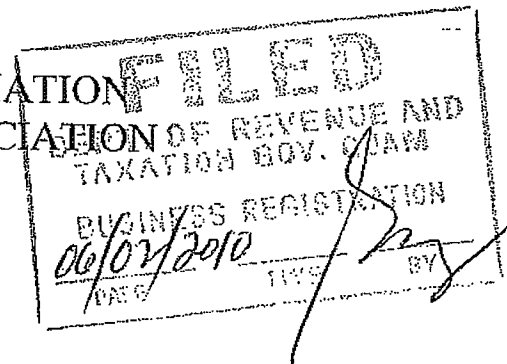


EXHIBIT 1

AMENDED ARTICLES OF ASSOCIATION
FOR THE GUAM FOOTBALL ASSOCIATION



DEFINITIONS:

The terms given below denote the following:

GFA: Guam Football Association

FIFA: Fédération Internationale de Football Association.

AFC: Asian Football Confederation.

Association: a football Association recognized by and a Member of FIFA.

League: an organization subordinate to an Association.

Regional Association: an organization subordinate to an Association.

Confederation: a group of Associations recognized by FIFA and belonging to the same continent (or similar geographic area).

Club: Member of a football Association (that is itself a Member of FIFA).

Officials: all board members, committee members, coaches, referees and attendants as well as other people responsible for technical, medical and administrative matters at FIFA, a Confederation, Association, League or Club.

Player: a football player registered with an Association.

Congress: the supreme body of GFA.

Executive Committee: the executive body of GFA.

Member: a legal or natural person that has been admitted into membership of GFA by the Congress.

Association Football: the game controlled by FIFA and organized in accordance with the Laws of the Game.

IFAB: the International Football Association Board.

Ordinary Courts: state courts which hear public and private legal disputes.

Arbitration Tribunal: private court of justice acting instead of an Ordinary Court.

CAS (TAS): Court of Arbitration for Sport (Tribunal Arbitral du Sport) in Lausanne (Switzerland).

References to natural persons include both genders. The singular case applies to the plural and vice-versa.

I. GENERAL PROVISIONS

Article 1 Name, headquarters, legal form

1. Guam Football Association is a not for profit, non stock association organized in compliance with the laws of Guam. It is formed for an unlimited period.
2. The headquarters are in Harmon, Dededo, Guam.
3. GFA is a Member of FIFA and of AFC.

Article 2 Objectives

The Association is organized and shall be operated exclusively for charitable and educational purposes as specified in Section 501©(3) and as qualified amateur sports organization under 501(j) of the Code with the following objects:

1. To promote the interests of and to teach the sport of football (soccer) to the youth of Guam in order to aid and assist in combating juvenile delinquency or lessening the burden of the government.
2. To organize competitions in Association Football in all its forms at a national level, by defining precisely, as required, the areas of authority conceded to the various Leagues of which it is composed.
3. To provide a supervised program of competitive football games in Guam under the rules and policies of the Federation International de Football Association (FIFA).
4. To provide a supervised program for the training of players, referees, officials and coaches.
5. To conduct or to support and develop and to select football players to represent Guam in national or international competitions.
6. To ensure compliance by all persons involved in football, indoor football or mini-football in the Territory of Guam (whether to be players, administrators, officials, or otherwise) with the articles, rules and directives of FIFA and compliance with the laws of the game football as determined from time to time by FIFA.

7. To improve the game of football constantly and promote, regulate and control it throughout the territory of GFA in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programs.
8. To draw up regulations and provisions and ensure their Enforcement.
9. To protect the interests of its Members.
10. To respect and prevent any infringement of the statutes, regulations, directives and decisions of FIFA, of AFC, and GFA as well as the Laws of the Game and to ensure that these are also respected by its Members.
11. To prevent all methods or practices which might jeopardize the integrity of matches or competitions or give rise to abuse of Association Football.
12. To control and supervise all friendly football matches of all forms played throughout the territory of GFA.
13. To manage international sporting relations connected with Association Football in all its forms.
14. To host competitions at international and other levels.

Article 3 Restrictions

1. Guam The Association shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in Section 501©(3) and 501(j) of the Code.
2. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
3. The Association, Members, and Officials of GFA must observe the Statutes, regulations, directives, decisions and the Code of Ethics of FIFA, of AFC, and of GFA in their activities.
4. The Association shall never be operated for the primary purpose of carrying on trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Association shall be used, nor shall the

Association ever be organized or operated, for the purposes that are not exclusively charitable or educational within the meaning of Code Sections 501 © (3) and 501(j).

5. Subject to the foregoing provisions of this ARTICLE 3, the powers and purposes of the Association shall at all times be construed and limited as to enable the Association to qualify as a non-profit Association organized.

Article 4 Neutrality and non-discrimination

Political and religious neutrality as well as the fight against racism and the punishment of any kind of discrimination is of great concern to FIFA.

1. GFA is neutral in matters of politics and religion.
2. Discrimination of any kind against a country, private person or group of people on account of ethnic origin, gender, language, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.

Article 5 Promoting friendly relations

1. GFA shall promote friendly relations between its Members, Clubs, Officials and Players and in society for humanitarian objectives.
2. Every person and organization involved in the game of football is obliged to observe the Statutes, regulations and the principles of fair play as well as the principles of loyalty, integrity and sportsmanship.
3. GFA shall provide the necessary institutional means to resolve any internal dispute that may arise between Members, Clubs, Officials and Players of GFA.

Article 6 Players

1. The status of Players and the provisions for their transfer shall be regulated by the Executive Committee of GFA in accordance with the current FIFA Regulations for the Status and Transfer of Players.
2. Players shall be registered in accordance with the regulations of GFA.

Article 7 Laws of the Game

GFA and each of its Members play Association Football in compliance with the Laws of the Game issued by IFAB. Only IFAB may lay down and alter the Laws of the Game.

