

COOK ISLANDS FOOTBALL ASSOCIATION INCORPORATED

GOVERNANCE REGULATIONS 2024



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DEFINITIONS AND INTERPRETATION

In these Governance Regulations, and provided the context so permits:

- a. the singular shall include the plural and vice-versa.
- b. terms referring to natural persons apply to all genders.
- c. reference to natural persons shall include any legal person or corporation; and
- d. all defined terms unless otherwise stated herein shall bear the same meaning as ascribed in the CIFA Statutes, unless the context indicates otherwise.

Article 1 Objective

1. The objective of these Governance Regulations is to complement the CIFA Statutes concerning the eligibility check to be conducted in respect of candidates for CIFA bodies (subject to the CIFA Statutes and these Regulations) by the Eligibility Committee and on-going monitoring of such office holders of CIFA bodies. It further provides for the organisation and supervision of the electoral process by the Eligibility Committee as set out in the CIFA Statutes.

Article 2 Scope of Application

1. The Governance Regulations shall apply to and regulate the duties, powers and responsibilities of the Eligibility Committee.
2. The Governance Regulations defines the Eligibility Criteria and Independence Criteria (where applicable) which every candidate and elected or appointed officeholder must fulfil to be eligible to hold office (the President, members of Council, Judicial Bodies, Standing Committees, and the General Secretary) and shall apply throughout his or her term.
3. The Governance Regulations shall apply to elections held within CIFA, the respective Clubs, Outer Island Football Associations and all other bodies subordinate to CIFA, whose regulations and procedures are controlled exclusively by CIFA.

Article 3 General Principles

1. The democratic principles of separation of powers, transparency and integrity of the CIFA must always be observed.
2. During their work and as part of their official functions, the members of the Eligibility Committee shall know and comply with all applicable laws including the CIFA Statutes and these Regulations.
3. Government interference of any kind in the electoral process or composition of the elective body of CIFA is not permitted. Consequently, government rules on elections shall not apply to the elected internal

bodies of CIFA and the electoral rules of CIFA shall not require the approval of any government body. Furthermore:

- a) CIFA shall adopt and approve the electoral rules of its elected internal bodies in accordance with these Regulations.
- b) CIFA shall inform FIFA of the commencement of the elections to its elected internal bodies, the announcement of the elections and its electoral rules at one month's notice. It shall likewise inform FIFA of the duration of the elections and of the mandates. CIFA is likewise obliged to immediately inform FIFA of any government interference in the electoral process.
- c) Unless these Regulations state otherwise, the elected internal bodies of CIFA shall continue to exercise their functions until the completion of the electoral process.

Article 4 Powers and duties of the Eligibility Committee

1. Subject to the CIFA Statutes, the Eligibility Committee shall conduct the eligibility check on the candidates for, and holders of, positions of the President, Council member, members of Judicial Bodies, Standing Committees and the General Secretary to determine if they are eligible to hold office by meeting the Eligibility Criteria and the Independence Criteria (where applicable), and that they hold any necessary qualifications as set out in the Statutes.
2. The Eligibility Committee shall also monitor if any office holder fails to meet the Eligibility Criteria and the Independence Criteria (where applicable) during their term and exercise their powers under Art. 54 of the Statutes accordingly.
4. The Council shall determine the appropriate body to conduct the eligibility check on all candidates for the Eligibility Committee and determine if they are eligible to hold office by meeting the Eligibility Criteria and the Independence Criteria.

Article 5 Composition of the Eligibility Committee

1. The Eligibility Committee shall be composed in accordance with Art. 54 of the CIFA Statutes.
2. The members of the Eligibility Committee shall elect their own chairperson, deputy chairperson and secretary.
3. The members of the Eligibility Committee shall not belong to any other body of CIFA at the same time.
4. In the event that one or more members of the Eligibility Committee stand as candidates for an elected post or are unable to carry out their duties, they shall resign from the Eligibility Committee.

Article 6 Quorum and Decisions

1. The quorum for the Eligibility Committee shall be in accordance with Art. 54 of the CIFA Statutes.

2. Decisions must be passed by a Simple Majority of the votes cast. If a vote is tied, the chairperson shall have the casting vote.
3. Members of the Eligibility Committee must decline to participate in any discussion and/or debate concerning any matter, and immediately leave the meeting, where there are grounds for questioning their impartiality and/or there is a possibility of any conflict of interest arising.
4. Decisions are recorded in the minutes signed by the chairperson or the deputy chairperson.
5. Meetings may take place:
 - a. in person.
 - b. by means of audio and visual communication, in which members of the Eligibility Committee can hear and be heard at the meeting without delay; or
 - c. by means of combination of (a) and (b) above.

