

Formal Petition by the
Ghana Football Association (GFA)

to the

Fédération Internationale de Football Association (FIFA)

29th June 2018

1. DEFENDING THE LEGAL CORPORATE ENTITY THAT IS THE GFA
2. OPPOSING A PETITION TO LIQUIDATE THE GHANA FOOTBALL ASSOCIATION
3. ASKING THAT FIFA DOES NOT BAN THE GFA IN THE CURRENT CIRCUMSTANCES AND THAT FIFA ALLOWS THE REMAINING EXECUTIVE COMMITTEE MEMBERS THE OPPORTUNITY TO LEAD THE GFA WITHOUT THE NEED FOR A NORMALISATION COMMITTEE

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(1) BACKGROUND

1. The Ghana Football Association (GFA) is a company limited by guarantee. The company was incorporated under the Companies Act, 1963 (Act 179) on the 28th September, 2007 and commenced business on the 1st October, 2007 with objects to, *inter alia* develop, promote, control and regulate the sport of association of football in all its forms played by its members throughout Ghana.
2. As such, the GFA is a legal entity with a Certificate of Incorporation, Certificate to Commence Business and Regulations. The GFA also has an Executive Committee, which makes up the leadership team of the Association.
3. The **CURRENT** subscribers to the GFA Regulations are:-
All football clubs in Ghana (64) and the regional football associations [10] which contribute 3 members each (30) as well as the constituents' bodies as prescribed in the Statutes of GFA to constitute Congress.
4. The **CURRENT** directors of the respondent are:-
 - a. Nii Komiete Doku
 - b. Isaac Addo
 - c. Nanabanyin Eyison
5. On the 12th of June 2018, the Ghanaian Government pursuant to Order 25(1) of the High Court Civil Procedure Rules (CI47) made an *ex parte* petition for an interim injunction to restrain members, directors and officers of the Ghana Football Association from exercising such powers as ordinarily conferred on them by law.
6. This *ex parte* application petitioning the High Court in Accra was in accordance with section 4(2)(c) of the Bodies Corporate [Official Liquidations] (Act 180) and in furtherance of government's attempt to liquidate the Ghana Football Association. Section 4(2) (C) of the Bodies Corporate [Official Liquidations] (Act 180) states that: 'the Court may order the official winding up of a company on such petition where, the business or objects of the company are unlawful or the company is operated for an illegal purpose or the business being carried on by the company is not authorized by its Regulations.'

7. The High Court temporarily granted the government's application on the 12th of June 2018, therefore restraining members, directors and officers of the Ghana Football Association from exercising such powers as ordinarily conferred on them by law for a period of 10 days, up until Thursday the 21st June 2018.
8. The said injunction restrains the Ghana Football Association and its members from Ghana Football Association premises and restrains officials of Ghana Football Association from carrying out official duties up until the same time. However, GFA staff does not have access to their building despite the lapse of the injunction.

(2) GOVERNMENT'S PETITION IS LEGALLY FLAWED AND PREMATURE

9. Paragraph 3 of the government's petition mentions Mr. Kwesi Nyantakyi as a director and subscriber of GFA. **Mr. Kwesi Nyantakyi ceased to be a subscriber or director of the Ghana Football Association four days before the Attorney General's *ex parte* application was submitted to the court and heard by the court.**
10. In accordance with section 184(1) of the Companies Act, the President of the Ghana Football Association resigned on the 8th of June 2018 by notice in writing to the Executive Committee members. This was done in order to allow the remaining Executive Committee members a chance to steward the company affairs in a way that would restore national and international confidence in the Ghana Football Association.
11. Therefore government should not have presented an instant application to the court on the 12th of June 2018 given the resignation of the former President of the GFA on the 8th of June 2018, four days before government's *ex parte* application was heard before the court.
12. Mr. Kwesi Nyantakyi, the former President of the Ghana Football Association, has admitted no fault in his resignation and resigned from the Ghana Football Association. He is therefore no longer a director of the Ghana Football Association or an Executive Committee member.

(3) STRUCTURAL CHANGES BY THE GFA CANNOT BE INTRODUCED IN FOUR DAYS

13. Following the resignation of Mr. Kwesi Nyantakyi, four days was not long enough for the remaining leadership team of the Ghana Football Association to introduce monumental corporate governance and structural changes that would allow for more transparency and accountability throughout the GFA. The remaining

leadership team at the GFA had in consultation with groups such as Clinton Consultancy, started mapping out a blue print in the four days of taking over the leadership, GFA having no President or Vice President. The elections for these positions are due to take place shortly.