Article 8 Conduct of bodies and Officials

The bodies and Officials of GFA must observe the Statutes, regulations, directives, decisions and the Code of Ethics of FIFA, AFC and of GFA in their activities.

Article 9 Official languages

1. The official language of GFA shall be English. In the event of any divergence between the interpretation of texts in different languages, the text written in English shall be regarded as authoritative.
2. The official language at the Congress shall be English.

II. MEMBERSHIP

Article 10 Admission, suspension and expulsion

1. The Congress shall decide whether to admit, suspend or expel a Member.
2. Admission may be granted if the applicant fulfils the requirements of GFA.
3. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards GFA or other Members of GFA, but leads to cancellation of all rights in relation to GFA.

Article 11 Admission

1. **Class Of Memberships And Rights.** The Association shall have one class of members called Organization Members (also hereinafter known as "Clubs" or "Organizations"), except that the Association shall admit new members as Provisional Organization Members for a minimum period of one year upon acceptance for admission by the Executive Committee as outlined below. Each Organization Member shall be permitted one vote at Congress. Suspended and Provisional Organization Members shall not be entitled to vote. There shall be no individual or personal members in the Association. Organizations shall be clubs, players group, referees group or coaches group.
2. **Qualification Of Organization Members.** Any club or organization duly established under and in compliance with the laws of Guam and the governing rules of FIFA, AFC, and GFA, and which desires to promote the interests and objectives of the Association is qualified to become an organization member of the Association.
3. **Admission To Membership.** Any club or organization as defined in Article 11, Section 2 shall make a written application to the Executive Committee for

membership in the Association. The applicant shall be admitted as a Provisional Organization Member upon the written approval and written appointment of the Executive Committee. Any member of the Association may submit to the Executive Committee recommendations for appointment to membership. The club or organization's application for membership shall be submitted to the General Membership for a vote at the next Congress after the applicant has been a Provisional Organization Member for at least one year. Congress may admit the applicant as an Organization Member, extend for one-year its status as a Provisional Organization Member, or reject its application for membership. Any action taken shall require a majority of the votes cast at Congress.

4. **Assessments.** Clubs and organizations shall be assessed at a rate determined by the Executive Committee.
5. **Number Of Members.** There is no limit on the number of Clubs and organizations the Association may admit.
6. **Membership Book.** The Association shall keep a membership book containing the name and address of each Club and organizations. Termination of the membership of any Club and organizations shall be recorded in the book, together with the date on which such membership ceased. Such book shall be kept at the Association's principal office and shall be available for inspection by any Executive Committee Member or Club and organization of the Association during regular business hours.
7. **Non-Liability Of Members.** No club, organizations, official, or Executive Committee member of this Association shall be personally liable for the debts, liabilities, or obligations of the Association.
8. **Non-Transferability Of Memberships.** Membership in the Association is non-transferable and non-assignable.
9. **Formalities for the Admission of Members.** Application for membership shall be made in writing and contain the following:
 1. Applicant must declare to conform to the Articles and Regulations of GFA and to those of FIFA and AFC; and to ensure that these are also respected by its own Members, clubs, officials and players;
 2. Observe the Laws of the Game established by IFAB;
 3. Inaugurate the articles (if necessary);
 4. Said articles must contain a declaration that it recognizes the Court of Arbitration for Sport(CAS) in Lausanne, as specified in these statutes;

5. Upon acceptance, pay a subscription fee as set by the Congress;
 6. A list of Officials, specifying those who are authorized signatories with the right to enter into legally binding agreements with third parties;
 7. A declaration that it undertakes to organize or participate in friendly matches only with the prior consent of GFA;
 8. Copy of the minutes of its last congress or constitutional meeting;
 9. A copy of its legally valid statutes and regulations;
 10. A declaration that it is located and registered (if legally required) in the territory of Guam;
 11. A declaration that it will play all official home matches in the territory of Guam;
 12. A declaration to the effect that the legal composition of the applicant guarantees that it can make decisions independently of any external entity;
10. This article shall not affect the status of existing Members.

Article 12 Request and procedure for application

1. The procedure for admission shall be regulated by special regulations approved by the Executive Committee of GFA.
2. The Executive Committee shall request the Congress either to admit or not to admit an applicant. The applicant may state the reasons for its application to the Congress.
3. The new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

Article 13 Members' rights

1. The Members of GFA have the following rights:
 - a) to take part in the Congress of GFA, to know its agenda in advance, to be called to the Congress within the prescribed time and to exercise their voting rights;
 - b) to draw up proposals for inclusion in the agenda of the Congress;

- c) to nominate candidates for all bodies of GFA to be elected;
 - d) to be informed of the affairs of GFA through the official bodies of GFA;
 - e) to take part in competitions [if applicable] and/or other sports activities organized by GFA;
 - f) to exercise all other rights arising from the Statutes and regulations of GFA.
2. The exercise of these rights is subject to other provisions in these statutes and the applicable regulations.

Article 14 Members' obligations

- 1. Each member must inform the Association of the name of its officers and the name of the person responsible for conducting official correspondence.
- 2. Each member is obliged to inform the Association of modifications made to its articles.
- 3. The members must keep all accounts for any dues, registration of players, club fees, league fees for any of its teams, and any other assessments current and fully paid.
- 4. Members must comply with all local laws pertaining to their organization and provide upon request certification that they are in good standing and legally entitled to conduct activities as a club, team or organization.
- 5. Members must actively participate in the youth, senior leagues, competitions and tournaments organized by the association in the manner and frequency set forth by the Executive Committee.
- 6. to comply fully with the Statutes, regulations, directives and decisions of FIFA, AFC and GFA at all times and to ensure that these are also respected by its members;
- 7. to ensure the election of its decision-making bodies;
- 8. to respect the Laws of the Game as laid down by IFAB and to ensure that these are also respected by its members through a statutory provision;
- 9. to adopt a statutory clause specifying that any dispute requiring arbitration involving itself or one of its members and relating to the Statutes, regulations, directives and decisions of FIFA, AFC, GFA or the League(s) shall come

solely under the jurisdiction of the appropriate Arbitration Tribunal of FIFA, AFC, or GFA and that any recourse to Ordinary Courts is prohibited;