Members that attend a meeting via any of these methods shall be considered as present.

Article 7 Eligibility Check

1. Any candidate, appointee or office holder, for the President, the Council, the Judicial Bodies, the Standing Committees and the General Secretary shall be required to fulfil the Eligibility Criteria and Independence Criteria (where applicable as set out in the CIFA Statutes) at all times and be verified by submitting:
 - a. the documents requested to the secretary of the Eligibility Committee or to the external organisation appointed for that purpose; and
 - b. the relevant Declaration of Eligibility or Declaration of Eligibility and Independence (Annex 1 or Annex 2 of these Regulations) prior to their (re-)election or (re-)appointment or at the Eligibility Committee's request.

If such a Declaration of Eligibility, or a Declaration of Eligibility and Independence, is not provided, the eligibility check shall be not passed.

2. In conducting such checks, the Eligibility Committee is entitled, at its sole discretion, to request the support of an external organisation to report to the Eligibility Committee on the eligibility check.
3. Member Associations must comply with any requests for information from the Eligibility Committee or their appointed external organisation, about a named person.
4. Any candidate, appointee or office holder, for the Council, the President, the Standing Committees, Judicial Bodies, the General Secretary are obliged to collaborate to establish the relevant facts. They must comply with all requests

from, or on behalf, the Eligibility Committee for any documents, information or any other material of any nature held by them. In addition, they shall comply with the procurement and provision of documents, information or any other material of any nature not held by them but which they are entitled to obtain. Non-compliance with such requests may lead to ineligibility.

5. The Eligibility Committee shall carry out the eligibility check within 10 days of receipt of the respective names and the relevant Declaration of Eligibility or Declaration of Eligibility and Independence.
6. Based on the eligibility check carried out, the Eligibility Committee shall pass a decision on the eligibility of the representative, appointee, candidate or office holder concerned and the relevant committee secretary inform them and the General Secretariat accordingly.
7. All information and all related data collected during the eligibility check must be treated as strictly confidential by the Eligibility Committee.

Article 8 Eligibility Criteria

1. In the context of carrying out eligibility checks, the Eligibility Committee shall have discretion to objectively evaluate and weigh the information gathered regarding the integrity of the candidates for, and holders of, positions. Notwithstanding this, an eligibility check shall, in principle, be not passed if the individual concerned is found to have committed misconduct that has a direct material connection to the position, he or she holds or is a candidate for. The following paragraphs of Article 8 must be applied.

A. In General

2. To be eligible to be candidate for, and holder of, a position as Council member, the President, Judicial Bodies member, Standing Committee member, General Secretary, or representative of a Member Association under Art. 10 of the CIFA Statutes, an individual must:
 - a. Be over 18 years of age.
 - b. Not be an undischarged bankrupt.
 - c. Not be prohibited from being a director under the Companies Act 2017
 - d. Not been found guilty of tax evasion.
 - e. Not be declared to lack legal capacity to manage their own affairs; or
 - f. Not be convicted of any crime involving dishonesty or any of the crimes or offences described in the Crimes Act 1969:
- . The Eligibility Committee may also take into consideration any ongoing proceedings and/or any other convictions pronounced by any Court and whose nature and sanctions would question the integrity of a proposed appointee, candidate, representative or office holder.

B. Specific sporting sanctions

3. A person who has been subject to disciplinary and/or ethics proceedings and has been sanctioned for one or more of these sanctions will be ineligible to be candidate for, and holder of, a position as Council member, the President, Judicial Bodies member, General Secretary after any ban or suspension is served and/or any fine paid, whichever is later.
4. The Eligibility Committee shall also take into consideration any ongoing disciplinary and/or ethics proceedings whose nature and sanctions would question the integrity of a person.

Article 9 Independence Criteria

1. A member of any Standing Committee or a Judicial Body cannot be determined to be “Independent” if such person, or their Immediate Family Member, within the last twelve (12) months preceding their term:
 - a. is, or was, a Council member, judicial body member, an officer or committee member of any Football Organisation; or
 - b. is, or was, a Football Organisation paid employee; or
 - c. has, or had, a Material Business Relationship with any Football Organisation.

