealth which is connected to serious criminal misconduct: section 28(4)(b).

“Serious criminal misconduct” is defined at section 92(2) and overlaps with the definition of “serious offence” at section 37(7), i.e. it is conduct which “*amounts to the commission of an offence specified, or falling within a description specified, in Part 1 of Schedule 1 to the Serious Crime Act 2007*”, or “*would amount to the commission of such an offence if done in England and Wales*”.

Prospective owners are required to explain and evidence their source of wealth as part of an application under the ODSE regime. Applicants and regulated clubs are required to sign a declaration as part of their application confirming that the source of the funds used for the purchase is, to the best of its knowledge, not connected to serious criminal misconduct: ODSE Guidance, 5.45.

The IFR may request additional information or explanation if it considers it necessary, including by using its section 65 powers. The same powers can be used to request information from third parties, including the bank where the funds are held, and other relevant advisors. The IFR may engage law enforcement agencies and other regulatory bodies to understand the owner’s source of wealth. The IFR expects clubs to undertake their own due diligence checks before an application is submitted to the IFR: ODSE Guidance, para 5.44.



## SUITABILITY OF INCUMBENT OWNERS AND SENIOR MANAGERS

The IFR has the discretion to assess and determine the suitability of incumbent owners and senior managers where this is triggered under a threshold test. Unlike with prospective owners and Senior Managers, there is no mandatory regime for assessing suitability. The IFR will exercise its discretion on a case-by-case basis.

### *The threshold test for assessing suitability of an incumbent*

The test to be satisfied before the IFR can determine the suitability of an incumbent owner or Senior Manager is that the IFR must be “*in possession of information*” giving it “*grounds for concern*” about whether the statutory fitness criteria are not met and/or (in the case of incumbent owners) “*grounds to suspect*” a source of wealth connected to serious criminal misconduct: sections 34(1) and (2) and 35(1).

“**In possession of information**”. The information must be actual information produced, identified or collected by the IFR (as opposed to, for instance, rumour or media speculation), and it must be relevant to the suitability criteria: ODSE Guidance, para 6.6.

“**Grounds for concern**” or “**grounds to suspect**”. This part of the threshold test is fact-specific, and has a subjective and an objective element: (i) the IFR must actually have a concern or suspicion based on the information it possesses; and (ii) that concern or suspicion must be objectively reasonable. There is no requirement for the information to be sufficient to prove unsuitability or for the IFR to have formed a view that a negative determination is likely on the basis of the information: ODSE Guidance, para 6.6.

### *Discretion*

Where the threshold test is met, the pursuit of a suitability assessment is in the IFR’s discretion.

**Factors.** The ODSE Guidance, para 6.7 explains that the IFR is likely to consider the following factors amongst others when deciding whether to undertake a suitability assessment: (i) the IFR’s statutory objectives, and the extent or urgency of any threats to its ability to advance them; (ii) the strength of the IFR’s concerns and of any evidence in its possession; (iii) whether any prima facie concerns it has might be addressed using other IFR powers or functions; (iv) whether the IFR is best placed to take action; (v) the IFR’s resources and the need to use them economically and efficiently; and (vi) the need for the IFR to actively manage its risk.

# ***Suitability assessment***

## **Incumbent Senior Managers**

Pursuant to section 35(1), the suitability assessment for incumbent Senior Managers encompasses whether they meet the three statutory officer fitness criteria of honesty and integrity, financial soundness and competence (see section 26(8) and [above](#)).

## **Incumbent owners**

Pursuant to section 34(1) and (2), the suitability assessment for incumbent owners encompasses whether they meet the two statutory individual ownership fitness criteria of honesty and integrity and financial soundness (see section 26(7) of the Act and [above](#)) and whether they have a source of wealth which is connected to serious criminal misconduct (see section 28(4)(b) of the Act and [above](#)). The sufficiency of the owner's financial resources (which must be assessed for prospective owners; see [above](#)) will not be relevant to an incumbent.

**Source of wealth connected to serious criminal misconduct.** Pursuant to section 34(6), where making a determination whether an incumbent owner has a source of wealth which is connected to serious criminal conduct, the IFR must: (i) take reasonable steps to establish whether the owner has any such source of wealth; and (ii) determine, on the balance of probabilities, whether the owner has any such source of wealth.

- **Reasonable steps.** What is reasonable will be context-specific, but the IFR will consider: (i) requesting information from the individual and club involved (using its section 65 powers as necessary); (ii) making enquiries and requesting information from any relevant law enforcement agencies; and (iii) all the information in front of it: ODSE Guidance, para 6.11.
- **Balance of probabilities.** This has its ordinary meaning (more likely than not) and will necessarily turn on the individual facts, circumstances, and evidence: ODSE Guidance, para 6.12.
- **Determination process.** The key steps in the process of determining the suitability of an incumbent owner or Senior Manager are set out below.

**Notice of proposal to make determination.** Before making a suitability determination, the IFR must give notice to the individual concerned and the club that it proposes to make such a determination: sections 34(4) and 35(3).

**Evidence gathering.** Having decided to pursue an assessment of an incumbent, the IFR will gather further evidence it considers necessary to reach a determination as regards suitability. This may involve issuing requests for information using its powers under section 65: ODSE Guidance, para 6.14.

**Timescale.** The Act does not specify a timescale for reaching a provisional or final view of the suitability of an incumbent. The ODSE Guidance para 6.15 explains that, in all cases, in line with its regulatory principles, the IFR will seek to progress the assessment “*promptly and efficiently*” and keep the incumbent informed of its progress as appropriate. The incumbent will be expected to co-operate, in return.

**Notice of finding of suitability.** If, on completing its information gathering exercise, the IFR finds the incumbent to be “suitable”, the IFR must give notice of that finding to the individual and the club and the incumbent may continue in their role as owner or Senior Manager: section 34(5)-(6) and (8); section 35(4). The ODSE Guidance at 6.16 states that the IFR will publish the finding on its website.

**Opportunity to make representations about proposed negative findings.** Pursuant to section 36, if the IFR is minded to make a “negative finding” (i.e. a finding that an incumbent is unsuitable), then it must give notice of

that fact to the individual and the club. The notice must explain why the IFR is minded to make the negative determination it proposes to make, invite representations, and specify the means by which, and the period within which, such representations must be made. The period for making representations must be at least 14 days beginning with the day on which notice of the proposed finding is given. The IFR must have regard to any representations made by the individual and the club in accordance with the section 36 notice.

## ***Consequences of negative determination***

If, having considered the relevant representations, the IFR determines (or is treated as having determined; see [below](#)) that an incumbent owner or senior manager is not suitable, there are certain mandatory and possible discretionary consequences pursuant to the IFR's powers under sections 38-43.

**Removal directions (mandatory).** Pursuant to sections 39 (owners) and 40 (Senior Managers), the IFR must issue removal directions, requiring the incumbent to take all reasonable steps to cease to be an owner or Senior Manager of the club before the end of the removal period specified in the directions. Before issuing a removal direction under either of these sections, the IFR must consult the relevant incumbent, the club, and the relevant specified competition organiser.