10. to communicate to GFA any amendment of its statutes and regulations as well as the list of its Officials or persons who are authorized signatories with the right to enter into legally binding agreements with third parties;
11. not to maintain any relations of a sporting nature with entities that are not recognized or with Members that have been suspended or expelled;
12. to observe the principles of loyalty, integrity and good sporting behavior as an expression of fair play through a statutory provision;
13. to observe the mandatory items specified under article 11 paragraph 9 for the duration of their affiliation;
14. to administer a register of members which shall regularly be updated;
15. to comply fully with all other duties arising from the Statutes and other regulations of FIFA, AFC and GFA.

Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Statutes.

Article 15 Suspension

1. The Congress is responsible for suspending a Member. The Executive Committee may, however, suspend a Member that seriously and repeatedly violates its obligations as a Member with immediate effect. The suspension shall last until the next Congress, unless the Executive Committee has lifted it in the meantime.
2. A suspension shall be confirmed at the next Congress by two thirds of the votes taken. If it is not confirmed, the suspension is automatically lifted.
3. A suspended Member shall lose its membership rights. Other Members may not entertain sporting contact with a suspended Member. The Disciplinary Committee may impose further sanctions.
4. Members that do not participate in the sports activities of GFA as set forth by the Executive Committee shall be suspended from voting at the Congress and their representatives shall not be elected or appointed until they have fulfilled their obligations in this respect.

Article 16 Expulsion

1. The Congress may expel a Member if:
 - a) it fails to fulfill its financial obligations towards GFA;
 - b) it seriously violates the Statutes, regulations, directives or decisions of FIFA, AFC and GFA;
 - c) The presence of an absolute majority (50% + 1) of Members entitled to vote at the Congress is necessary for an expulsion to be valid, and the motion for expulsion must be adopted by a three-fourths majority of the valid votes cast.

Article 17 Resignation

1. A Member may resign from GFA with effect from the date stated therein. Notice of resignation must reach the general secretariat no later than thirty days prior to the effective date.
2. The resignation is not valid until the Member wishing to resign has fulfilled its financial obligations towards GFA and the other Members of GFA.

Article 18 Status of Clubs, Members, Leagues.

1. Clubs, Leagues, Regional Associations or any other groups of Clubs affiliated to GFA shall be subordinate to and recognized by GFA. These Statutes define the scope of authority and the rights and duties of these Clubs and groups. Their statutes and regulations must be approved by the Executive Committee of GFA.
2. The affiliated Clubs and groups of GFA shall take all decisions on any matters regarding their membership independently of any external body. This obligation applies regardless of their corporate structure.
3. In any case, no natural or legal person (including holding companies and subsidiaries) shall exercise control over more than one Club or group whenever the integrity of any match or competition could be jeopardized.

III. HONORARY PRESIDENT AND HONORARY MEMBER

Article 19 Honorary president and honorary member

1. The Congress may bestow the title of honorary president or honorary member upon any persons for meritorious service to football.

2. The Executive Committee shall make these nominations.
3. The honorary president or honorary member may take part in the Congress. They may join the debates but are not entitled to vote.

IV. ORGANISATION

Article 20 Bodies of GFA

1. The Congress is the supreme and legislative body.
2. The Executive Committee is the executive body.
3. Standing and ad-hoc committees shall advise and assist the Executive Committee in fulfilling its duties. Their duties, composition and function are defined in these Statutes and/or special regulations drawn up by the Executive Committee.
4. The general secretariat is the administrative body.
5. The judicial bodies are the Disciplinary Committee and the Appeal Committee.
6. The bodies of GFA shall be either elected or appointed by GFA itself without any external influence and in accordance with the procedures described in these Statutes.

A. CONGRESS

Article 21 Definition and composition of the Congress

1. The Congress is the meeting at which all of the Members of GFA regularly convene. It represents the supreme and legislative authority of GFA. Only a Congress that is regularly convened has the authority to make decisions.
2. A Congress may be an Ordinary or Extraordinary Congress.
3. The President shall conduct the Congress business in compliance with the standing orders of the Congress.
4. The Congress may appoint observers who take part in the Congress without the right to debate or to vote.
5. The honorary presidents or honorary members may take part in the Congress. They may join the debates but are not entitled to vote.

Article 22 Delegates and votes

1. The Congress is composed of two delegates from each Member.
2. Delegates must belong to the Member that they represent and be appointed or elected by the appropriate body of that Member. They must also be able to produce evidence of this upon request.
3. Each Member is entitled to one vote and shall designate which delegate possesses the voting right on behalf of the Member.
4. The Executive Committee and the General Secretary shall take part in the Congress without voting rights. Members of the Executive Committee may not be appointed as delegates for their association.

Article 23 Areas of authority

The Congress has the following authority:

- a) adopting or amending the Statutes, regulations governing the application of the Statutes and the standing orders of the Congress;
- b) appointing two Members to check the minutes and approving the minutes of the last meeting;
- c) electing the President and the vice-presidents and members of the Executive Committee;
- d) appointing the scrutinizers;
- e) approving the financial statements;
- f) approving the budget;
- g) approving the President's activity report;
- h) appointing the independent auditors upon the proposal of the Executive Committee;
- i) fixing the membership subscriptions;
- j) deciding, upon the nomination of the Executive Committee, whether to bestow the title of honorary president or honorary member;
- k) admitting, suspending or expelling a Member;

- l) revoking the mandate of one or a number of members of a body of GFA;
- m) dissolving GFA;
- n) passing decisions at the request of a Member in accordance with these Statutes;

Article 24 Quorum of the Congress

1. Decisions passed by the Congress shall only be valid if the absolute majority (50% +1) of the Members who are entitled to vote are represented.
2. If a quorum is not achieved, a second Congress shall take place 24 hours after the first, with the same agenda.
3. A quorum is not required for the second meeting unless any item on the agenda proposes the amendment of the Statutes of GFA, the election of the President and election of the vice-presidents and members of the Executive Committee, the dismissal of one or a number of members of a body of GFA, the expulsion of a Member of GFA or the dissolution of GFA.