(4) SUMMARY OF GFA’S RESPONSE TO GOVERNMENT

14. It is not just or equitable to wind down a company whose new leadership team had only four days to introduce monumental change that would have brought about more transparency and efficiency throughout the organisation. Furthermore, these changes can still take place if the remaining Executive Committee members are permitted to continue.
15. Criminal Culpability is determined by a court of law and no remaining Executive Committee member stands accused.
16. No one should be condemned unheard per the “*audi alterem partem*” rule.

(5) LEGAL BASIS

17. Ghana Football Association is a body corporate, which is an artificial legal entity, registered as a Private Company limited by Guarantee under the Companies Act 1963 (Act 179).
18. That Government of Ghana is not a member or director of the Ghana Football Association.
19. GFA is not a statutory body, state-owned enterprise, government ministry, agency or department.
20. GFA’s acts are not synonymous with the State nor does its very existence and functions give it an image intertwined with that of the state and the nation as a whole.
21. In accordance with Article 2.1 of the Ghana Football Association Statute, the Ghana Football Association is incorporated under the Companies code, 1963 (Act 179).
22. GFA is an autonomous legal entity that is not heavily reliant on financial or logistical support from the government. GFA further pays its own staff.
23. Although the national football teams are pre-financed by the state in order to, play matches (particularly abroad); the Ghana Football Association pays back the

monies to the Ministry of Youth and Sports when GFA is reimbursed by FIFA each year.

24. GFA is mostly run with finances from its members and grants from FIFA, CAF and WAFU.
25. **FIFA'S Standard of Cooperation Agreement (2007) in Part 4 of Article 31 subsection 1** provides that "The further object of this agreement is to ensure good management and transparency in the use of financial subsidies and subsidies in kind granted to the association by FIFA, the relevant confederation and any other sporting authority as well as government and local authorities."
26. The interpretation of this agreement, which has been signed by the government of Ghana through the Ministry of Youth and Sports and GFA, would suggest that when government provides financial assistance to the GFA, it has the right to ensure good management and transparency only in respect of the grants or funds the Government has granted to the GFA. Aside from those specific funds, the Government has no authority whatsoever to manage the affairs of the GFA, as per the governments signed agreement, which cannot be accessed as it remains in the GFA's sealed headquarters.
27. **It would be unjust and inequitable to wind down the GFA since government has agreed to the specific terms laid out in the corporation agreement that government signed with the GFA not to interfere directly with GFA's affairs. Furthermore, and more crucially, government only gave the remaining leadership team at the GFA four days to introduce systems that would allow for more transparency and accountability throughout, since government petitioned the court only four days after the resignation of the former President of the GFA.**
28. **The government just has the right to merely appeal to FIFA and enquire about ways in which the GFA plans to introduce significant structural changes that will allow for more accountability and transparency. Furthermore, the government does not have the right to call for the actual winding down of a company especially without a legally sound petition [as detailed on pages 6-13 below] and GFA's public interest position as outlined on pages 11-13. Furthermore, the government in their petition to the court cite that the former President of the GFA is a Director however, he ceased to be Director before the petition by government and only the remaining directors and the Executive Committee should be given the opportunity to turn things around for GFA.**

(6) Legal and procedural error on the part of the Ghanaian Government

29. There is no suggestion of illegality on the part of the remaining Executive Committee members of the Ghana Football Association, who make up the remaining leadership team at GFA.
30. Pursuant to Section 4 of Act 180, the Registrar of companies, creditor, member or the Attorney-General can petition the court for a company to be wound up on grounds that “the business or objects of the company are unlawful, or the company is operated for an illegal purpose, or the business being carried on by the company is not authorized by its Regulations.”
31. The provisions of Act 180, which would justify the winding up of a company, are not applicable to the Ghana Football Association since it cannot be argued that the Ghana Football Association was set up for an illegal or illegitimate purpose.
32. Furthermore, it is not just, equitable or legitimate to dissolve the Ghana Football Association because **in cases where it has been suggested that a company was being used to perpetrate fraud, the court’s answer in Ghana has never been the dissolution of the company. Rather, the posture of the courts has been to “lift the veil of incorporation” in order to make the officers behinds the company liable for the said fraud Re Darby; Ex parte Broughton [1911] 1 KB 95** and this approach has not been adopted by government.
33. Section 10(2) of Act 180 provides the penalty for this breach when it says:
- a. “If any company limited by guarantee shall carry on business for the purpose of making profits, all officers and members thereof who shall be cognizant of the fact that it is so carrying on business shall be jointly and severally liable for the payment and discharge of all the debts and liabilities of the company incurred in carrying on such business and the company and every such officer and member shall be liable to a fine not exceeding five pounds for every day during which it shall carry on such business.”
34. **That if, as in the present case, officers of the company have not been held criminally liable for fraud or other criminal acts, it cannot until proven by a court of law be said that the Ghana Football Association’s objectives have been perverted through fraud, corruption, deceit and illegality because reputation is not synonymous with the court determining criminal culpability which they have not determined in the present matter.**
35. The purported dissolution of the Ghana Football Association, a company limited by Guarantee, by the Government of Ghana is therefore void and of no

consequence as the Government does not have any legal right under the law to wind up the GFA.