**Disqualification orders.** Pursuant to section 38, the IFR has a discretion to make an order disqualifying an incumbent from being an owner or senior manager of any regulated club, having first given the incumbent notice of its proposed decision and a period of at least 14 days to make representations according to the terms of the notice. Disqualification orders may be revoked.

**Conduct directions.** Section 41 gives the IFR a discretion to issue directions prohibiting the incumbent from taking certain actions, or exercising certain rights, in relation to the club (e.g. exercising voting rights, making decisions as to the appointment of employees, or making changes to the corporate structure of the club).

**Appointment of alternative officers.** Where a direction has been made under section 41 and the IFR considers that the club's operations are likely to be adversely affected by compliance with that direction, the IFR has a discretion to section 42 to appoint an alternative officer to carry out the prohibited functions in place of the individual subject to the relevant section 41 direction.

## ***Ownership removal orders***

The most extreme consequence flowing from a negative determination of suitability is provided under section 43: "*The IFR may make an order containing such provision as the IFR considers appropriate to secure that, by the end of the period specified in the order, a person who is an owner of a regulated club... has ceased to be an owner of the club*".

Section 43(2) provides that the IFR's discretion to remove a club owner may only be exercised if the owner fails without reasonable excuse to comply with a removal direction (section 39) or conduct direction (section 41).

Pursuant to section 43(3), an order under section 43 may include provision for the appointment of trustees, the conferral of functions upon trustees so appointed, a requirement that the former owner or any other person take action as directed by the appointed trustees.

Section 44 provides that, before making an order under section 43, the IFR must publish a notice inviting representations and allowing at least 14 days for representations to be made in accordance with the terms of the notice. The IFR must have regard to representations duly made.

## *Reviews and appeals*

An incumbent whom the IFR has found to be unsuitable, or any other person directly affected by the IFR's determination, may request an internal review: sections 82-83. Any request must be made within **7 days** of the person being notified of their right to an internal review: ODSE Guidance, para 6.21. If the request for review is accepted, the reviewer will consider the decision and, within **28 days** of beginning its review, reach its own determination as to whether to uphold, vary or cancel the original decision: section 83; Guidance, para 6.22.

A decision by the internal reviewer may be appealed to the Competition Appeal Tribunal. In the case of an unsuitability determination or the imposition of a disqualification order (section 38), the incumbent or Senior Manager, the club, or any other person with sufficient interest may appeal directly to the Competition Appeal Tribunal rather than seeking an internal review: section 84; ODSE Guidance, para 6.22. See, further, [Chapter 7](#) of this Guide



## **MATERIAL CHANGE IN CIRCUMSTANCES**

Finally, pursuant to section 33, regulated clubs, owners and Senior Managers must notify the IFR where there has been, or may have been, a material change in circumstances which is relevant to whether an owner or Senior Manager continues to be suitable, i.e. by reference to the statutory fitness criteria, sections 37(1)-(4), or Part 4 of the ODSE Rules: see ODSE Guidance, para 6.24.

The ODSE Guidance, para 6.25 explains that a material change in circumstances is not restricted to a new event but can involve new knowledge or information relating to a past event. Notifications about a material change in circumstances must be submitted to the IFR as soon as reasonably practicable: section 33(4). The notification must identify the incumbent, explain the change in circumstances, explain why the change in circumstances is relevant to the incumbent's suitability, and be made as soon as reasonably practicable: ODSE Rules 6.3-6.4.



# Chapter 4

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## DUTIES ON CLUBS AND COMPETITION ORGANISERS



Part 5 of the Act provides for a series of wide-ranging duties to be imposed directly on clubs, their owners and officers, as well as on competition organisers. Like other aspects of the Act, the Part 5 duties are intended to protect and promote the sustainability of English football (section 1(2)(d)).

## DUTIES ON CLUBS

Not every Part 5 duty will apply to every club. A club's specific duties under Part 5 will depend on whether that club is a formerly regulated club, a regulated club, or a licensed club. The Part 5 duties are also being brought into force in stages – so it will be necessary to check whether any given duty has 'gone live' at the relevant time.

### Duties on regulated clubs and formerly regulated clubs

- *Duty not to participate in prohibited competitions (section 45):*

The duty not to enter a team in a competition which has been prohibited by the IFR is one of the most headline-grabbing duties in Part 5. It is a direct response to the attempted creation of a European Super League in 2021 – a move which was widely opposed by fans, and seen by many as threatening the very structure of English football. Under section 45, the IFR has the power to control the competitions that regulated clubs can enter. Because the duty also applies to clubs which have been regulated within the last **10 years**, it will prevent clubs from evading the restriction by breaking away entirely from existing competitions in order to join a new prohibited competition.

Before prohibiting a competition under section 45, the IFR will be required to:

- Consider a number of factors, including whether the competition is “*merit-based*”; operates on the basis of “*fair and open competition*”; jeopardises the sustainability of existing English competitions or clubs participating in those competitions; or harms “*the heritage of English football*”.
- Find out whether fans want the competition to be prohibited or not, and have regard to their views;
- Give the competition organiser a chance to respond to any concerns the IFR may have;
- Consult with the FA and anyone else the IFR considers appropriate - for example, clubs or players.

The IFR has published guidance which states that it will also consider whether the competition may adversely affect the competitiveness of English clubs, or the financial growth of (or investment in) football.<sup>31</sup>

It remains to be seen whether the IFR will exercise its powers under this section. Any decision to do so is likely to be amongst the most high-profile and closely scrutinised decisions taken by the IFR. No doubt for this reason, a decision to prohibit a competition will need to be taken at Board level (Schedule 2, paragraph 20). The IFR has made clear that clubs which play in a prohibited competition can expect to face enforcement action, including potential licence revocation.<sup>32</sup>

- *In addition, regulated clubs, or clubs that have been regulated within the previous 5 years, will require the IFR's approval before they can:*
  - **Deal with their home ground in specified ways (section 46).** For example, clubs will require approval before they can sell or lease the ground, or use it as security for a loan. The IFR will be required to grant approval in certain circumstances – including where, in relation to a regulated club, the IFR is satisfied that the proposed transaction would not undermine that club's financial sustainability.

<sup>31</sup> Information sheet on section 45: prohibited competitions, April 2026.

<sup>32</sup> Ibid.

- **Appoint an administrator using the out-of-court procedure under the Insolvency Act 1986 (section 47).** When assessing a proposed appointment, the IFR may consider factors such as the administrator's experience and independence.

## DUTIES ON REGULATED CLUBS

All regulated clubs will be under duties not to:

- **Relocate without approval (section 48).** In particular, clubs will need the IFR's approval before entering into arrangements whereby teams participating in a specified competition would no longer play their home matches at the club's home ground. The IFR will be required to (and may only) grant approval if it is satisfied that:
  - The arrangements would not undermine the financial sustainability of the club, or cause significant harm to its heritage; and
  - The club has taken reasonable steps to determine the views of its fans about the effect of the arrangements on certain issues – including the club's strategic objectives, business priorities, heritage and fan engagement, as well as match-day issues such as ticket prices – and had regard to those views.
- **Change their crest or home shirt colours without fan approval (section 49(1)).** Clubs will not be able to make any material changes to the crest or home shirt colours of teams participating in a specified competition unless they have taken reasonable steps to establish that those changes are supported by the majority of their fans in England and Wales.
- **Change their team name without FA approval (section 49(2)).** Clubs will be unable to change the names of teams participating in a specified competition unless the change has been approved by the FA.