Article 25 Decisions of the Congress

1. Unless otherwise stipulated in the Statutes, a simple majority of the Members entitled to vote is sufficient for a vote to be valid. The number of valid votes counted shall decide the majority. Spoiled or blank voting slips or any other forms of abstentions are disregarded in calculating the majority.
2. A decision that requires a vote shall be reached by a show of hands or by means of an electronic count. If a show of hands does not result in a clear majority in favor of a motion, the vote shall be taken by calling the roll in alphabetical order.

Article 26 Elections

1. Elections shall be conducted by secret ballot.
2. For a person to be elected, an absolute majority (50% + 1) of the votes recorded and valid is necessary in the first ballot. In the second and any other requisite ballot, a simple majority of the votes recorded is sufficient.
3. If there are more than two candidates for one available position, the candidate that obtains the lowest number of votes is eliminated as from the second ballot until only two candidates are left.

Article 27 Ordinary Congress

1. The Ordinary Congress shall be held every year.
2. The Executive Committee shall fix the place and date. The Members shall receive the notice in writing at least forty five days in advance.
3. The formal convocation shall be made in writing at least one month before the date of the Congress. This convocation shall contain the agenda, the President's activity report, the financial statements and the auditors' report and any other relevant documents.

Article 28 Ordinary Congress agenda

1. The General Secretary shall draw up the agenda based on proposals from the Executive Committee and the Members. Any proposal that a Member wishes to submit to the Congress shall be sent to the general secretariat in writing, with a brief explanation, at least forty days before the date of the Congress.
2. The Congress agenda shall include the following mandatory items:
 - a) a declaration that the Congress has been convened and composed in compliance with the Statutes of GFA;
 - b) approval of the agenda;
 - c) an address by the President;
 - d) appointment of Members to check the minutes;
 - e) appointment of scrutinizers;
 - f) suspension or expulsion of Members (if applicable);
 - g) approval of the minutes of the preceding Congress;
 - h) President's activity report (containing the activities since the last Congress);
 - i) presentation of the consolidated and revised balance sheet and the profit and loss statement;
 - j) approval of the financial statements;
 - k) approval of the budget;

- l) admission for membership (if applicable);
 - m) votes on proposals for amendments to the Statutes, the regulations governing the application of the Statutes and the standing orders of the Congress (if applicable);
 - n) discussion of proposals submitted by the Members and the Executive Committee;
 - o) appointment of independent auditors (if applicable) upon the proposal of the Executive Committee;
 - p) dismissal of a person or a body (if applicable);
 - q) election of the President, vice-presidents and members of the Executive Committee (if applicable);
 - r) any further items proposed by the Members or the Executive Committee of GFA.
3. The agenda of an Ordinary Congress may be altered, provided two-thirds of the Members present at the Congress and eligible to vote agree to such a motion.
 4. The Congress shall not make a decision on any point not included in the agenda.

Article 29 Extraordinary Congress

1. The Executive Committee may convene an Extraordinary Congress at any time.
2. The Executive Committee shall convene an Extraordinary Congress if one third of the Members of GFA make such a request in writing. The request shall specify the items for the agenda. An Extraordinary Congress shall be held within three months of receipt of the request. If an Extraordinary Congress is not convened, the Members who requested it may convene the Congress themselves. As a last resort, the Members may request assistance from FIFA.
3. The Members shall be notified of the place, date and agenda at least thirty days before the date of an Extraordinary Congress.
4. When an Extraordinary Congress is convened on the initiative of the Executive Committee, it must draw up the agenda. When an Extraordinary

Congress is convened upon the request of Members, the agenda must contain the points raised by those Members.

5. The agenda of an Extraordinary Congress may not be altered.

Article 30 Amendments to the Statutes

1. The Congress is responsible for amending the Statutes, any regulations governing the application of the Statutes and the standing orders of the Congress.
2. Any proposals for an amendment to the Statutes must be submitted in writing with a brief explanation to the general secretariat by a Member or by the Executive Committee. A proposal submitted by a Member is valid, provided it has been supported in writing by at least three other Members.
3. For a vote on an amendment to the Statutes to be valid, an absolute majority (50% +1) of the Members eligible to vote must be present.
4. A proposal for an amendment to the Statutes shall be adopted only if three-quarters of the Members present and eligible to vote agree to it.
5. Any proposal to amend the regulations governing the application of the Statutes and the standing orders of the Congress must be submitted in writing with a brief explanation to the general secretariat by a Member or by the Executive Committee.
6. A proposal for an amendment to the regulations governing the application of the Statutes and the standing orders of the Congress shall be adopted only if a simple majority of the Members present and eligible to vote agree to it.

Article 31 Minutes

The General Secretary shall be responsible for recording the minutes at the Congress. The minutes shall be checked by those Members designated and finally approved at the next Congress.

Article 32 Effective dates of decisions

Decisions passed by the Congress shall come into effect for the Members ten days after the close of the Congress, unless the Congress fixes another date for a decision to take effect.

B. EXECUTIVE COMMITTEE

These articles shall govern the composition and powers of the Executive Committee.