(7) Government's alleged overriding public interest considerations

36. In the government's *ex parte* application to the court dated the 12th of June 2018, they reference: the 2014 FIFA World Cup in Brazil, the Dzamefe Commission report as well as the "Number 12" investigative documentary by Anas Aremeyaw Anas. However, the alleged overriding public interest considerations cited by the Government must not be an open avenue for the violation of explicit provisions on the winding up of a company in Ghana especially without due process to establish actual criminal culpability of individual directors or Executive Committee members. Article 19 2(c) of the 1992 Republican Constitution of Ghana states that every person accused of committing an offence is innocent of the crime until the crime is proved or he pleads guilty. This means that since the GFA is not charged by a competent court of jurisdiction of being illegal there is no basis for its winding up. Furthermore, the acts captured in the Anas documentary on corruption in the GFA was not done by GFA or on its instructions or directions; and all parties at senior level being investigated are no longer working for the GFA.
37. Furthermore, the Attorney General's petition to the court (is based in part) on alleged overriding public interest considerations. These considerations do not outweigh the fact that the winding up of a limited liability company in Ghana should only be done when it is just and equitable to do so. There is also a general reluctance by the courts to wind up a company that is solvent as was stated in **Billy v Kuwor 1991 1 GLR 522.**
38. The corporate governance presumption that 'the buck stops [*right at the top*] here' applies in the present case and the remaining Executive Committee members were not given the opportunity to implement structural changes. In the case **Amartey v Social Security Bank**, *"the court held per Ampiah J.A (as he then was) that "it was an undisputable fact that the plaintiff, as mortgagor, was also the chairman and managing director of the company. The court also found that he had received the letter and replied to it. The court held that it was improper for the director to feign ignorance of the notice simply because it was sent to him in his capacity as the managing director (even though he was the mortgagor) and that such conduct amounted to fraud for which the corporate veil would be lifted. Thus, the mortgaged property along with the others that were subsequently sold was held to have been properly sold."*

(8) **Equitable considerations**

39. GFA contends that there is a legal maxim to the effect that “to every rule there is an exception” in order to achieve justice. In accordance with **section 45 (b) of Act 180**, “Where the petition is presented by [members or] contributors of the company on the ground that it is just and equitable that the company should be wound up, the Court, if it is of the opinion, that in the absence of any other remedy it will be just and equitable that the company should be wound up, shall make a winding up order unless it is of the opinion, both that some other remedy is available to the governments and that they acted unreasonably in seeking to have the company wound up instead of pursuing that other remedy.”
40. The provision under the “just and equitable rule” is to the effect that the government in order to succeed in a claim for winding up of a company must ensure that there are no available remedies which could be used to remedy the situation. Such that if there are remedies available to the Government of Ghana who is a contributor to the GFA, then the government will be deemed to have acted unreasonably.
41. The legal effect of this statute is that should there be available remedies to remedy the situation but ignored by the government, the court should not legally find it just and equitable to grant the government such a relief.
42. GFA relies on the decision in **Billy v Kuwor 1991 1 GLR 522** where the court held that “Consideration of the just and equitable rule was a question of fact and as such each case must depend on its own circumstances. The court therefore had an unfettered discretion in that exercise since it was not possible to lay down a general guide to the solution of what were essentially individual cases.... The courts were, however, generally reluctant to wind up a company that was solvent and moreover it was a remedy that might severely hurt the remaining shareholders.”
43. In light of this ruling above, it would be unfair and inequitable for the court to grant the government’s petition considering the circumstances surrounding this case. **Government should have given GFA more than 4 days to introduce changes that would bring about more transparency and accountability and with that, win the public confidence.**
44. In all activities that the Government deems appropriate to achieve, that aim must be carried out within the confines of the law.
45. The state therefore has not exhausted all other avenues and their petition to create a new entity/ insert their own people in GFA is void and of no legal consequence.