Provided that a Judicial Body member can be a judicial body member of another Football Organisation.

2. The capitalised terms shall have the following meanings:
 - a. **“Material Business Relationship”** means, with respect to any person, that such person has been, or such person is a current director or executive officer or employee of or owns, directly or indirectly, 10% or more of the equity of any entity that has made payments to or received payments from any Football Organisation or any CIFA Council member (either directly or indirectly) sponsor, auditor, outside counsel or other paid adviser or contractor of any Football Organisation or any CIFA Council member for property or services in an amount which, in any single year, exceeds NZD 1000. Any compensation or other amounts paid to any such person in their capacity as a member of the judicial body of any Football Organisation shall not constitute a material business relationship within the meaning of this provision.
 - b. **“Immediate Family Member”** means, with respect to any person, such person’s spouse or domestic partner, parents, grandparents, siblings, uncles, aunts, children (including any step-child or adopted child), grandchildren, son-, daughter-, brother-, sister-, father- or mother-in-law and the spouse of such persons, and including anyone else, whether by blood or otherwise, with whom the individual has a relationship akin to a family relationship and to whom such person provides financial support.

- c. **“Football Organisation”** means FIFA, OFC, CIFA and any Outer Island Association or Club.
3. The Eligibility Committee shall also take into consideration any circumstances which they may consider influencing the independence of any person.

Article 10 Submission of candidates

1. The General Secretariat shall immediately forward all nominations of candidates upon the closing of relevant nomination period to the Eligibility Committee for examination and for passing a decision on eligibility of the candidate.
2. The General Secretariat shall immediately forward all names of appointees upon their appointment by the CIFA Council to the Eligibility Committee for examination and for passing a decision on their eligibility to be appointed to a Standing Committee or a Judicial Body.
3. During the term of office, in the event there are circumstances that raise concerns over the eligibility of an office holder, the relevant information and supporting documents shall be submitted to the Eligibility Committee for review and decision. The Eligibility Committee shall exercise their powers under Art. of the CIFA Statutes.

Article 11 Appeal

1. Decisions of the Eligibility Committee may be appealed against with the Appeal Committee in accordance with the CIFA Statutes, with the following conditions:
 - a. An appeal shall be lodged within five (5) days upon notification of the decision by the Eligibility Committee.
 - b. The appeal shall be decided by the Appeal Committee composed of at least three (3) members and within three (3) days of receiving the appeal; and
 - c. The decisions are signed by the chairperson of the Appeal Committee.
2. Subject to Article 11.1 above, the procedural rules set out in the CIFA Disciplinary Code shall apply.

Article 12 Elections

1. The Eligibility Committee is responsible for all tasks relating to the organisation and the running and supervision of the election activities conducted at Congress (Elections). In particular, it is responsible for:
 - (a) strictly enforcing CIFA’s Statutes and regulations.
 - (b) strictly enforcing the statutes, directives and regulations of FIFA and the regulations of CIFA and OFC where they do not contradict FIFA regulations.
 - (c) strictly enforcing the statutory deadlines for elections.
 - (d) distributing information to the Voting Members at Congress and to

- government bodies, the media and the public.
- (e) managing relations with government bodies (where necessary).
 - (f) the candidature procedure (launch, distribution of information, evaluation, publication of official list etc.)
 - (g) organising, in administrative and technical terms, the Elections.
 - (h) drawing up the list of voters in accordance with CIFA's statutory provisions.
 - (i) the voting procedure
 - (j) all other tasks necessary to ensure the smooth running of the Elections.
2. Logistical matters shall be taken care of by CIFA.

A. CANDIDATURES

Article 13 Criteria, Submission and Examination of Candidatures

1. The eligibility criteria of candidates, and submission and examination of candidatures are recorded in the relevant provisions of the CIFA Statutes.

Article 14 Distribution of the final official list

1. The final official list of candidates shall be sent to all the Voting Members in accordance with the relevant provisions of the CIFA Statutes.

B. VOTING PROCEDURE

Article 15 Convoking Congress

1. Congress shall be convoked in accordance with the CIFA Statutes. Notification shall be addressed to all Voting Members at Congress.