Article 33 Composition

1. The Executive Committee consists of nine members:
 - 1 President
 - 2 Vice-presidents
 - 6 Members
2. The President, the vice-presidents and the members of the Executive Committee shall be elected by the Congress. Every candidate in the election of Executive Committee members must be proposed by at least one Member. No more than two Executive Committee members may be from the same Member Club of GFA, and there may be two Executive Committee members from the same Club only if at least one of them is elected as an officer, i.e., President or Vice-President.
3. The mandate of the President, vice-presidents and members of the Executive Committee is for four years. They may be re-elected.
4. The members of the Executive Committee shall have already been active in football, must not have been previously found guilty of a serious criminal offense and have residency within the territory of Guam.
5. Candidatures must be sent to the general secretariat of GFA. The official list of candidates must be passed to the Members of GFA along with the agenda for the Congress at which the Executive Committee will be elected.
6. A member of the Executive Committee may not at the same time be a member of a judicial body of GFA.
7. If a position should become vacant, the President, with the approval of the Executive Committee, shall appoint a qualified person to fill that position until the next Ordinary Congress, when a replacement will be elected for the remaining term of mandate.
8. Five at-large members shall be elected in 2010 and every four years thereafter. The President, Senior Vice-President, Junior Vice-President and one at-large member shall be elected in January, 2012 and every four years thereafter.

Article 34 Meetings

1. The Executive Committee shall meet at least once every quarter or three months.
2. The President shall convene the Executive Committee meetings. If three members of the Executive Committee request a meeting, the President shall convene it within 21 days.

3. The President shall compile the agenda. Each member of the Executive Committee is entitled to propose items for inclusion in the agenda. The members of the Executive Committee must submit the points they wish to be included in the agenda for the meeting to the general secretariat at least 7 days before the meeting. The agenda must be sent out to the members of the Executive Committee at least three days before the meeting.
4. The General Secretary shall take part in the meetings of the Executive Committee in a consultative role.
5. The meetings of the Executive Committee shall not be held in public. The Executive Committee may, however, invite third parties to attend. Those third parties shall not have voting rights, and may only express an opinion with the permission of the Executive Committee.

Article 35 Powers of the Executive Committee

The Executive Committee:

- a) shall pass decisions on all cases that do not come within the sphere of responsibility of the Congress or are not reserved for other bodies by law or under these Statutes;
- b) shall prepare and convene the Ordinary and Extraordinary Congress of GFA;
- c) shall appoint the chairmen, deputy chairmen and members of the standing committees;
- d) shall appoint the chairmen, deputy chairmen and members of the judicial bodies;
- e) may decide to set up ad-hoc committees if necessary at any time;
- f) shall compile the regulations for the organization of standing committees and ad-hoc committees;
- g) shall appoint or dismiss the General Secretary on the proposal of the President. The General Secretary shall attend the meetings of all the committees ex officio;
- h) shall propose the independent auditors to the Congress;
- i) shall decide the place and dates of and the number of teams participating in the competitions of GFA;

- j) shall appoint the coaches for the representative teams and other technical staff;
- k) shall approve regulations stipulating how GFA shall be organized internally;
- l) shall ensure that the Statutes are applied and adopt the executive arrangements required for their application;
- m) may dismiss a person or body or suspend a Member of GFA provisionally until the next Congress;
- n) may delegate tasks arising out of its area of authority to other bodies of GFA or third parties.

Article 36 Decisions

- 1. The Executive Committee shall not engage in valid debate unless six of its members are present.
- 2. The Executive Committee shall reach decisions by a simple majority of the members present. In the event of a tied vote, the President shall have the casting vote. Voting by proxy or by letter is not permitted.
- 3. Any member of the Executive Committee must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interests.
- 4. The decisions taken shall be recorded in the minutes.
- 5. The decisions taken by the Executive Committee shall come into effect immediately, unless the Executive Committee decides otherwise.

Article 37 Dismissal of a person or body

- 1. The Congress may dismiss a person or body. The Executive Committee may place the dismissal of a person or body on the agenda for the Congress. The Executive Committee may also dismiss a person or body provisionally. Any Executive Committee member may submit a proposal to place such a motion for dismissal on the agenda of the Executive Committee or Congress.
- 2. The motion for dismissal must be justified. It will be sent to the Members of GFA along with the agenda.
- 3. The person or body in question has the right to speak in his or its own defense.

4. If the motion for dismissal is upheld, the Congress or Executive Committee shall reach a decision by means of secret ballot. For the motion to be passed, a majority of two-thirds of the valid votes is required.
5. The person or body dismissed (provisionally) must be relieved of his or its functions with immediate effect.

Article 38 Indemnification of Directors and Officers

The Association shall, to the extent legally permissible, indemnify each of its present and former Executive Committee Members and Officers (and the heirs, executors, and administrators of such Members or Officer) against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a Executive Committee Member or Officer of the Association, such expenses and liabilities to include, by not limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Executive Committee Member or Officer shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Executive Committee (not including the vote of any person seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of the Association and that such Executive Committee Member or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association, and only if the Executive Committee shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall be exclusive of other rights to which any Executive Committee Member, Officer, or other Corporate personnel may be entitled as a matter of law.

C. PRESIDENT

Article 39 President

1. The President represents GFA legally.
2. The President is primarily responsible for:
 - a) implementing the decisions passed by the Congress and the Executive Committee through the general secretariat;
 - b) ensuring the effective functioning of the bodies of GFA in order that they achieve the objectives described in these Statutes;

- c) supervising the work of the general secretariat;
 - d) relations between GFA and its Members, FIFA, AFC, political bodies and other organizations.
3. Only the President may propose the appointment or dismissal of the General Secretary.
 4. The President shall preside over the Congress, the Executive Committee and Emergency Committee meetings and those committees of which he has been appointed chairman.
 5. The President shall have an ordinary vote on the Executive Committee and, whenever votes are equal, shall have a casting vote.
 6. If the President is absent or unavailable, the senior vice-president available shall deputize.
 7. Any additional powers of the President shall be contained in the internal organization regulations of GFA.