46. There was thus an arbitrary exercise of power by the state as there is an avenue to remedy the matter.
47. Winding up should therefore be done when it is just and equitable to do so and as already cited, there is a general reluctance to wind up a company that is solvent as established in the case of **Billy v Kuwor 1991 1 GLR 522**
48. That another remedy was available to the state and that they acted unreasonably in seeking to have the Ghana Football Association wound up instead of pursuing that other remedy in accordance with **section 5 (b) of Act 180.**
49. That in accordance with section **184(1) of the Companies Act**, the President of the Ghana Football Association resigned on the 8th of June 2018 by notice in writing to the Executive Committee members in order to allow the remaining Executive Committee members to steward the company affairs in a way that would restore national and international confidence in the Ghana Football Association.
50. That the Government should not have presented an instant application to the court on the 12th of June 2018 given the resignation of the former President of the GFA on the 8th of June 2018, four days before her *ex parte* application was heard before the court.
51. That the resignation of the former President of the Ghana Football Association cleared a leadership path for the remaining directors of the GFA to work towards restoring public confidence in the GFA both nationally and internationally in accordance with the provisions of GFA's by-laws as well as FIFA's by-laws.
52. That some other remedy was available to the Government and that they acted in a manner that was not just or equitable by unreasonably seeking to have Ghana Football Association dissolved instead of pursuing that other remedy in accordance with **section 5 (b) of Act 180.**

(9) Reputation of the Government

53. That the government's reliance on what they cite as overwhelming public policy considerations, do not outweigh the legal, equitable, procedural and public policy considerations that favour the Ghana Football Association.
54. That as a private organization of an associative nature, the Ghana Football Association's activities do not have a direct bearing on the reputation of the state.
55. That the Attorney General's references to alleged criminal activity in her *ex parte* application, have not been substantiated in a court of law.

56. That officers of the company have not been held criminally liable for fraud or other criminal acts, therefore it cannot, until proven by a court of law, be said that the Ghana Football Association's objectives have been perverted through fraud, corruption, deceit or illegality.
57. That Government's reputation therefore is not synonymous with a court determining criminal guilt and the court has not ruled that criminal activity was carried out by members of the Ghana Football Association.
58. That the government's reputation does not outweigh legal, equitable, procedural and public policy considerations that favour the Ghana Football Association.
59. That the Ghana Football Association should not be liquidated for it cannot be said, as cited in the Government's *ex parte* application that greater harm would be caused to the government especially since legal, equitable, procedural and public policy considerations favour the Ghana Football Association's position.

(10) The Government is being Unreasonable, Unjust and inequitable

60. It is GFA's position that it is just, equitable and legitimate for the remaining registered members of the GFA to remain on the books of the Companies Register as subscribers to the GFA Regulations and that the remaining Executive Committee members continue as mandated.
61. That the winding down of the Association would be unreasonable, unjust and inequitable as it seeks not to even remove individual members of the Executive Committee; but seeks to dissolve the legal vehicle, that is the association itself.
62. That a company limited by guarantee should not be dissolved without proof of criminal culpability in a court of law because no one should be condemned unheard "*Audi Alteram Partem.*"
63. That the remaining Executive Committee members of the Ghana Football Association were only given 4 days to turn the company around following the resignation of the then President of the Ghana Football Association.
64. That it is instead in the public interest to ensure that the public is aware that public sentiment cannot lead to the winding down of a company in Ghana particularly within four days of the President of that company resigning, which only allowed the remaining leadership team only four days to significantly turn the affairs of the Ghana Football Association around so as to win public confidence by bringing about more transparency and accountability.

65. That the Attorney General during her submissions when petitioning for an *ex parte* order herself cited the alleged dominant nature of the former President of the Ghana Football Association.
66. That upon the resignation of the former President of the Ghana Football Association, the leadership team at the Ghana Football Association could attempt to win the confidence of the public by introducing streamlined structural adjustments so as to restructure the Ghana Football Association effectively; but could not do so within four days.

(11) **Ghana Football Association's public interest considerations**

67. It is important that the public is aware that due process is required to establish actual criminal culpability of any officer within a company and that it is an individual/s whose position can be terminated and not the company itself liquidated in instances of criminal conduct as determined by a court of law.
68. Furthermore, public sentiment should not lead to the dissolution of a legal vehicle, that is the association itself and not the leadership be it individually or otherwise should they be found to be culpable of a criminal act.
69. **It sends a negative signal to suggest that a company limited by guarantee could be taken over by government and turned into a *de facto* statutory body, state-owned enterprise, government ministry, agency or department even in circumstances where criminal culpability of an individual is determined.** This is because a company is still a protected entity especially if it was not set up for an illegal or illegitimate purpose. In any case, where it has been suggested that a company was being used to perpetrate fraud, the court's answer has never been the dissolution of the company. Rather, the posture of the courts has been to "lift the veil of incorporation" in order to make the officers behind the company liable for the said fraud.
70. **It is also in the public interest to ensure that contributors of a company should reasonable explore other options before taking the drastic action of seeking the court's leave to make an order for the winding down of a company.**
71. It is not in the public interest that all professional football activity is shut down in Ghana because of the government's application for an injunction and this has temporarily led to no football team in Ghana from of any sort (including clubs) having any local or international sporting contact particularly during the world cup.
72. It is also not in the public interest that if government's interference does not stop now, this may lead to a FIFA ban which GFA does not want and GFA in this report petitions FIFA to ask government to give them 6 months to turn GFA around.