### *Positive duties on regulated clubs*

Regulated clubs will also be under certain positive duties. In particular, **section 50** will require clubs to notify the IFR where they consider that there has been, or may have been, a material change in their circumstances which is relevant to the exercise of the IFR's functions under the Act. This will require clubs to keep their affairs under continuous review, and proactively communicate any relevant developments to the IFR on an ongoing basis - although separate notification under this section is not required if a club has already notified the IFR pursuant to another aspect of the Act. **Section 51** also requires clubs in insolvency proceedings to take reasonable steps to keep their fans informed about the progress of those proceedings. The IFR has indicated that clubs should share appropriate information with fans in a timely manner, in clear and accessible language, through channels that supporters can easily access.

## DUTIES ON LICENSED CLUBS

Most importantly, all licensed clubs may be required to pay a levy to the IFR (**section 53**). This levy is intended to be the primary source of funding for the IFR. The amount, method of calculation, and administration of the levy will be set out in IFR rules. No levy rules have yet been made by the IFR, which will be required to consult all regulated - i.e. not just licensed - clubs before doing so (**section 54**). However, the Act makes clear that the rules **must**:

- Ensure that the levy does not exceed a certain level – which, in essence, will be the aggregate of the IFR’s costs of exercising its functions, any financial reserves the IFR considers it appropriate to raise, and the costs of setting up the IFR.
- State how the IFR will calculate its costs and financial reserves for every year that the levy applies (referred to in the Act as “**chargeable periods**”), and specify the number of years over which the IFR intends to recoup the costs of its establishment.
- Explain how the total levy payable each year will be divided between licensed clubs during that period. In deciding how the levy is to be allocated, the IFR must have regard to the financial resources of each licensed club, and the specified competition in which those clubs participate.

The rules may also provide for certain licensed clubs to be exempted from the levy subject to conditions (which are still to be specified), or for interest to be charged on late levy payments.

The levy rules – and the prior consultation - are likely to be closely scrutinised by clubs, which will want to understand both how the IFR intends to use their levy contributions, and how the burden of paying the levy will be allocated between clubs.

In addition to the levy duty, licensed clubs will also be under a duty to publish a personnel statement identifying each of their owners and officers, and setting out the officers’ job titles and senior management functions (**section 52 read with section 16**). This statement must be approved as accurate by the IFR, which may require modifications before approval is granted. In certain circumstances, clubs may require the IFR to treat a personnel statement submitted as part of an application for a provisional operating licence (see [Chapter 2](#) of this Guide) as its statement for the purposes of section 52.

# Duties on competition organisers under section 55

## Duties to notify the IFR

The organisers of specified competitions (i.e. the Premier League, EFL and National League) will be under a duty to **notify** the IFR in relation to a range of matters. These will include where the organiser:

- Considers that there is a risk that the IFR's ability to advance the club financial soundness or systemic financial resilience objectives (see [Chapter 1](#) of this Guide) will be jeopardised;
- Has failed to comply, or considers that there is an immediate risk of it failing to comply, with a commitment by the organiser accepted by the IFR in lieu of imposing a financial discretionary licence condition on a club (see [Chapter 2](#) of this Guide); or
- Considers or suspects that a club has breached a rule of a specified competition which is relevant to the exercise of any of the IFR's functions under the Act.

The organiser must also notify the IFR before a penalty, sanction or other requirement is imposed on a club that breaches, or is suspected to have breached, such a rule. This duty is broad, and applies to non-financial as well as financial penalties, sanctions or requirements – including those which may be imposed by persons other than the competition organiser in question. Where notice is not given in advance, the competition organiser must notify the IFR of the imposition of a penalty etc. as soon as reasonably practicable after becoming aware of that fact.

## Duties to consult the IFR

The organiser of a specified competition must also **consult** the IFR before adding, removing, or materially changing any rule of that competition which is relevant to the exercise of any of the IFR's functions under the Act. This consultation will involve explaining the rationale for the rule change, and must be accompanied by a draft of the rule change in question.

# Chapter 5

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## THE DISTRIBUTION BACKSTOP



# INTRODUCTION

Part 6 of the Act sets out “backstop” powers that allow the IFR to intervene in the distribution of broadcast and other revenues between specified competition organisers. The backstop mechanism can be traced back to the 2021 Fan Led Review, one of the Strategic Recommendations of which was: “*Fair distributions are vital to the long-term health of football. The Premier League should guarantee its support to the pyramid and make additional, proportionate contributions to further support football.*”<sup>33</sup>

The sums at stake are significant,<sup>34</sup> and the backstop is understandably one of the most hotly debated aspects of the Act. Some have referred to it as the “nuclear” option, including Dame Tracey Crouch MP, who authored the Fan-Led Review.<sup>35</sup> IFR Chair David Kogan – who has previously negotiated broadcast deals for the EPL, EFL, Scottish Premiership, UEFA and Women’s Super League – characterised it as follows at his Parliamentary approval hearing.<sup>36</sup>

*“People talk about the nuclear option of the backstop, but I prefer to think of it more as a sort of tactical weapon. You do not use nuclear options; if you do, you will die. You can use tactical weapons, so I think the backstop is a tactical weapon, but it is one that I would absolutely urge the world of football not to invoke. We have time. I would just remind you of this, because I do not think people have realised it: you cannot essentially enact the backstop until the “state of the game report” has been produced, written and consulted on.”*

The remainder of this chapter summarises the key statutory provisions and considers the interaction between the backstop and the forthcoming State of the Game Report.

## KEY STATUTORY PROVISIONS

Section 56 provides that the backstop applies to:

- “*specified competition organisers*” – i.e. the organisers of competitions specified in regulations made by the Secretary of State pursuant to section 2(3);
- “*relevant revenues*” - which include broadcast revenues (subsection (2)(a)) and any other revenues from “*from any other source specified, or of a description specified, in regulations made by the Secretary of State*” (subsection (2) (b)). This “*any other source*” limb of the definition is intended to future-proof the backstop in the event the predominant source of income shifts away from broadcast revenue;<sup>37</sup> and
- “*qualifying football season[s]*” – which means either the season during which the application is made or the following season (if the application is made outside of a football season), and subsequent seasons up to and including the fifth subsequent season.

Section 57(1)-(2) provides that competition organisers may **apply to the IFR** where “*questions*” have arisen between that organiser and another competition organiser that relate to the distribution of broadcast revenue – e.g. in commercial negotiations – and one of the conditions at subsections (3)-(6) are met. Those conditions are:

- there is no distribution agreement in force (or IFR distribution order in effect) (Condition 1);
- there has been a material reduction in the amount of relevant revenue received by one of the competition organisers since either the last distributions agreement or IFR distribution order (Condition 2);

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<sup>33</sup> Strategic Recommendation H of the “Fan-Led Review of Football Governance: securing the game’s future” (November 2021); available at <https://www.gov.uk/government/publications/fan-led-review-of-football-governance-securing-the-games-future/fan-led-review-of-football-governance-securing-the-games-future>.