Article 40 Candidates for the office of the President

1. The President shall be elected by the Congress for a period of four years. His mandate shall begin after the end of the Congress which has elected him. A President may be re-elected.
2. For the election of the President, two-thirds of the votes recorded and valid are necessary in the first ballot. In the second and any other requisite ballot, an absolute majority of the votes recorded (50% + 1) is sufficient. If there are more than two candidates, the candidate that obtains the lowest number of votes is eliminated as from the second ballot until only two candidates are left.
3. Only Members of GFA may propose candidates for the office of President. Members shall notify the general secretariat in writing of the name of a candidate for the presidency of GFA at least forty days before the date of the Congress, provided, however, that a nomination at Congress may be made if seconded by four members.
4. The general secretariat shall notify the Members of the names of the proposed candidates at least thirty days before the date of the Congress.
5. If the President is permanently or temporarily prevented from performing his official function, the senior vice-president shall represent him until the next Congress. This Congress shall elect a new President, if necessary.

Article 41 Representation and signature

The President represents GFA legally and is entitled to sign for GFA. The Executive Committee may set up internal organization regulations regarding the joint signature of officers, in particular, in case of the President's absence and concerning all important business of GFA.

D. EMERGENCY COMMITTEE

Article 42 Emergency Committee

1. The Emergency Committee shall deal with all matters requiring immediate settlement between two meetings of the Executive Committee. The Committee shall consist of the President, Two Vice-presidents, and one other member of the Executive Committee appointed by the Executive Committee for a period of four years.
2. The President shall convene the Emergency Committee meetings. If a meeting cannot be convened within an appropriate period of time, decisions may be passed through other means of communication. Such decisions shall have immediate legal effect. The President shall notify the Executive Committee immediately of the decisions passed by the Emergency Committee.
3. All decisions taken by the Emergency Committee shall be ratified by the Executive Committee at its next meeting.
4. If the President is unable to attend a meeting, the senior vice-president shall deputize.

E. STANDING COMMITTEES

Article 43 Standing Committees

1. The standing committees of GFA are:
 - a) Finance Committee;
 - b) Organizing Committee for GFA competitions;
 - c) Technical and Development Committee;
 - d) Referees' Committee;
 - e) Fairplay Committee;

- f) Women's Football Committee;
 - g) Youth Football Committee;
 - h) Futsal Committee;
 - i) Player's Status Committee;
 - j) Media Committee;
 - k) Men's Football Committee;
 - l) Internal Audit Committee;
2. The chairmen of the standing committees shall be members of the Executive Committee, with the exception of the chairman for the Internal Audit Committee, who may not belong to the Executive Committee. The members of each standing committee shall be appointed by the Executive Committee on the proposal of the President. The chairmen, deputy chairmen and the members of the standing committees shall be designated for a term of office of four years. Members may be re-appointed and may also be relieved of their duties at any time by the Executive Committee.
 3. Each chairman shall represent his committee and conduct business in compliance with the relevant organization regulations drawn up by the Executive Committee.
 4. Each chairman shall fix the dates of meetings in collaboration with the General Secretary, ensure that all tasks are carried out and report back to the Executive Committee.
 5. Each committee may propose amendments to its regulations to the Executive Committee.

Article 44 Finance Committee

The Finance Committee shall monitor the financial management and advise the Executive Committee on financial matters and asset management. It shall analyze the budget of GFA and the financial statements prepared by the General Secretary and submit them to the Executive Committee for approval. It shall consist of a chairman, a deputy chairman and three members.

Article 45 Internal Audit Committee

The Internal Audit Committee shall ensure the completeness and reliability of the financial accounting and review the external auditors' report at the request of the Executive Committee. It shall consist of a chairman, a deputy chairman and two members.

Article 46 Organizing Committee for GFA competitions

The Organizing Committee for GFA competitions shall organize the competitions of GFA in compliance with the provisions of these Statutes and the regulations applicable to GFA competitions. It shall consist of a chairman, a deputy chairman and three members.

Article 47 Technical and Development Committee

The Technical and Development Committee shall primarily analyze the basic aspects of football training and technical development. It shall consist of a chairman, a deputy chairman and three members.

Article 48 Referees' Committee

The Referees' Committee shall implement the Laws of the Game. It shall appoint the referees for matches in competitions organized by GFA, organize refereeing matters within GFA in collaboration with the administration of GFA and monitor the education and training of referees. It shall consist of a chairman, a deputy chairman and three members.

Article 49 Women's Football Committee

The Committee for Women's Football shall organize women's football competitions and deal with all matters relating to women's football. It shall consist of a chairman, a deputy chairman and three members.

Article 50 Youth Football Committee

The Committee for Youth Football shall organize youth football competitions and deal with all matters relating to youth football. It shall consist of a chairman, a deputy chairman and three members.

Article 51 Futsal Committee

The Futsal Committee shall organize futsal competitions and deal with all matters relating to futsal. It shall consist of a chairman, a deputy chairman and three members.

Article 52 Players' Status Committee

1. The Players' Status Committee shall set up and monitor compliance with transfer regulations in accordance with the FIFA Regulations for the Status and Transfer of Players and determine the status of Players for various competitions of GFA. The Executive Committee may draw up special regulations governing the Players' Status Committee's powers of jurisdiction. The Players' Status Committee shall consist of a chairman, a deputy chairman and three members.
2. Players' status disputes involving GFA, its Members, Players, Officials and match and players' agents shall be settled by an Arbitration Tribunal in accordance with these Statutes.

Article 53 Fairplay Committee

The Fairplay Committee shall promote extensively the concept and values of Fairplay in all matches and activities concerning the game of football, take all steps and measures to encourage and ensure that all Members practice Fairplay, and propose and recommend to Members various ways and means to popularize and reward Fairplay. It shall consist of a chairman, a deputy chairman and three members.

Article 54 Media Committee

The Media Committee shall deal with the working conditions for the media at GFA events and maintain relations with media organizations. It shall consist of a chairman, a deputy chairman and one member.