73. It is not in the public interest that should government be deemed by FIFA to have interfered with the independent workings of Ghana Football Association; no team from Ghana of any sort (including clubs) can have having any international sporting contact (*art. 14 par. 3 of the FIFA Statutes*) and during such a suspension period, the Ghana Football Association would not be represented in any regional, continental or international competitions, including at club level, or in friendly matches during such a suspension.
74. That per the **FIFA Statute (2015 Ed.) Article 17, subsection 1 and 2**
1. “Each Member shall manage its affairs independently and with no influence from third parties
 2. A Member’s bodies shall be either elected or appointed in that Association. A Member’s statutes shall provide for a procedure that guarantees the complete independence of the election or appointment”.
75. That the statute means that the GFA which is a member to FIFA shall manage its affairs independently free from any external influence. This provision clearly shows that an external institution like the Government of Ghana cannot dictate for the GFA because the GFA is like any other private company limited by guarantee under the Companies Act 1963, Act 179 and has an authority it accounts to which FIFA.
76. That it is a public interest therefore that the state has no control and should not be able to manage the GFA as it wants.
77. That in the interest of protecting the national interest, having regard especially to the public objectives for which the GFA was incorporated (*which is to perform to develop, promote, control and regulate the sport of association football in all its forms played by its members throughout Ghana and abroad*); that the remaining Executive Committee members of the GFA have a duty to carry out the public objectives for which the GFA was incorporated in light of the resignation of the former President of the GFA.
78. That the remaining directors of the GFA and the remaining Executive Committee members have a duty to take urgent measures to continue its national and international operations in a transparent and legitimate way with a new vision and a new charter of progress and efficiency, following the resignation of the former President of the GFA on the 8th of June 2018.

79. That it is only legal that the government's winding down petition is objected by the GFA and in turn set aside by the court and their petition to FIFA dismissed.
80. Furthermore, the Government has gone beyond the scope of the interim order granted on the 12th of June 2018 since an Interim Management Committee was assembled to oversee the administration of football and other related matters in Ghana though the interlocutory order granted by the High Court was for a period of 10 days. The assembly of the Interim Management Committee at the time presumed that the 10 days injunction would naturally be extended though the matter has not fully been heard before the court. **FIFA's intervention has now led to the dissolution of the interim committee.**
81. That the GFA as a company limited by guarantee and incorporated under the Companies Act 1963 [Act 179] cannot be compensated for the loss of having its players banned from playing internationally and locally this year, in the event of a FIFA ban particularly in light of the fact that the Under 20s and Under 17s teams have qualified for the World Cup and the Black Stars are at the pole position to qualify.
82. That the properly elected remaining directors of the GFA, the GFA Executive Committee, the GFA general assembly and the GFA administration have the right work without interference in their affairs until a more substantive judgment is reached by the court and the leadership be allowed to further the objectives of the GFA nationally and internationally whilst ensuring transparency, legitimacy of operations and public confidence in the GFA as the association resorts to internal bylaws which provides for what should happen under these extraordinary circumstances as well as work with FIFA during this transitional period following the resignation of the former President of the GFA.
83. **Furthermore, Article 13, par. 1 and article 17, par. 1 of the FIFA Statutes obliges member associations to manage their affairs independently and with no influence from third parties. The Ghana Football Association although affiliated to FIFA, does not derive its legal existence from FIFA; though we ask for the continued support of FIFA.**

(12) **The remaining leadership team at the GFA**

84. In terms of corporate governance, the organizational leadership of a company is often structured so that the President is the ultimate decision maker and thereafter the remaining board or executive leadership team.
85. Most club owners are also subscribers to the Ghana Football Association.
86. The Senior Management of the GFA is the Executive Committee.
87. Without a President and a Vice President, the remaining Executive Committee members can introduce monumental changes that will lead to more accountability and transparency that will win the confidence of the public once more.