Article 16 Duties of the Eligibility Committee

1. The duties of the Eligibility Committee are as follows:
- a) to monitor the voting procedure during the Elections using the electoral register that it has compiled.
 - b) to count the votes.
 - c) to take any decision that is necessary regarding the validity or invalidity of ballot papers.
 - d) in general, to pass a definitive decision on any matters relating to the voting procedure during Congress.
 - e) to draft official minutes of the election and distribute them to the Voting Members and, where necessary, to government authorities.
 - f) to declare the official results.
 - g) to organise a media conference, where necessary.

Article 17 Ballot papers

1. CIFA shall produce the ballot papers under the supervision and charge of the Eligibility Committee. The ballot papers shall be printed clearly

and legibly.

Article 18 Seating during the vote

1. The Eligibility Committee shall ensure that the Voting Members are seated in such a way as to allow them to complete their ballot paper in secret. If any of the Voting Members feel that they are not able to complete their ballot paper in secret, then they must notify the Eligibility Committee who shall then arrange appropriate seating.

Article 19 Vote

1. A member of the Eligibility Committee shall explain in detail the voting procedure, including the voting specifics as provided in Annex 3, and cite any relevant statutory or legislative provisions.
2. The Eligibility Committee will pass out the ballot papers for the vote to the Voting Members.
3. The Voting Member completes the ballot paper in their seat and the Eligibility Committee then collects the ballot paper. The Voting Member must have signed the electoral register on arrival to be eligible to vote.
4. The counting procedure begins as soon as all ballot papers are collected by the Eligibility Committee. Once all ballot papers have been collected, members of the Eligibility Committee will count the ballot papers.

C. COUNT

Article 20 General principles and decisions in the event of dispute

1. Only the members of the Eligibility Committee may take part in the count.
2. In the event of a dispute regarding the validity or invalidity of a ballot paper, the validity or invalidity of a vote, the drafting of the minutes, the declaration of the results or any other matter relating to the counting procedure, the Eligibility Committee's decision shall be final.

Article 21 Invalid ballot papers

1. The following are considered invalid:
 - a) ballot papers that do not bear the official distinctive marks defined by the Eligibility Committee (if any)
 - b) ballot papers that bear any words other than the names of the candidates
 - c) ballot papers that are illegible or have been defaced.
 - d) ballot papers that bear identifying marks.
2. The chairman of the Eligibility Committee shall write on the back of any invalid ballot paper (in red) the reasons for its invalidity and confirm with a signature.

Article 22 Count and declaration of results

1. Once the ballot papers have been collected, the members of the Eligibility Committee shall count the number of ballot papers and verify their validity. If the number of ballot papers is equal to or less than the number of ballot papers issued, the ballot is valid. If it exceeds the number of ballot papers issued, the ballot shall be declared void and recommence immediately in accordance with the procedure described above.
2. After the number of ballot papers has been verified, the members of the Eligibility Committee shall proceed to count the number of votes cast for each different candidate.
3. Once the count has been completed and verified, the chairman of the Eligibility Committee shall officially declare the results to the Voting Members at Congress.
4. If a second (or subsequent) round of voting is required, the voting procedure shall be repeated in accordance with the above articles. The Voting Members at Congress are also to be informed of the statutory provisions that apply for the second (and subsequent) rounds of voting (e.g. any changes to the majority required, elimination of candidates).

Article 23 Declaration of final results

1. After each round of the election, the chairman of the Eligibility Committee shall declare the results officially to the Voting Members at Congress.
2. The final minutes shall be recorded in the deliberations of Congress and distributed to the Voting Members at Congress and, where necessary, to government bodies.
3. The ballot papers shall be destroyed by a member of the Eligibility Committee at the end of the Congress.

Article 24 Verification of procedure

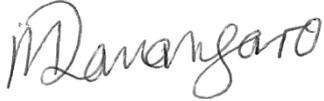
1. CIFA Legal Counsel or other person of equivalent legal status recognised by the courts shall attend the Congress and assist in the procedure. Such person shall also be responsible for verifying the identity of the voters and ensuring compliance with the voting procedure.

Article 25 Adoption and Enforcement

1. These Regulations, together with their annexes, which form an integral part of these Regulations, were approved by the CIFA Council on the 2nd May 2024 and they will come into force immediately.