Article 55 Men's Football Committee

The Football Committee shall deal with general issues in men's football but primarily with its structure as well as relations between Clubs, Leagues, Members, AFC and FIFA. It shall consist of a chairman, a deputy chairman and three members.

Article 56 Ad-hoc committees

The Executive Committee may, if necessary, create ad-hoc committees for special duties and a limited period of time. The Executive Committee shall appoint a chairman, a deputy chairman and the members. The duties and function are defined in special regulations drawn up by the Executive Committee. An ad-hoc committee shall report directly to the Executive Committee.

F. GENERAL SECRETARIAT

Article 57 General secretariat

The general secretariat shall carry out all the administrative work of GFA under the direction of the General Secretary. The members of the general secretariat are bound by the internal organizational regulations of GFA and shall fulfill the given tasks in the best manner.

Article 58 General Secretary

1. The General Secretary is the chief executive of the general secretariat.
2. He shall be appointed on the basis of an agreement governed by law and shall have the necessary professional qualifications.
3. He shall be responsible for:
 - a) implementing decisions passed by the Congress and Executive Committee in compliance with the President's directives;
 - b) attending the Congress and meetings of the Executive Committee, Emergency Committee and the standing and ad-hoc committees;
 - c) organizing the Congress and meetings of the Executive Committee and other bodies;
 - d) compiling the minutes for the meetings of the Congress, Executive Committee, Emergency Committee and standing and ad-hoc committees;
 - e) managing and keeping the accounts of GFA properly;
 - f) the correspondence of GFA;
 - g) the administrative relations with the Members, committees, FIFA and AFC;
 - h) organizing the general secretariat;
 - i) the appointment and dismissal of staff working in the general secretariat;
 - j) proposing managerial staff to the President.
4. The General Secretary may not be a Congress delegate or a member of any body of GFA.

G. JUDICIAL BODIES

Article 59 Judicial bodies

1. The judicial bodies of GFA are:
 - a) the Disciplinary Committee;
 - b) the Appeal Committee.
2. The responsibilities and functions of these bodies shall be stipulated in the Disciplinary Code of GFA, which shall comply with the FIFA Disciplinary Code.
3. The decision-making powers of other committees remain unaffected.
4. The members of the judicial bodies may not belong to any other body of GFA at the same time.

Article 60 Disciplinary Committee

1. The Disciplinary Committee shall consist of a chairman, deputy chairman and the number of members deemed necessary. The chairman and the deputy chairman shall have legal qualifications.
2. The function of this body shall be governed by the Disciplinary Code of GFA. The committee shall pass decisions only when at least three members are present. In certain cases, the chairman may rule alone in accordance with the Disciplinary Code of GFA.
3. The committee may pronounce the sanctions described in these Statutes and the Disciplinary Code of GFA on Members, Officials, Players, Clubs and match and players' agents.
4. These provisions are subject to the disciplinary powers of the Congress and the Executive Committee with regard to the suspension and expulsion of Members.

Article 61 Appeal Committee

1. The Appeal Committee shall consist of a chairman, deputy chairman and the number of members deemed necessary. The chairman and deputy chairman shall have legal qualifications.
2. The function of this body shall be governed by the Disciplinary Code of GFA. The committee shall pass decisions only when at least three members are present. In certain cases, the chairman may rule alone in accordance with the Disciplinary Code of GFA.

3. The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary Committee that are not declared final.

Article 62 Disciplinary measures

The disciplinary measures are primarily:

1. for natural and legal persons:
 - a) a warning;
 - b) a reprimand;
 - c) a fine;
 - d) the return of awards.
2. for natural persons:
 - a) a caution;
 - b) an expulsion;
 - c) a match suspension;
 - d) a ban from the dressing rooms and/or the substitutes' bench;
 - e) a ban from entering a stadium;
 - f) a ban on taking part in any football-related activity.
3. for legal persons:
 - a) a transfer ban;
 - b) playing a match without spectators;
 - c) playing a match on neutral territory;
 - d) a ban on playing in a particular stadium;
 - e) annulment of the result of the match;
 - f) expulsion;
 - g) a forfeit;
 - h) deduction of points;
 - i) relegation to a lower division.

Article 63 Arbitration

GFA shall create or designate an Arbitration Tribunal, which shall deal with all internal national disputes between GFA, its Members, Players, Officials and match and players' agents that do not fall under the jurisdiction of its judicial bodies. The Executive Committee, if it creates a tribunal, shall draw up special regulations regarding the composition, jurisdiction and procedural rules of this Arbitration Tribunal.

Article 64 Jurisdiction

1. GFA, its Members, Players, Officials and match and player's agents will not take any dispute to Ordinary Courts unless specifically provided for in these Statutes and FIFA regulations. Any disagreement shall be submitted to the jurisdiction of FIFA, AFC, or GFA.

2. GFA shall have jurisdiction on internal national disputes, i.e. disputes between parties belonging to GFA. FIFA shall have jurisdiction on international disputes, i.e. disputes between parties belonging to different Associations and/or Confederations.

Article 65 Court of Arbitration for Sport

1. In accordance with the relevant articles of the FIFA Statutes, any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland. CAS shall not, however, hear appeals on violations of the Laws of the Game, suspensions of up to four matches or up to three months, or decisions passed by an independent and duly constituted Arbitration Tribunal of an Association or Confederation.
2. GFA shall ensure its full compliance and that of its Members, Players, Officials and match and players' agents with any final decision passed by a FIFA body or CAS.

V. FINANCE

Article 66 Financial period

1. The financial period of GFA shall be one year and shall begin on 1 January and end on 31 December.
2. The revenue and expenses of GFA shall be managed so that they balance out over the financial period. GFA's major duties in the future shall be guaranteed through the creation of reserves.
3. The General Secretary is responsible for drawing up the annual consolidated accounts of GFA with its subsidiaries as of 31 December.