(i) **Legal status of the current Executive Committee**

88. That until otherwise determined by a court of law, the remaining directors and subscribers of the Ghana Football Association which form a company limited by guarantee and incorporated under the Companies Act 1963 [Act 179] have the legal right to continue in their capacity as directors and subscribers of a registered company limited by guarantee in Ghana, when the interim injunction lapses on the 21st of June 2018.
89. That with the lapse of the interim injunction on the 21st of June 2018 (*and if no further injunction is made by the court to restrain members, directors and officers of the Ghana Football Association*); the Interim Management Committee to oversee football in Ghana had no legal standing because of the directors and subscribers legitimate legal standing as protected under the Companies Act 1963 [Act 179].
90. That as presently constituted, the Ghana Football Association should continue to exist.

(ii) **Company law duties of the remaining Executive team**

91. That in the interest of protecting the national interest, having regard especially to the public objectives for which the GFA was incorporated *which is to perform to develop, promote, control and regulate the sport of association football in all its forms played by its members throughout Ghana and abroad*; the remaining Executive Committee members have a duty to carry out the public objectives for which the GFA was incorporated in light of the resignation of the former President of the GFA.
92. That the remaining Executive Committee members of the GFA have a duty to take urgent measures to continue its national and international operations in a transparent and legitimate way with a new vision and a new charter of progress and efficiency, following the resignation of the former President on the 8th of June 2018 as a judgment is reached by the court.

(iii) **Corporate Restructuring Considerations**

93. That the remaining Executive Committee members of Ghana Football Association were only given four days to demonstrate that they had turned the Ghana Football Association around so as to restore public sentiment and confidence in the Ghana Football Association given that the Attorney General presented an instant application to the court to wind up the company, despite the resignation of the former President of the Ghana Football Association only 4 days earlier.
94. That four days was not enough time for the remaining directors and subscribers of the Ghana Football Association to introduce effective structural changes that addressed alleged (*but not proven in a court of law*) allegations of poor financial management, unlawful payments to companies and corruption in the wake of the departure of the then President of the Association.
95. That four days was not enough time for the remaining directors and subscribers of the Ghana Football Association to redeem its reputation from “allegedly being rotten from top to bottom.”
96. Furthermore that the remaining Executive Committee members were not given the opportunity to introduce monumental structural changes following the recent departure of the former President of the Association.
97. **That the remaining Executive Committee members had already begun to put forward a restructuring timetable and roadmap to be handled by the**

management of GFA in consultation with other groups and stakeholders; an organizational development and stakeholder relations plan; compliance and legal risk management system; regulatory and policy reforms and a plan to overhaul the corporate governance of the organization at all levels.

(iv) GFA's commitment to functioning in their legally mandated capacity

98. That the remaining Executive Committee members have not been accused of alleged criminal conduct and that if indeed the police have declared Ghana Football Association premises as a crime scene, no officer of the Ghana Football Association has been convicted of a crime and culpability can only be determined by a court of law. **The government without a warrant is still occupying the building.**
99. Ghana Football Association officials are intent on carrying on further activities in the name of the Ghana Football Association, because none of the officers have been found guilty of a crime and the remaining Executive Committee members not implicated.
100. Furthermore the Ghana Football Association premises can function properly despite the temporary shutdown of facilities, if Ghana Football Association officers are permitted to enter/ in the least be allowed to remove materials that will further the operational and administration function of this matrixed organization, after the lapse of the injunction.
101. **That the removal of the most senior and dominant member of the Ghana Football Association allowed a situation where for the first time in years, the senior leadership team could implement widespread and effective structural changes.**
102. **That in the *ex parte* application the Attorney General, in her own submission alleged that the Ghana Football Association had become the *de facto* property of one man, which is the past president of the Ghana Football Association. She further alleged that he had rewritten the rules of the organization.**
103. That in four days from taking over the company, the remaining Executive Committee members had begun to consult extensively on effective structural implementations that would curtail previous problems within the organization.
104. That the remaining Executive Committee members after the lapse of the interim injunction, should as per their mandate, be given the opportunity to undertake proper reconstruction of the Ghana Football Association in the shortest possible time with the best consultants to aid them, especially in the wake of the departure of the former President four days before the Attorney General delivered her application for an interim injunction.

13. GFA PETITION'S FIFA TO NOT BAN THE GFA IN THE CURRENT CIRCUMSTANCES AND TO GIVE THE GFA AT LEAST 6 MONTHS TO TURN THE ASSOCIATION AROUND

105. We ask that FIFA keep in mind that the remaining Executive Committee members of the Ghana Football Association (GFA) met on the 8th of June 2018 and decided as follows:-

‘1. All Officials of the GFA, shown to have allegedly committed various acts of misconduct, in the Tiger Eye PI documentary titled Number 12 shall step aside from their positions and steer away from all football related activities with immediate effect.