<sup>34</sup> For example, in the 2024/25 season, the EPL provided more than £550 million to the wider football pyramid

<sup>35</sup> See the oral evidence of Rick Parry, Richard Masters and Mark Ives, given to the Public Bill Committee (14 May 2024), column 27; available at [https://hansard.parliament.uk/commons/2024-05-14/debates/2b0be659-4bfa-4f2c-b87c-2a9962ff2275/FootballGovernanceBill\(FirstSitting\)](https://hansard.parliament.uk/commons/2024-05-14/debates/2b0be659-4bfa-4f2c-b87c-2a9962ff2275/FootballGovernanceBill(FirstSitting)).

<sup>36</sup> Oral evidence of David Kogan OBE, given to the Culture, Media and Sport Committee (7 May 2025), question 54; available at <https://committees.parliament.uk/oralevidence/15827/html/>.

<sup>37</sup> The following summary assumes for ease of reference that the relevant revenues are broadcast revenues only.

- there has been or will be a material change in circumstances with regards to relevant revenue streams since the last distributions agreement (or IFR distribution order) (Condition 3); or
- there is a distribution agreement that has been in force for at least 5 years (and no IFR distribution order in effect) (Condition 4).

Following a receipt of an application (the procedural requirements of which are at section 58), the IFR “*must decide whether the resolution process should be triggered ...*”: section 59(1). The IFR can only trigger the process if it (subsection (2)):

- is satisfied that at least one of the conditions in section 57 is met,<sup>38</sup>
- has reasonable grounds to suspect that its ability to advance at least one of its objectives (at section 6) would be jeopardised if the resolution process were not triggered; and
- considers that the question or questions for resolution could not be resolved within a reasonable period of time by the exercise of other functions under the Act.

If the IFR is minded to trigger the process, it must first consult with the Football Association: section 59(5).

There are then two main stages to the dispute resolution process. The first is a **mandatory mediation** with a mediator appointed by the parties or in the absence of an agreement, the IFR itself: section 60(2)-(3). The mediator’s mandate and basis on which the mediation will come to an end (e.g. following an agreement, expiry of time limits, the mediator considers one of the parties is acting in bad faith) is set out at section 60(6) of the Act.

If the mediation stage proves unsuccessful, the parties move on to the **proposal stage**. The IFR begins this stage by inviting the competition organisers to submit proposals for how the issues in dispute should be resolved, supported by evidence: section 61, in particular subsection (3). Following its consideration of the competing proposals, the IFR must then provide the parties with a provisional decision: section 62(2). The parties are then given the chance to make representations on the proposed distribution order: section 62(4). The IFR will then proceed to making a final distribution order: section 62(6).

In reaching its conclusions, the IFR must ensure that (i) the distribution order does not place an “*undue burden*” on the commercial interests of either competition organiser, (ii) should not result in a reduction of so-called ‘parachute payments’ than had the order not been made, and (iii) more generally, seek to comply with its general duties at section 7: section 62(7)-(8) of the Act.

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<sup>38</sup> In relation to Condition 1 (no distribution agreement in force), section 59(4) provides that the IFR “may have regard to whether the situation ... has arisen as a result of bad faith on the part of either of the specified competition organisers”.



## RELEVANCE OF THE STATE OF THE GAME REPORT

The State of the Game Report – provided for at section 10 of the Act – is likely to be central to the operation of the backstop mechanism, in particular if/when the IFR is asked to make a distribution order. First, the Act requires the IFR to take the State of the Game Report into account both when considering whether to trigger the backstop (section 59(6)(b)(iv) of the Act) and when shaping the distribution order itself (section 61(3)(c)). Second, and perhaps more importantly, the State of the Game Report is likely to be pivotal in grounding the application of the IFR’s broad statutory objectives at section 7 of the Act within a concrete factual and economic matrix, especially when it comes to resolving the apparent tension between the objectives at subsections (1) and (2) – which, in very broad terms, advance competing interventionist and deregulatory objectives.

On 17 February 2026, the IFR concluded its consultation in relation to the Terms of Reference for the State of the Game Report. In the published Terms of Reference<sup>39</sup> the IFR has signalled its intention to consider various aspects of revenue distribution (§2.5):

*The IFR will: investigate the drivers of broadcast and other central revenue growth in recent years; set out how these revenues are distributed and how this has changed over time; before assessing how this affects clubs at different levels of the football pyramid. As part of this, the IFR will consider: all distribution avenues, including solidarity payments, parachute payments, and any distribution to the wider football ecosystem, including women’s football, academies, community and grassroots; any ‘cliff-edges’ between and within leagues; and interactions with the economics of the industry as set out in Section 2, as well as the IFR’s objectives.*

<sup>39</sup> See: <https://engage.footballregulator.org.uk/state-of-the-game-terms-of-reference> [accessed on 29 April 2026].



# Chapter 6

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## INVESTIGATORY POWERS AND ENFORCEMENT



# INTRODUCTION

On 12 December 2025, a second cohort of the Act's provisions came into force pursuant to The Football Governance Act 2025 (Commencement No. 2) Regulations 2025. These included the provisions in Parts 7 (sections 65-74) and 8 (sections 75-80) of the Act, which confer wide investigation and enforcement powers on the IFR, effectively providing it with teeth with which to fulfil its statutory duties.

## INVESTIGATORY POWERS

The IFR's investigatory powers include broad information gathering powers and the power to conduct investigations into "*relevant infringements*" that are listed in Schedule 7 to the Act.

### *Information gathering*

Section 65 of the Act provides that the IFR may give a person an information notice "*requiring the person to give specified information*" in circumstances where the IFR considers that the information is "*necessary for the purpose of exercising the IFR's functions under this Act*".<sup>40</sup> This is an exceptionally wide-ranging power, which encompasses inter alia allowing the IFR to take copies of the information it is given and/or require a person to obtain or generate information for the purposes of giving that information to the IFR.<sup>41</sup> The IFR must specify in any information notice certain parameters (e.g. why it requires the requested information and the time by which the requested information must be given to it).<sup>42</sup>

Section 66 of the Act gives the IFR the power to appoint "*an expert reporter*" to "*prepare, and provide the IFR with, a report in relation to a regulated club on any matter where the IFR considers that a report on the matter is necessary for the purpose of exercising the IFR's functions under this Act*".<sup>43</sup> Upon the appointment of an expert reporter, the IFR is required to provide the concerned regulated club with certain details set out in section 66(2), and the expert reporter is required to have relevant expertise and no conflict of interest pursuant to section 66(3). In circumstances where the IFR appoints an expert reporter, that expert reporter is then afforded similar information gathering powers (in the context of preparing his/her specific report) as the IFR has in general pursuant to section 65.<sup>44</sup> The concerned regulated club is then placed under a duty to cooperate with the expert reporter, and the IFR, by way of rules, may make provision for the costs of the expert report to be payable by the concerned regulated club.<sup>45</sup>

### *Investigations into relevant infringements*

The IFR's powers to conduct investigations into "*relevant infringements*" are set out in sections 67-72 of the Act. As noted, the recognised categories of "*relevant infringements*" are set out in Schedule 7 of the Act and include situations where a club operates a relevant team without an operating licence, fails to comply with a condition attached to its operating licence and/or fails to cooperate with an officer appointed by the IFR.

