Paper to lie before both Houses of Parliament for a period of 40 days, during which time either House may resolve that the Draft Guidance be not approved.

Department for Culture, Media & Sport

Meaning of "Significant Influence or Control" in the Context of the Football Governance Act 2025

DRAFT Statutory Guidance

October 2025

Paper to lie before both Houses of Parliament for a period of 40 days, during which time either House may resolve that the Draft Guidance be not approved.

Department for Culture, Media and Sport

Meaning of "Significant Influence or Control" in the Context of the Football Governance Act 2025

Presented to Parliament pursuant to Part 2 of Schedule 1 to the Football Governance Act 2025

October 2025

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Any enquiries regarding this publication should be sent to us at

Department for Culture, Media and Sport
100 Parliament Street
London SW1A 2BQ
Email: enquiries@dcms.gov.uk
Tel: 020 7211 6000

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1. Introduction

1.1. The Secretary of State has prepared this statutory guidance about the meaning of the phrase ‘significant influence or control’ for the purposes of Schedule 1 to the Football Governance Act 2025 (“the Act”). The guidance is published under paragraph 15(1) of Schedule 1 to the Act.

1.2. The guidance follows the precedent set in other Acts that use ‘significant influence or control’ together, including the Companies Act 2006 “persons with significant control” regime and the Economic Crime (Transparency and Enforcement) Act 2022 “Register of Overseas Entities” regime. Where possible, the guidance contains football club-specific examples to aid interpretation in the context of the football industry. This bespoke guidance is for the purposes of the Football Governance Act and the Independent Football Regulator’s (IFR’s) regulatory regime only.

Context

1.3. Football club ownership can take many forms, including through complex corporate structures. As such, owners may not always be identifiable by typical indicators such as their shareholding or voting rights. That is why Schedule 1 to the Act contains a definition of owners with five conditions under which a person can be considered to be an owner of a football club. This definition will enable the IFR to find the person(s) who acts as owner(s) of the club, regardless of ownership model and structure. These persons can then be publicly identified, tested by the IFR, and where necessary held to account as owners.

1.4. The definition includes the concept of significant influence or control, which aims to capture individuals that can or do shape the key decisions and activities of a club like an owner typically can or does, even if they do not obviously hold control or influence through their share ownership or voting rights.

1.5. Under Part 4 of the Act, the IFR will be able to test the suitability of the individuals or registered societies who own or propose to acquire regulated clubs. So the definition of ownership, including the concept of significant influence or control, will ensure any and all individuals who take on an ownership role at a club can be tested.

1.6. In addition, regulated football clubs will be required to submit and publish a personnel statement identifying all owners. The definition of ownership, including the concept of significant influence or control, will ensure this statement publicly identifies the correct persons as owners, providing transparency to fans and the wider public.

1.7. The intention is not to create a broad definition under which a large proportion of a club’s staff, senior leadership, ordinary minority shareholders or investors are considered owners, or to unduly burden clubs with identifying and notifying these persons to the IFR. Rather, the intention is to ensure all key persons that can or do

act as ‘de facto’ owners of a football club can be considered as such by the IFR, regardless of their ostensible role, title, shareholding or rights.

1.8. To further ensure that the guidance avoids inadvertently and inappropriately defining too many individuals as owners, section 4 sets out a non-exhaustive list of excepted roles. These excepted roles, on their own and in ordinary circumstances, should not result in that person being considered to be exercising significant influence or control.

Ownership conditions

1.9. Schedule 1 to the Act sets out the five conditions for being an owner of a club for the purposes of the Act. If an individual or a registered society meets one or more of these conditions, they are considered an owner of the club in question.[1]

1.10. The conditions listed in Schedule 1 to the Act are:

(a) *Condition 1 is that the person has the right to exercise, or actually exercises, significant influence or control over the activities of the club (in whole or in part).*

(b) *Condition 2 is that the person holds, directly or indirectly, more than 25% of the shares in the club.*

(c) *Condition 3 is that the person holds, directly or indirectly, more than 25% of the voting rights in the club.*

(d) *Condition 4 is that the person holds the right, directly or indirectly, to appoint or remove an officer of the club.*

(e) *Condition 5 is that—*

(i) the trustees of a trust, or the members of a partnership, unincorporated association or other body, that is not a legal person under the law by which it is governed would meet one or more of conditions 1 to 4 (in their capacity as such) in relation to the club if the references in those conditions to a “person” were to the trustees or members, and

(ii) the person has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or body (in whole or in part).