2. The conduct of the said Officials has been referred to the GFA Ethics Committee chaired by COP Kofi Boakye (*the Director-General of the Police Intelligence and Professional Standards (PIPS) who enjoys adulation from wide sections of society*) to go through the Judicial Process.

3. The GFA shall not interfere in the works of the Ethics Committee and shall embrace any decision that the Ethics Committee may come out with.

4. That the Referees Appointment Committee has been dissolved.

5. That all the competitions of the GFA have temporarily been put on hold.

6. That a five member team comprising of Messrs Kweku Eyiah (Leader), Benjamin Nab Eyison, Kurt Okraku (Spokesperson), Isaac Addo and Samuel Opoku Nti has been tasked to meet Government for a resolution of the current impasse as well as draw up a program for lasting reforms.

7. The GFA shall soon come out with a road map for the elections of a substantive President in accordance with its Statutes.

8. That the GFA wishes to assure the general public that it shall take all legitimate steps to restore confidence and trust in the beautiful game. In this respect as a first step, the GFA wishes to offer its sincerest and unconditional apologies to the entire nation and all our stake holders.’

106. This declaration was issued via a press release on the 10th of June 2018.

107. Furthermore, although government will engage with FIFA to discuss current developments in Ghanaian football administration, **government is legally restrained from charting the way forward in relation to football in the country especially since they have not taken appropriate steps beforehand.**

108. It is suggested that those appropriate steps by government should include: giving the remaining management team of GFA *at least* 6 months to restructure GFA so as to win public confidence and streamline all systems for more transparency and accountability.

109. Following the resignation of the then President of GFA, the remaining leadership team had only 4 days to introduce changes to the organization before the government's petition to the court to wind down the company. Four days was not enough time.
110. The remaining leadership team of the GFA should now be given the opportunity to introduce monumental changes so as to win the public's confidence and allow for more transparency and accountability within the organization.
111. This is because GFA and The Ministry of Youth and Sports entered a Standard Corporation Agreement and the agreement defines the remit and duties of the GFA which is the football association of Ghana and the government body responsible for sport, the Ministry of Youth and Sports. This agreement consists of various chapters dealing with the following issues concerning the division of competences between the different parties, particularly with regard to the organization of sport, technical direction and administration. The Standard Corporation Agreement in each FIFA regulated country is clear about the Independence of the *parties* 'Each party to this agreement undertakes to respect the other and refrain from directly intervening in the scope of its prerogatives.'
112. The buck stops at the top and with the departure of the President and vice President of GFA, the remaining GFA leadership team should be given more than 4 days to turn the company around since government petitioned the court for the winding down of GFA only 4 days after the resignation of the then President of the GFA.
113. Government interference has not fully taken place because it is further GFA's position that the situation is redeemable for the following reasons:-
- i. Government can be made to know that they petitioned the court four days after the resignation of the then President of the GFA, and four days was not enough time for the remaining leadership team of GFA to introduce monumental changes to GFA.
 - ii. Monumental structural changes that GFA had (*in four days*) started strategizing towards include a blue print to allow for widespread accountability and transparency
 - iii. These changes specifically include a blue print for more transparency and accountability: consultation with other groups and stakeholders; an organizational development and stakeholder relations plan; compliance and legal risk management system; regulatory and policy reforms and a plan to overhaul the corporate governance of the organization at all levels.
 - iv. Government could be asked to honour their agreement with GFA (Corporation Agreement between Ministry of Youth and Sports and GFA) and not interfere by giving GFA at last 6 months to internally restructure operations.

- v. GFA therefore petition FIFA to not declare a ban and give GFA time to introduce changes, having asked government not to interfere for at least 6 months whilst those changes are introduced.
114. If government halts any further action against GFA as a corporate body (*separate from its former President*) for a period of at least 6 months, then perhaps FIFA will be in a position to not ban the GFA on the basis that government has not fully or substantially interfered with the independent workings of Ghana Football Association; therefore every team from Ghana of any sort (including clubs) would have international sporting contact (in contrast to art. 14 par. 3 of the FIFA Statutes).
115. Without a suspension period, the Ghana Football Association would be represented in all regional, continental or international competitions, including at club level, or in friendly matches.
116. GFA therefore asks that FIFA does not declare a GFA ban, asks government not to interfere and give GFA 6 months to change, since only 4 days after the resignation of the then President, did the government petition the court for the winding down of the GFA.
117. The remaining directors and subscribers of GFA have legal rights as protected under the Companies Act 1963 [Act 179] be enforced.
118. The government can also suspend the idea of any further Interim Management Committee (for at least 6 months) so that the remaining directors at GFA can apply GFA procedures which are in place to take effect under such extraordinary circumstances as well as consult to introduce monumental changes to allow for more transparency and accountability.
119. As per the *FIFA Statute (2015 Ed.) Article 17, subsection 1 and 2*
- “1. Each Member shall manage its affairs independently and with no influence from third parties
2. A Member’s bodies shall be either elected or appointed in that Association. A Member’s statutes shall provide for a procedure that guarantees the complete independence of the election or appointment”.
120. This statute means that the GFA which is a member to FIFA shall manage its affairs independently and free from any external influence. This provision clearly shows that an external institution like the Government of Ghana cannot dictate to GFA which is like any other private company limited by guarantee under the Companies Act 1963, Act 179.