Where the IFR has "*reasonable grounds*" for suspecting that a person has committed a relevant infringement, it is empowered to "*conduct an investigation*".<sup>46</sup> Schedule 8 to the Act sets out the significant powers available to the IFR where it decides to conduct an investigation. In particular, the IFR is empowered to compel any person to attend an interview to "*answer questions that relate to any matter relevant to the investigation*"<sup>47</sup> and to conduct unannounced inspections of club premises under a warrant (colloquially referred to as 'dawn raids').<sup>48</sup>

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40 Section 65(1) of the Act.

41 Section 65(3) of the Act.

42 Section 65(2) of the Act.

43 Section 66(1) of the Act.

44 Section 66(4)-(6) of the Act.

45 Section 66(7) and (9) of the Act.

46 Section 68(1) of the Act.

47 Schedule 8, paragraph 2 of the Act.

48 Schedule 8, paragraph 3 of the Act

If the IFR decides to conduct an investigation, it must as soon as reasonably practicable issue an “*investigation notice*” to the individual being investigated which sets out the information required pursuant to section 68(4) of the Act (including an explanation of the matter being investigated). If the IFR considers that such a notice would prejudice the investigation, however, it is exempt from this requirement until giving the notice would not prejudice the investigation.<sup>49</sup>

During an investigation, the IFR must determine (i) whether the concerned person committed the infringement and (ii) if so, whether the concerned person had a reasonable excuse for committing the infringement.<sup>50</sup> An investigation by the IFR may result in one of three outcomes:

- **First**, the IFR may determine that the concerned person has not committed the infringement and/or that the concerned person committed the infringement but it will not take action (e.g. because the concerned person had a reasonable excuse). In such circumstances, the IFR will issue a “*closure notice*” stating and explaining this decision.<sup>51</sup>
- **Second**, in certain circumstances, the IFR may accept a commitment from the concerned person, pursuant to section 70 of the Act. A commitment must be “*appropriate*” – i.e. the IFR must consider that “*the person’s compliance with the commitment would mean that it would not be necessary to carry out an investigation so far as relating to the behaviour to which the commitment relates*”.<sup>52</sup> Further, commitments may only be accepted in relation to investigations concerning the relevant infringements set out in section 70(5), which conspicuously omit more serious infringements (such as e.g. operating a relevant team without an operating licence). The mechanics behind how the IFR must inform a person that it has accepted a commitment and/or may release a person from a commitment are set out in section 71.
- **Third**, the IFR may determine that the person has committed a relevant infringement take action as a result of that determination. In this situation, the sanctions which the IFR has the power to impose are set out under Part 8 and Schedule 9 (considered below).

Section 72 of the Act imposes an obligation on a person who knows or suspects that the IFR is conducting an investigation to preserve documents. Section 73 of the Act expressly clarifies that the IFR’s investigation powers do not require any person to disclose privileged conversations to the IFR. Notably, there is no similar exemption for commercially sensitive information, which must be handed over to the IFR with full transparency.

## ENFORCEMENT

Section 78 of the Act sets out a series of offences, including the destroying or falsifying of information, provision of false or misleading information and/or obstruction of the IFR in its functions. A person guilty of any of these offences is liable either (i) on summary conviction, to imprisonment for a term not exceeding the general limit in a magistrates’ court, to a fine or to both, or (ii) on conviction on indictment, to imprisonment for a term not exceeding 2 years, to a fine, or to both.<sup>53</sup> However, the IFR also has the power to impose sanctions on an individual in respect of these offences, so the Act makes clear that a person cannot be found guilty of an offence under this section if the IFR has imposed sanctions in relation to that offence (and *vice versa*).<sup>54</sup>

The types of sanctions that the IFR may impose are detailed in Schedule 9 of the Act. Part 1 of Schedule 9 sets out the sanctions the IFR may impose in the event of non-compliance with an information requirement or section 78. Part 2 of Schedule 9 sets out the sanctions the IFR may impose if a person is found to have committed a relevant infringement. These include the publication of public censure statements, the imposition of financial

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49 Section 68(5)-(6) of the Act.

50 Section 69(1) of the Act.

51 Section 69(2)-(3) of the Act.

52 Section 70(2) of the Act

53 Section 78(6) of the Act.

54 Sections 78(7) and 75(6) of the Act.

penalties which may amount to up to 10% of a club's global revenue or 10% of an officer's remuneration, the suspension or revocation of a club's operating licence and/or an application for injunctive relief from the Tribunal.

Section 76 of the Act provides that, where the IFR is minded to take action in accordance with section 75 and Schedule 9, it must issue and publish a "*warning notice*" which provides the concerned person with the information set out in section 76(2) (including an invitation for that person to make representations about the IFR's proposed actions). The concerned person must then be afforded at least 14 days to make representations<sup>55</sup> and the IFR must have regard to those representations prior to issuing a final decision notice.<sup>56</sup> A failure on behalf of the IFR to duly consider any representations is likely to give rise to a ground of judicial review.

Section 77 of the Act provides that the IFR must issue and publish a final decision notice as soon as reasonably practicable after the period allowed for representations under section 76 has expired. Finally, pursuant to section 79, the IFR is empowered to give urgent directions to concerned persons where it considers that a person has committed a relevant infringement, and that relevant infringement is ongoing and jeopardises the IFR's ability to advance one or more of its objectives.

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55 Section 76(3) of the Act

56 Section 76(4) of the Act.



# Chapter 7

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## REVIEWS AND APPEALS



Part 9 of the Act (sections 81-85) governs challenges to IFR decisions. It creates a two-tier system: internal reviews within the IFR, followed (where necessary) by appeals to the Competition Appeal Tribunal. This section covers the first tier: internal reviews under sections 81 to 83.

The IFR has published its Internal Reviews Procedural Framework and Costs Rules (**Framework**), which sets out how reviews will be conducted in practice, including the costs rules made under section 83(7).

## IFR REVIEWS

Schedule 10 lists 27 IFR decisions that are reviewable. These span the full range of the IFR's regulatory powers, from licensing decisions to owner and officer suitability determinations.

### *Standing*

A “concerned person” (defined as a person who appears to the IFR to be *directly affected* by the decision) may request an internal review.<sup>57</sup> The IFR must notify each concerned person of both their right to a review and their right to appeal to the CAT (section 81(1)).