1.11. Conditions 1 and 5 ensure that if a person does not meet conditions 2 to 4, but their influence or control is comparable to or exceeds someone who *does* meet conditions 2 to 4, they can still be considered an owner.

[1] Registered society is defined in section 92 of the Act.

Who the guidance is for

1.12. Paragraph 15(2) of Schedule 1 to the Act requires that regard must be had to this guidance when interpreting references in Schedule 1 to the phrase: 'significant influence or control'. As Schedule 1 defines who is an owner of a club for the purposes of the Act, this guidance is particularly relevant to regulated clubs and their existing and prospective owners, as well as to the IFR.

1.13. The examples in this guidance are not a complete list of all possible situations, nor should the guidance be read as an exhaustive statement of what constitutes significant influence or control. **There may be other ways an individual actually exercises, or has the right to exercise, significant influence or control over a club.**

1.14. When applying and interpreting this guidance careful consideration should be given to the facts of the particular case which will be important in determining whether significant influence or control exist in any particular case.

Terminology

1.15. For Condition 1 or Condition 5 to be met, an individual can exercise - or have the right to exercise - either significant influence, control, or both.

1.16. Where a person can direct the activities of a football club, trust or body, this would be indicative of 'control'. This typically involves absolute decision-making power over key activities of the club, trust or body.

1.17. Where a football club, trust or body generally adopts the activities a person desires, this would be indicative of the person exercising 'significant influence'. This could include the power to veto key activities of the club, trust or body, but also any **influence substantial enough to impact the outcome of decisions about key activities.**

1.18. The 'control' or 'significant influence' do not have to be exercised by the person with a view to gaining economic or other benefits from the activities of the football club, trust or body.

1.19. In the context of a football club, and for the purposes of Schedule 1 to the Act, the relevant activities are those related to the 'off-pitch' business operations of the football club, rather than 'on-pitch' sporting matters. For example, financial, commercial, and strategic decisions, but not decisions on team tactics.

2. Condition 1: Significant influence or control over a football club

2.1. Condition 1 in Schedule 1 sets out that an individual can meet the definition of an owner if: The person has the right to exercise, or actually exercises, significant influence or control over the activities of the club (in whole or in part).

2.2. This condition aims to ensure that individuals who may not have the typical markers of an owner (such as influence or control through shares or voting rights) can still be included within the definition of "owner". This may be where the individual is a 'de facto' owner - meaning their influence or control is substantial enough to impact and materially shape the key activities and outcomes of the club, in a manner and to an extent that is comparable to what would typically be expected from an owner by shares or voting rights.

2.3. This section of the guidance sets out what it means to have and exercise significant influence or control, and provides a **non-exhaustive list of examples** of how an individual might have and exercise this in reality.

The right to exercise significant influence or control over a club

2.4. In the context of a club, a person may hold a right to exercise significant influence or control as a result of a variety of circumstances, **including but not limited to**:

(a) the provisions of a club's constitution;

(b) the rights attached to the shares or securities that a person holds;

(c) a shareholders' agreement; or

(d) some other agreement whether written, verbal or otherwise.

2.5. The right to exercise significant influence or control over a club may result in that person being considered an owner for the purpose of the Act, regardless of whether or not they actually exercise that right.

2.6. Paragraph 2.7 sets out examples of what might constitute a right to exercise significant influence or control. By contrast, paragraph 2.8 sets out an example that might not amount to a right to exercise significant influence or control. The examples **do not constitute an exhaustive list.** There may be other ways a person has the right to exercise significant influence or control over a club, and so be recognised as an owner.

Examples

2.7. Significant influence or control could be exercised where a person has absolute decision or veto rights over key decisions related to the running of the business of the club.[2] For example, absolute decision or veto rights relating to:

(a) adopting or amending material aspects of a club's financial plan (for example making changes to transfer budget or stadium development projects);

(b) changing the nature of the club's business (for example no longer operating a football academy);

(c) making additional borrowing from lenders;

(d) any financial decision to grant options under a share option or other share based incentive scheme;

(e) commercial decisions (for example adopting new sponsors or renaming the club's home stadium);

(f) determining how the club votes at competition organiser's shareholder meetings, (whether or not they personally cast the vote); or

(g) the sale of key assets (for example player registrations or the club's training ground).