At Rarotonga, Cook Islands this 2nd day of May 2024

For CIFA



Moeroa Tamangaro
Acting President



Allen Parker
General Secretary

5. I have /have not been declared to lack legal capacity to manage my own affairs:

If you have been declared to lack legal capacity, please specify the circumstances, dates and provide a copy of the decision:

.....
.....
.....

6. I have/ have not been subject to any disciplinary sanctions or similar measure imposed on me by any sport's governing body for actions equivalent or similar to any misconduct set out in the CIFA Disciplinary Code, the CIFA Code of Ethics or the OFC Code of Ethics or the FIFA Code of Ethics.

If you have been previously sanctioned or had a similar measure imposed, please specify the circumstances and provide a copy of the decision:

.....
.....
.....

7. If you are the subject of any pending disciplinary proceedings or investigations, please specify the circumstances:

.....
.....
.....

8. I acknowledge I am subject to the CIFA Disciplinary Code and the CIFA Code of Ethics relating to integrity issues, and I am fully compliant with such regulations at the time of submitting this declaration.

In this respect, I acknowledge that the CIFA Code of Ethics also apply to conduct which occurred before it entered into force.

9. I currently hold the following positions in football:

.....
.....
.....

10. I am fully aware that I must notify the body conducting the eligibility check of any relevant facts and circumstances arising after the eligibility has been completed, and that a failure to do so may result in sanctions being imposed by the appropriate CIFA body.

11. I am fully aware that I am obliged to establish the relevant facts regarding the eligibility check I am subject to. I will comply with requests for any documents,

information or other material of any nature held by me. I will comply with the procurement and provision of documents, information and other material of any nature not held by me but which I am entitled to obtain. I am fully aware and confirm that non-compliance with such requests may result in sanctions being imposed by the CIFA Disciplinary and Ethics Committee.

13. I am fully aware and confirm that the body conducting the eligibility check may also request information directly from the relevant institutions such as CIFA Member Associations, FIFA, OFC, Ministry of Justice, the Law Society, the police, the courts or any equivalent body in my territory and the Court of Arbitration for Sport. In this regard, I hereby release the relevant institutions from the obligation of confidentiality relating to the information concerned.
14. I confirm my resume submitted to the Eligibility Committee is accurate, complete and not misleading if I am candidate or appointee to the Audit and Risk Committee. [Not needed for the CIFA Council members, CIFA President, FIFA Council members or the CIFA General Secretary.]
15. I am completely aware and agree that this declaration shall be made available to the Eligibility Committee who may decide to make it available to other bodies of the CIFA (e.g., CIFA Disciplinary and Ethics Committee, CIFA Council) and/or to an external firm in charge of conducting the eligibility check.

Signature:

Place:

Date:

ANNEX 2 DECLARATION OF ELIGIBILITY AND INDEPENDENCE

This declaration of eligibility and independence:

- must be submitted by any candidate or appointee for a position of member of the Judicial bodies (Appeal Committee and Disciplinary and Ethics Committee).
- must have a resume attached.

I, _____ Full Given Name(s) and Surname

Date of Birth: _____ (to verify that you are over 18 years of age)

HEREBY DECLARE THE FOLLOWING:

1. I have /have not been convicted by any state court of any offence or tax evasion:

If you have been previously convicted of an offence, please specify the circumstances, and provide a copy of the decision:

.....
.....
.....

2. If you are the subject of any pending civil or criminal proceedings or investigations, please specify the circumstances:

.....
.....
.....

3. I am/am not an undischarged bankrupt.

If you are undischarged bankrupt, please specify the circumstances and provide a copy of the decision.

.....
.....
.....

4. I have/have not been prohibited from being a director of a company.

If you have been prohibited, please specify the circumstances, dates and provide a copy of the decision:

.....
.....

5. I have /have not been declared to lack legal capacity to manage my own affairs:

If you have been declared to lack legal capacity, please specify the circumstances, dates and provide a copy of the decision:

.....
.....
.....

6. I have/ have not been subject to any disciplinary sanctions or similar measure imposed on me by any sport's governing body for actions equivalent or similar to any misconduct set out in the CIFA Disciplinary Code, the CIFA Code of Ethics or the OFC Code of Ethics or the FIFA Code of Ethics.

If you have been previously sanctioned or had a similar measure imposed, please specify the circumstances and provide a copy of the decision:

.....
.....
.....