### *Time limits: initial and complete requests*

According to the Act itself, the time limit for requesting a review is **seven days** from notification of the right to request one (section 82(2)). However, the Framework splits the request into two stages.<sup>58</sup>

An *Initial Request* must be submitted within **seven days** of notification, identifying the decision, explaining how the requester is a concerned person, summarising the alleged errors and stating the outcome sought. It can be kept to a single side of A4. A *Complete Request* must follow within 14 days (i.e. seven days later), containing the full submissions and evidence (capped at 25 pages excluding new evidence).<sup>59</sup> Extensions to the 14-day deadline are available only in “*the most exceptional circumstances*”.<sup>60</sup>

### *Who conducts reviews?*

The Act creates two categories of reviewer.<sup>61</sup>

- **An Expert Panel Committee.**<sup>62</sup> This covers 18 of the 27 reviewable decisions, including licensing conditions, approval decisions, directions relating to unsuitable owners and officers, urgent directions and financial penalties. The Expert Panel will comprise legal, financial, and industry experts.
- **The IFR Board.** The Board reviews the remaining 9, the most significant interventions: provisional licence revocations, owner and officer suitability determinations, disqualification orders, prohibited competition designations, ownership removal orders, distribution orders, triggering the resolution process, and licence suspension or revocation under Schedule 9.

### *The IFR's power to refuse a review*

The IFR is not obliged to carry out every review that is requested. Under section 82(4), it may decline to do so on any of the following grounds:<sup>63</sup> (a) an appeal has already been made to the CAT against the same decision (whether by the requester or anyone else); (b) the request is not in fact for a reviewable decision; (c) the requester

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<sup>57</sup> s.81(2).

<sup>58</sup> Framework, paras 4.4-4.7.

<sup>59</sup> Framework, paras 4.4-4.19.

<sup>60</sup> Framework, paras 4.10-4.11.

<sup>61</sup> Schedule 10 specifies the “applicable reviewer” for each of the 31 reviewable decisions.

<sup>62</sup> As to the Expert Panel generally, see Schedule 2, paragraphs 25-31.

<sup>63</sup> s.82(4).

is not a concerned person; (d) the request is vexatious; or (e) there is no reasonable prospect of the review resulting in the decision being varied or cancelled.

Where the IFR refuses to carry out a review, the applicable reviewer is *treated as having upheld the original decision*. The IFR must notify each concerned person and publish notice of that fact.<sup>64</sup>

The decision whether to carry out a review is taken by the IFR's Regulatory Decisions Committee (a committee of the Board), advised by General Counsel. Where accepted, a Review Letter is issued within seven days of the Complete Request, confirming the applicable reviewer, the deadline for the review decision, and any proposed consolidation.<sup>65</sup>

## *The Review process*

The reviewer has broad discretion over the *nature and extent* of the review (section 83(1)(a)). The reviewer need only have regard to representations made by the concerned person in accordance with whatever process the reviewer itself determines (section 83(1)(b)).

The timeline is tight. The IFR must notify each concerned person of the reviewer's decision within **28 days**. For Board reviews, the clock starts from the day the IFR gives notice that it will carry out the review. For Expert Panel reviews, it starts from the day the committee is established. The IFR may extend that period by up to a further **14 days** where it considers there are "special reasons" for doing so.<sup>66</sup>

Where a review is carried out, the reviewer may decide to: (a) uphold the decision; (b) vary the decision; or (c) cancel it (section 83(2)). The reviewer's decision and the reasons for it must be notified to each concerned person and published (section 83(3)).

## *Standard of review*

The Act prescribes no standard of review and the Framework declines to impose one.<sup>67</sup> The test in every case is whether the IFR's decision is "*materially wrong*". Intensity will turn on the decision: a wider margin of discretion where Parliament has framed the IFR's task in subjective or evaluative terms ("*is satisfied*" under section 21; "*considers appropriate*" under sections 46, 48 and 52); closer scrutiny on binary disputes of fact or decisions with serious consequences.

## *Suspensive effect*

A request for internal review does **not** automatically suspend the effect of the decision under challenge (section 82(7)).<sup>68</sup> The reviewer has a discretion to suspend the decision pending the review. Section 82(8), however, identifies a category of decisions whose effect cannot be stayed pending review.<sup>69</sup> These are decisions intended to take immediate effect, to protect the integrity of the game or prevent ongoing harm.

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<sup>64</sup> s.82(5)(b)–(c). This creates a "deemed" review decision which is itself appealable to the CAT.

<sup>65</sup> Framework, paras 5.3-5.5.

<sup>66</sup> s.83(5). If the IFR misses that deadline, the reviewer is treated as having upheld the original decision (s.83(6)).

<sup>67</sup> Framework, paras 6.6-6.10.

<sup>68</sup> s.82(7).

<sup>69</sup> s.82(8). These include: attaching or varying a discretionary licence condition in urgent circumstances (where s.23(6) disapplied the notice requirement); giving a direction relating to unsuitable owners and officers under s.41; specifying a competition as a prohibited competition under s.45; giving an urgent direction under s.79; and suspending or revoking a licence under paragraph 9 of Schedule 9 where the third aggravating condition is met.

## *Publication and confidentiality*

The reviewer's decision will be published. Concerned persons have a window beforehand to make confidentiality representations; the Framework warns that “*unsubstantiated or blanket claims*” will be rejected.<sup>70</sup>

### *Costs*

The IFR has made rules under section 83(7) providing that, where both the original and review decisions are final under section 83(8), the IFR may recover its costs from an unsuccessful concerned person.<sup>71</sup> There are three immediate points to note. **First**, the costs decision is taken by the applicable reviewer. **Second**, the reviewer weighs the merits of the request, the requester's conduct, the reasonableness and proportionality of costs incurred, and the requester's financial resources (as required by section 83(9)). **Third**, recoverable costs are confined to panel fees, external advisers and legal counsel, and reasonable case-specific costs; the IFR's internal legal costs are excluded.

### *Practical observations*

- **First**, the overriding practical challenge is **time pressure**. Even with the Framework's two-stage process, the Initial Request still falls due at day seven and the Complete Request at day 14, with extensions available only in the most exceptional circumstances. Contingency plans need to be in place well before an adverse decision lands.
- **Second**, for the decisions that attract a judicial review standard at the CAT, it will likely be important to **front-load** advocacy and evidence at the review stage. The CAT will not rehear the merits; it will ask whether the decision was lawful, rational and procedurally fair. A weak review submission cannot be rescued on appeal. Conversely, for the 6 “big ticket” decisions (discussed below), internal review is optional, and whether to use it is a real tactical choice. A review may resolve the matter without litigation, flush out the IFR's reasoning, or buy time. But it adds delay and risks crystallising adverse findings in a published decision that follows the appellant into the CAT.
- **Third**, the test for standing to seek an internal view (ie, a “concerned person”) is narrower than the test for appeals to the CAT, which extends to any person with a “sufficient interest”. The upshot is that some stakeholders (such as fan groups, creditors, and even rival clubs) may be unable to trigger a review but could still challenge the same decision on appeal.

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<sup>70</sup> Framework, paras 7.10-7.13.

<sup>71</sup> Framework, Annex 2.



## APPEALS TO THE CAT

Three types of IFR decision can be appealed.