Article 67 Revenue

The revenue of GFA arises specifically from:

- a) Members' annual subscriptions;
- b) receipts generated by the marketing of rights to which GFA is entitled;
- c) fines imposed by the authorized bodies;
- d) other subscriptions and receipts in keeping with the objectives pursued by GFA.

Article 68 Expenses

GFA bears:

- a) the expenses stipulated in the budget;
- b) other expenses approved by the Congress and expenses that the Executive Committee is entitled to incur within the scope of its authority;
- c) all other expenses in keeping with the objectives pursued by GFA.

Article 69 Independent auditors

The independent auditors appointed by the Congress shall audit the accounts approved by the Finance Committee in accordance with the appropriate principles of accounting and present a report to the Congress. The auditors shall be appointed for a period of four years. This mandate may be renewed.

Article 70 Membership subscriptions

1. Membership subscriptions are due on 1 January. The annual subscription for new Members for the year in question shall be paid within 30 days of the close of the Congress at which they are admitted.
2. The Congress shall fix the amount of the annual subscription every four years on the recommendation of the Executive Committee. It shall be the same for every Member and amount to no more than two hundred dollars (\$200).

Article 71 Settlement

GFA may debit any Member's assets to settle claims.

Article 72 Levies

GFA may demand that a levy be paid by its Members for matches.

VI. COMPETITIONS AND RIGHTS IN COMPETITIONS AND EVENTS

Article 73 Competitions

1. GFA organizes and coordinates the following official competitions held within its territory:
 - a) League championship;
 - b) Women's League Championship;

- c) President's Cup;
2. The Executive Committee may delegate to GFA's subordinate Leagues the authority to organize competitions. The competitions organized by the Leagues shall not interfere with those competitions organized by GFA. Competitions organized by GFA shall take priority.
3. The Executive Committee may issue special regulations to this end.

Article 74 Club licensing

The Executive Committee of GFA will set up regulations regarding a club licensing system governing the participation of Clubs in competitions of GFA.

Article 75 Rights

1. GFA and its Members are the original owners of all of the rights emanating from competitions and other events coming under their respective jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audiovisual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems and rights arising under copyright law.
2. The Executive Committee shall decide how and to what extent these rights are utilized and draw up special regulations to this end. The Executive Committee shall alone decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

Article 76 Authorization

GFA and its Members are exclusively responsible for authorizing the distribution of image and sound and other data carriers of football matches and events coming under their respective jurisdiction, without any restrictions as to content, time, place and technical and legal aspects.

VII. INTERNATIONAL MATCHES AND COMPETITIONS

Article 77 International matches and competitions

1. The authority for organizing international matches and competitions between Association teams and between Leagues and/or Club teams lies solely with FIFA. No match or competition shall take place without the prior permission of the FIFA Executive Committee. In addition, permission from the relevant Confederation may be required in accordance with the FIFA regulations.

2. GFA is bound to comply with the international match calendar compiled by FIFA.

Article 78 Contacts

GFA shall not play matches or make sporting contacts with Associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

Article 79 Approval

Clubs, Leagues or any other group of Clubs that are affiliated to GFA cannot belong to another Association or participate in competitions on the territory of another Association without the authorization of GFA and the other Association and of FIFA, except in exceptional circumstances.

VIII. FINAL PROVISIONS

Article 80 Unforeseen contingencies and force majeure

The Executive Committee shall have the final decision on any matters not provided for in the Statutes or in cases of force majeure.

Article 81 Dissolution

1. Any decision relating to the dissolution of GFA requires a majority of three-fourths of all of the Members of GFA, which must be obtained at a Congress specially convened for the purpose.
2. If GFA is disbanded, its assets shall be transferred in accordance with these statutes and the laws of Guam. It may hold these assets in trust as "bonus pater familiae" until GFA is re-established. The final Congress if it elects to transfer the assets, however, may do so and choose another recipient for the assets, if confirmed by a three-fourths vote of the Congress.
3. Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) and 501(j) of the Code, or corresponding section of any future applicable tax code, or shall be distributed to a qualified organization operated and organized for religious, educational, scientific, literary or charitable purposes. The Superior Court of Guam shall dispose of any such assets not so disposed of by the Executive Committee exclusively for such purposes.

Article 82 Enforcement

These Articles were adopted by the General Membership, at a meeting called for such purpose held on April 20, 2010 in Harmon, Dededo, Guam.

They supersede those previously adopted and become effective on the date passed.

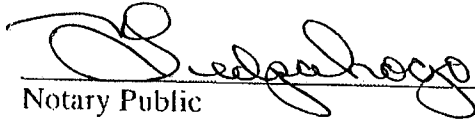
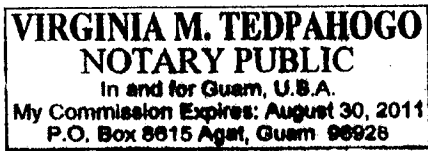
Dated: 5/5/2010.

ON BEHALF OF THE GUAM FOOTBALL ASSOCIATION.

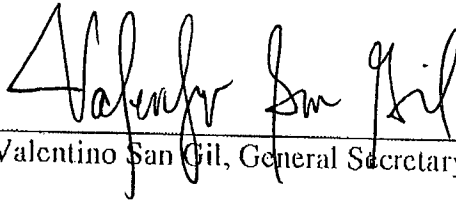


Richard K. Lai, President

Subscribed and sworn to before me this 5th day of May, 2010, in Hagåtña, Guam.

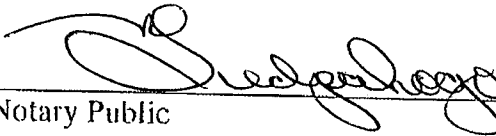


Notary Public



Valentino San Gil, General Secretary

Subscribed and sworn to before me this 5th day of May, 2010, in Hagåtña, Guam.



Notary Public