7. If you are the subject of any pending disciplinary proceedings or investigations, please specify the circumstances:

.....
.....
.....

8. I acknowledge I am subject to the CIFA Disciplinary Code and the CIFA Code of Ethics relating to integrity issues, and I am fully compliant with such regulations at the time of submitting this declaration.

In this respect, I acknowledge that the CIFA Code of Ethics also apply to conduct which occurred before it entered into force.

9. For the last three years, I have held the following positions in football (if applicable):

.....
.....
.....

“Material Business Relationship” means, with respect to any person, that such person has been, or such person is a current director or executive officer or employee of or owns, directly or indirectly, 10% or more of the equity of any entity that has made payments to or received payments from any Football Organisation or any CIFA Council member (either directly or indirectly) sponsor, auditor, outside counsel or other paid adviser or contractor of any Football Organisation or any CIFA Council member for property or services in an amount

which, in any single year, exceeds NZD 1000. Any compensation or other amounts paid to any such person in their capacity as a member of the judicial body of any Football Organisation shall not constitute a material business relationship within the meaning of this provision.

“Football Organisation” means FIFA, CIFA and any Member Association.

I have the following Material Business Relationship(s) as defined above:

.....
.....
.....

10. The following personal interests may give rise to a potential conflict of interest (Article 19 of the CIFA Code of Ethics):

.....
.....
.....

11. I am fully aware that I must notify the body conducting the eligibility check of any relevant facts and circumstances arising after the eligibility has been completed, and that a failure to do so may result in sanctions being imposed by the appropriate CIFA body.

12. I am fully aware that I am obliged to establish the relevant facts regarding the eligibility check I am subject to. I will comply with requests for any documents, information or other material of any nature held by me. I will comply with the procurement and provision of documents, information and other material of any nature not held by me but which I am entitled to obtain. I am fully aware and confirm that non-compliance with such requests may result in sanctions being imposed by the CIFA Disciplinary and Ethics Committee.

13. I am fully aware and confirm that the body conducting the eligibility check may also request information directly from the relevant institutions such as CIFA, FIFA, OFC, Ministry of Justice, the Law Society, the police, the courts or any equivalent body in my territory and the Court of Arbitration for Sport. In this regard, I hereby release the relevant institutions from the obligation of confidentiality relating to the information concerned.

14. I confirm my resume submitted to the Eligibility Committee is accurate, complete and not misleading if I am candidate or appointee to the Audit and Risk Committee. [Not needed for the CIFA Council members, CIFA President or CIFA General Secretary.]

15. I am completely aware and agree that this declaration shall be made available to the Eligibility Committee who may decide to make it available to other bodies

of the CIFA (e.g., CIFA Disciplinary and Ethics Committee, CIFA Council) and/or to an external firm in charge of conducting the eligibility check.

Signature:

Place:

Date:

ANNEX 3

The voting specifics for each election include the following:

Nb. For clarity, if there are three vacant positions on the Council – this is one election.

- 1 The Clubs and Outer Island Associations are entitled to one (1) vote each. Each Voting Member will be given the relevant number of ballot paper accordingly.
- 2 Each ballot paper will list the names of the candidates as approved by the Eligibility Committee and duly submitted to CIFA in accordance with the provisions of these Regulations.
- 3 Each Voting Member may vote for (by selecting on the ballot paper) any number of candidates up to the number of vacant positions that there are for that specific election.
- 4 In the event that there are more candidates than there are the number of vacant positions, after the first round of voting, the candidate with the least amount of votes will be eliminated.
- 5 The above process will be repeated until the number of candidates is equal to the number of vacant positions.
- 6 If there two or more candidates that have the same least amount of votes then a separate vote shall then be held to determine which of such candidates will be eliminated.
- 7 Subject to paragraphs 3 – 5 above, after the voting procedure has been completed, as determined by the Eligibility Committee in its sole discretion, a candidate will be considered to have filled a vacant position if such candidate has been voted for by a majority of the votes cast by the Voting Members i.e. more than 50% of Total Voting Strength.

Guidance Note

In accordance with CIFA Statutes, to be a valid vote:

- A *there must be a quorum at Congress, being a majority (more than 50%) of the Total Voting Strength (to be determined at the outset of Congress) (under 27.1); and*
- B *a majority (more than 50%) of the Total Voting Strength casts a vote (under 28.2).*