2.8. However, if a person holds absolute decision or veto rights in relation to certain fundamental matters solely for the purposes of protecting minority interests in the club then this is unlikely, on its own, to constitute significant influence or control over the club. For example, a veto right held by a Supporter's Trust to protect the key interests of the club's fans (such as a 'Golden Share').

Actually exercising significant influence or control over a club

2.9. Per Condition 1, a person is an owner if they *actually* exercise significant influence or control over a club. These individuals can materially shape and impact the decisions and key activities of a club like an owner typically can, even if they do not meet Conditions 2 to 4 of Schedule 1 or have the formal rights to exercise significant influence or control.

2.10. Paragraphs 2.11 - 2.14 set out examples that might be indicative of a person actually exercising significant influence or control over a club. The examples **do not constitute an exhaustive list.** There may be other ways a person might exercise significant influence or control over a club, and so be recognised as an owner.

[2] In this guidance the term 'absolute' is used to mean that it is at the person's sole discretion to make or veto a decision, without reference or collaboration with anyone else.

Examples

2.11. A person might exercise significant influence or control if their recommendations or instructions are always or almost always followed by other owners and/or officers, due to the financial relationship of the person to the club. For example:

An individual either directly or indirectly invests into the club, and so their recommendations and instructions are always or almost always followed by the club's Board and/or shareholders.

2.12. A person might exercise significant influence or control if their recommendations or instructions are always or almost always followed by shareholders who hold a majority of the voting rights in the club, when they are deciding how to vote. For example:

A previous owner of the club, who no longer has a significant shareholding, makes recommendations on how to vote to the shareholder(s), and those recommendations are always or almost always followed. For example, this could be where the individual sold their shareholding to a close friend, former business partner, or family member.

2.13. A person might exercise significant influence or control as a result of their relationships with key persons at the club or connected to the club. For example:

An employee of the club who also has an influential connection to the majority shareholder of the club's parent company, and so exercises more influence over the club than would typically be expected of their role as an employee. For example, this could be because they speak, or are believed to speak, with the authority of the majority shareholder.

2.14. All rights and relationships that a person has in relation to the club - or other persons connected to the club - should be taken into account to identify whether the cumulative effect of those rights and relationships places the person in a position where they can exercise significant influence or control. For example:

An individual with shareholding of less than 25% is able to instruct other minority shareholders, and those instructions would be followed, such that their aggregate voting rights are sufficient to direct the activities of the club or ensure the club generally adopts the activities the individual desires.

3. Condition 5: Significant influence or control via a trust or other body

3.1. Condition 5 in Schedule 1 sets out how an individual can meet the definition of an owner in relation to trusts, partnerships, unincorporated associations or other bodies. The condition sets out that an individual is an owner of a club if:

(a) the trustees of a trust, or the members of a partnership, unincorporated association or other body, that is not a legal person under the law by which it is governed would meet one or more of conditions 1 to 4 (in their capacity as such) in relation to the club if the references in those conditions to a "person" were to the trustees or members, and

(b) the person has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or body (in whole or in part).

3.2. This condition ensures that an individual cannot avoid being defined as an owner by exercising their significant influence or control through a trust or other body that in turn owns the club. It enables the IFR to see beyond complex ownership structures and formal job titles to ensure that any person that can materially shape the decisions and key activities of a club like an owner typically can, can be considered an owner.

3.3. This section of the guidance sets out what it means to have this right, and provides a **non-exhaustive list of examples** of how an individual might have and exercise this right in reality. Other circumstances or arrangements not expressly listed here, may also amount to the right to exercise or actually exercise significant influence or control.

The right to exercise significant influence or control over a trust or body that owns a football club

3.4. The right to exercise significant influence or control over the activities of a trust or other body that owns a football club[3] may result in that person being considered an owner of the football club itself. This would be the case regardless of whether or not the person actually exercises that right.

3.5. A person has the right to exercise significant influence or control over a trust or body if the person has the ability to direct decisions related to the running of the trust or body, or is able to ensure the trust or body generally adopts the activities the person desires. For example, the right to:

[3] A trust or body owns a football club if that trust or body would meet one or more of the Conditions 1 - 4 for being an owner of a club (in Schedule 1 to the Act) if the trust or body were an individual.