- **‘Big ticket’ decisions:** these can be appealed directly to the CAT without first requesting an internal review. These are the most serious and intrusive regulatory interventions. They include revoking or suspending a club’s operating licence, determining whether a person is suitable to be a club owner/officer, or disqualifying a person from that role. Importantly, those decisions cannot be appealed while an internal review is ongoing. That creates important tactical choices about whether to seek an internal review – which may resolve the issue without litigation, buy time, or flush out more detailed reasoning – or to move straight to an appeal.
- **Review decisions:** these include any of the decisions on review covered in the previous section of this guide.
- **“Deemed” review decisions:** these are decisions treated as having been made by the IFR, either because it decided not to carry out a review (for example because it considers that the requester is not a concerned person, the request is vexatious, or there is no reasonable prospect of the decision being varied or cancelled) or because the IFR failed to give proper notice of a decision within the 28-day period.

The rules on standing that apply to CAT appeals are more permissive than for internal reviews. As well as concerned persons, “*any other person with a sufficient interest*” may bring an appeal. This mirrors the position in judicial review. The test is deliberately broad and may extend beyond those directly affected to others with a genuine stake in the outcome, encompassing a wide range of individuals, groups and organisations. Given the level of public interest in football, and the range of stakeholders involved, early CAT litigation may well entail questions of who is entitled to bring appeals in the first place.

An appeal must be brought in accordance with the CAT Rules, in particular rules 9(4) and 98B. In practice, this normally means filing a notice of appeal with the CAT within 21 days of being informed of the decision. The notice must set out the substance of the appellant’s case, including the decision being challenged, the key facts, the legal arguments and the relief sought. Given the short time limit, parties awaiting an IFR decision will need to think early about potential grounds of challenge in case the decision does not go their way.

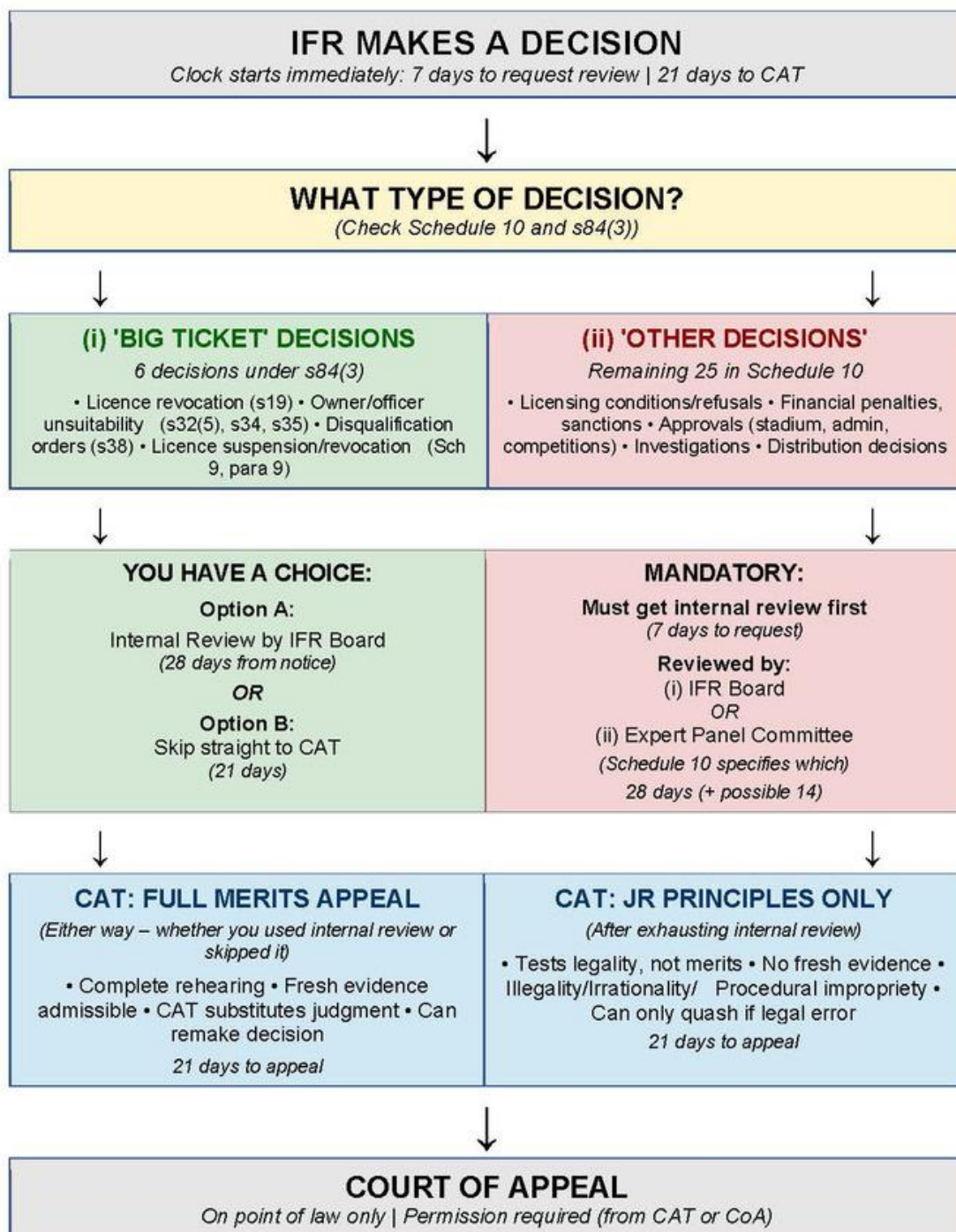
Bringing an appeal does not automatically suspend the decision under challenge. In some cases, the Act provides that the CAT has no power to suspend the decision at all, although it may be argued that the High Court may nevertheless grant interim injunctive relief pursuant to its inherent jurisdiction. The limit on the CAT’s powers to suspend certain decisions reflects the fact that some decisions are meant to take effect immediately, like preventing unsuitable owners or officers from exercising control, designating prohibited competitions, issuing urgent directions to stop ongoing breaches, or suspending or revoking a club’s licence where its conduct jeopardises the IFR’s objectives. As a result, appeals are likely to move quickly to minimise the prejudice caused while a decision remains in force, particularly in cases involving the most serious regulatory interventions.

## Section 85 governs how appeals are dealt with by the CAT

For “big ticket” decisions, the CAT will conduct a full merits review, reflecting its role as a specialist tribunal. This means stepping into the IFR’s shoes, potentially substituting its own decision or remitting the matter to the IFR for reconsideration. That may involve extensive factual and expert evidence, as well as cross-examination of witnesses. As a result, the CAT is likely to play a central role alongside the IFR itself in shaping how the regulatory regime works in practice.

All other appeals are determined on judicial review principles, focusing on legality, rationality and procedural fairness. Whether the CAT agrees with the IFR’s decision is immaterial; the question is whether there has been a legal or procedural error requiring the decision to be set aside and remade. That typically entails a less intensive standard of review, although the CAT, as a specialist tribunal, may still closely scrutinise the financial and economic reasoning underpinning IFR decisions. Where policy judgments are involved, however, the CAT is likely to show greater deference to the IFR’s assessment of how best to balance its objectives and duties.