(a) appoint or remove any of the trustees or partners, except through application to the courts, or as a result of a breach of fiduciary duty by the Trustees;

(b) direct the distribution of funds or assets;

(c) direct investment decisions of the trust or body;

(d) amend the trust or partnership deed; or

(e) revoke the trust or terminate the partnership.

3.6. All rights and relationships that a person has in relation to the trust and trustees should be taken into account to identify whether the cumulative effect of those rights and relationships enables the person to exercise significant influence or control. For example, where the trustees are close friends, relatives, business partners, former colleagues, or former advisors of the person.

Actually exercises significant influence or control over a trust or body that owns a football club

3.7. A person is likely to exercise significant influence or control over a trust or body if they are regularly actively involved in the running of the trust or body. For example, a settlor or beneficiary who issues directions or instructions to the trustee(s) or members of the body as to the activities of the trust or body, which are generally followed.

3.8. A limited partnership, registered under the Limited Partnership Act 1907, is another example of a body to which Condition 5 relates. A person who directs the management or activities of a limited partnership, or who can ensure the limited partnership generally adopts the activities the person desires, would be considered a person with significant influence or control over the partnership. In most cases this would be the general partner, but it may be alternative or additional individuals.

4. Excepted roles for football clubs, trusts and bodies

4.1. Exceptions are included in this guidance to avoid inadvertently and inappropriately defining too many individuals as owners.The following is a non-exhaustive list of roles and relationships which would not, **on their own and in ordinary circumstances**, result in that person being considered to be exercising significant influence or control for the purposes of Conditions 1 and 5 of Schedule 1 to the Act.

4.2. However, it is possible that a person who has an excepted role might still meet the definition. For example, if the role or relationship contains elements which clearly exceed the role or relationship as it is usually understood or exercised, or if the role or relationship forms one of several opportunities which that person has to exercise significant influence or control. Whether this is the case will depend on the particular facts and circumstances and should be considered on a case by case basis.

4.3. Further to this, if a person holds an excepted role but they also meet ownership Conditions 2 to 4, they would still be considered as an owner. For example, if an individual had a shareholding in the club of >25%, they would be considered an owner, regardless of whether they also held an 'excepted role'.

Examples of excepted roles

4.4. Where the person provides advice or direction in a professional capacity. For example, as:

(a) A Lawyer;

(b) An Accountant;

(c) A Management consultant;

(d) An Investment manager;

(e) A Tax advisor; or

(f) A Financial advisor.

4.5. Where the person deals with the club, trust or body under a third party commercial or financial agreement. For example, as:

(a) A Supplier;

(b) A Customer; or

(c) A Lender.

4.6. Where the person exercises a function under an enactment. For example, as:

(a) A Regulator;

(b) A Skilled person appointed under paragraph 5 of Schedule 9 of the Act;

(c) An Officer appointed under Section 42 of the Act (alternative officer arrangement);

(d) A Trustee appointed under Section 43 of the Act;

(e) A Liquidator or receiver; or

(f) An Administrator.

4.7. Where the person is an employee acting in the course of their employment and nominee for their employer. For example, a club secretary or sporting director. This would also include individuals employed by the club who are predominantly responsible for on-pitch decisions, such as the club's first team manager or head coach.

4.8. Where the person is acting in the course of their role as a volunteer at a registered society, voluntary organisation or charity. For example, a volunteer at a supporter-owned club.

4.9. Where the person is an officer of the club, including:

(a) A Managing director;

(b) A Sole director; or

(c) A Non-executive or executive director, including those who hold a casting vote.

This is because, although being the officer of a club necessarily involves having a degree of control and influence over its activities, it would be exceptional for an officer to have *significant* influence or control (as defined in this guidance) as standard.

(NB: Under the definitions in the Act, it is possible that an officer can also be an owner, if they also meet any of the five ownership conditions in Schedule 1.)

4.10. A person who makes recommendations to shareholders on an issue, or set of issues, on a one-off occasion, which is subject to a shareholder vote.

4.11. Rights held by all or a group of employees for the purpose of representing the employees interests in an employee-owned company or body.

4.12. Any person or entity in relation to any association, professional standards organisation or network of companies or bodies which promulgates common rules, policies or standards to be adopted by the members of the network, but does not otherwise have control of members of the network.

4.13. A competition organiser or governing body, or representative of a competition organiser or governing body, acting in the course of exercising their functions. For example, a competition organiser that enforces its competition rules by directing a club to take or cease certain action.

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