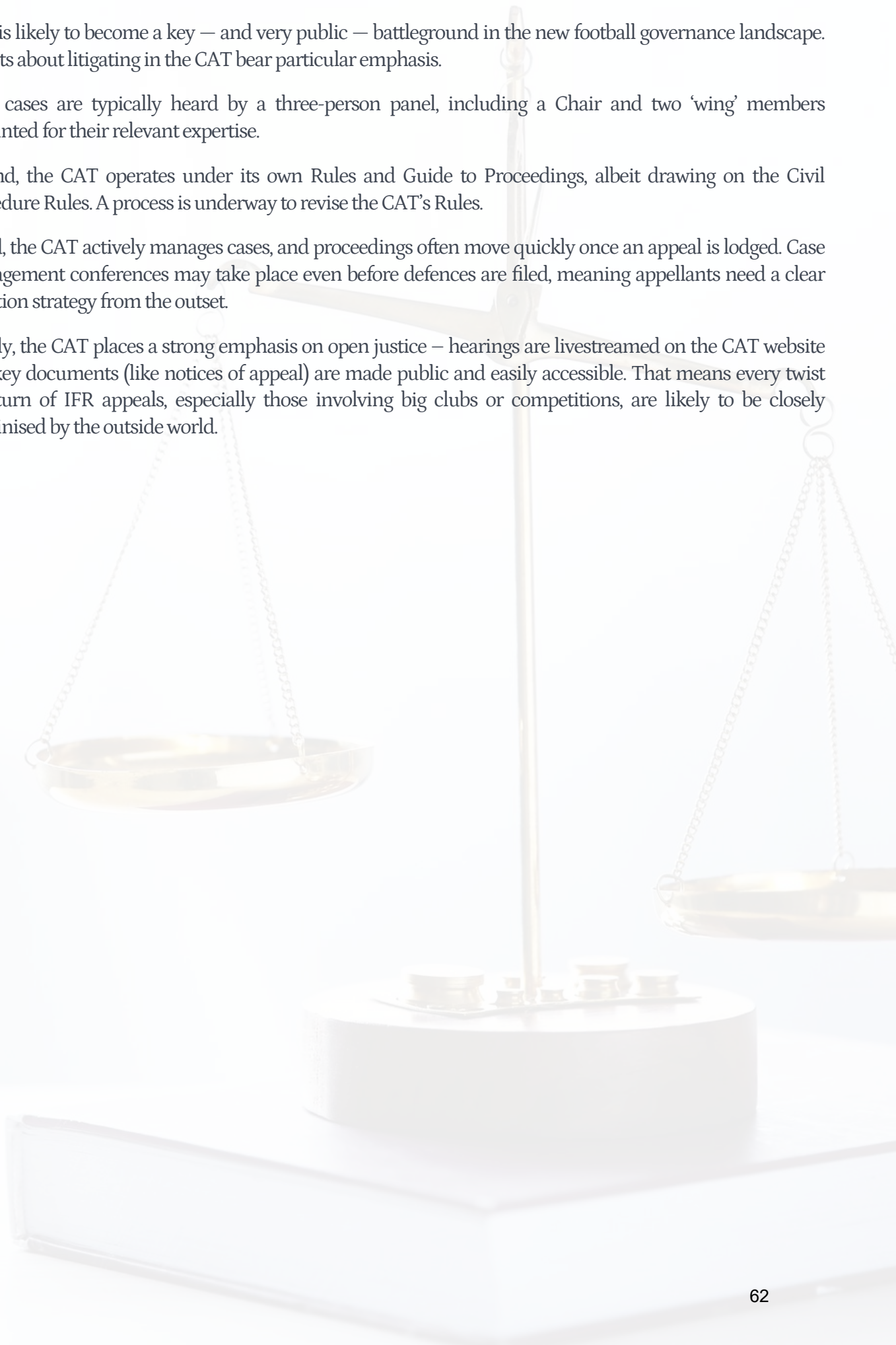
Below is a diagram showing the routes and steps to challenging IFR decisions:



## **Litigating in the CAT can feel very different from other forums**

The CAT is likely to become a key — and very public — battleground in the new football governance landscape. Four points about litigating in the CAT bear particular emphasis.

- First, cases are typically heard by a three-person panel, including a Chair and two ‘wing’ members appointed for their relevant expertise.
- Second, the CAT operates under its own Rules and Guide to Proceedings, albeit drawing on the Civil Procedure Rules. A process is underway to revise the CAT’s Rules.
- Third, the CAT actively manages cases, and proceedings often move quickly once an appeal is lodged. Case management conferences may take place even before defences are filed, meaning appellants need a clear litigation strategy from the outset.
- Finally, the CAT places a strong emphasis on open justice – hearings are livestreamed on the CAT website and key documents (like notices of appeal) are made public and easily accessible. That means every twist and turn of IFR appeals, especially those involving big clubs or competitions, are likely to be closely scrutinised by the outside world.



## Contributors:



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Ciar is a leading junior barrister whose practice focuses on competition, sport and public law. She has extensive experience in sports matters, ranging from high-profile disciplinary proceedings to competition litigation involving sports regulatory bodies



### Will Perry

Will practices in competition, public, regulatory and sports law. His experience includes judicial reviews before the CAT and private disputes about sporting rules and media rights. *"He understands complex issues and is a brilliant addition to any team. He is a star in the making."* - Chambers UK, 2026



### Antonia Fitzpatrick

Antonia is one of 11 barristers to be named in *The Lawyer's Hot 100 2026*. She is ranked as a "rising star" in the Legal 500 and as "up and coming" in Chambers UK. She has extensive experience of litigation in the CAT. Her advocacy in the CAT has included trial cross-examination and submissions, and CMCs (unled).



### Jenn Lawrence

Jenn has a lively practice across competition and sports law (inter alia). She is ranked by the Legal 500 as a "rising star" in competition law and has experience acting for and advising sports clubs and leagues in arbitration and competition law contexts.



### Natalie Nguyen

Natalie has a broad practice across competition, sports and public law. She has been instructed in a range of disciplinary proceedings and other high-profile matters including, most recently, challenges to the Premier League's Associated Party Transaction Rules. *"She's performing way above what you'd expect, she's one to watch."* - Chambers UK, 2026



### Luke Kelly

Since joining Monckton Chambers, Luke has been instructed as junior counsel in several high profile matters, including for Manchester City Football Club in its challenges to the Premier League's Associated Party Transaction Rules in private arbitration proceedings.



### Alastair Holder Ross

Alastair is developing a sports law practice alongside his competition, public and regulatory law work, including advising on regulators' powers, public law challenges to their decisions and litigation in the Competition Appeal Tribunal



### Charlie Coverman

Charlie joined Chambers as a tenant in October 2025, having successfully completed pupillage. He is developing a broad practice across all of Chambers' specialist areas. Charlie has a keen interest in all areas of sports law.

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