121. It is in the public interest therefore that the state has no control and should not be able to manage the GFA and that the GFA be given 6 months without interference by government in order to streamline all administrative and procedural activity, especially after the departure of the former President.
122. Government can be invited to stop interfering at this point since they previously went beyond the scope of the interim order granted on the 12th of June 2018. The Interim Management Committee that was assembled by government to oversee the administration of football and other related matters in Ghana has been disbanded and the remaining Executive Committee members can introduce changes without the need for an Emergency/Normalisation Committee.
123. GFA as a company limited by guarantee and incorporated under the Companies Act 1963 [Act 179] cannot be compensated for the loss of having its players banned from playing internationally and locally this year, in the event of a FIFA ban particularly in light of the fact that the Under 20s and Under 17s teams have qualified for the World Cup and the Black Stars are at the pole position to qualify.
124. The properly elected remaining directors of the GFA, the GFA Executive Committee, the GFA general assembly and the GFA administration have the right work without interference in their affairs until a more substantive judgment is reached by the court and the leadership be allowed to further the objectives of the GFA nationally and internationally whilst ensuring transparency, legitimacy of operations and public confidence in the GFA as the association resorts to internal bylaws which provides for what should happen under these extraordinary circumstances as well as work with FIFA during this transitional period following the resignation of the then President of the GFA.
125. From the meeting that transpired on Friday 22nd June 2018 between FIFA officials and Government of Ghana it has been reported that it was agreed that:-
1. 'Both FIFA and the Ghanaian government have a zero tolerance for corruption, criminality and all other forms of illegality'

No criminality has been proven by a court of law and those accused, particularly former senior members, are no longer part of the GFA and are being investigated.

- 2 'The government of Ghana has the right to enforce its national laws against criminal conduct and illegality'

We agree however due process is required and criminal culpability proven by a court of law.

3. 'FIFA in consultation with the Ghanaian government will put in place interim measures to allow for the continuation of football in Ghana'

The remaining Executive Committee members only had four days to introduce monumental structural changes after the departure of the then President since the government's application for an injunction was temporarily granted four days after the then President of GFA's resignation.

4. 'The Ghana government delegation will continue discussions with FIFA in Zurich, Switzerland for the purpose of finalizing interim arrangements regarding football in Ghana'

126. The remaining Executive Committee members therefore make this Petition asking that we be part of that process to finalize interim arrangements regarding football in Ghana. We would like at least 6 months to introduce monumental structural changes and demonstrate to all stakeholders that we are more accountable and transparent. This in turn will restore public confidence following the departure of our former President and the Vice President of the GFA. Furthermore, no member of the Executive Committee has been elected President and Vice President respectively, following the departure of two members of the Executive Committee who held those positions. In accordance with our by-laws, these positions may be filled following an election within the remaining Executive Committee, which has not yet taken place.

127. It is also submitted that for senior members of the Government of Ghana to take it upon themselves to declare to the public that FIFA does not recognize the GFA is beyond comprehension to the remaining GFA Executive Committee, particularly since FIFA has not reached a final decision on this matter.

14. The insertion of a normalisation committee is not necessary in the current circumstances

128. Article 7(2) of FIFA's statutes deals with Conduct of bodies and Officials and specifically states that 'Executive bodies of Member Associations may under exceptional circumstances be removed from office by the Executive Committee in consultation with the relevant Confederation and replaced by a normalisation committee for a specific period of time.'

129. For the reasons outlined throughout this document, it is submitted that the removal of our former President means that the exceptional circumstances that would normally warrant the removal of the Executive Committee, does not exist in the present case.

130. Without a President and a Vice President, the remaining Executive Committee members, who are not in any way directly implicated in this

scandal, can introduce monumental changes that will lead to more accountability and transparency at all levels of the Association. This, we contend, will win the confidence of the national and international public once more.

131. Furthermore, all Officials of the GFA, shown to have allegedly committed various acts of misconduct, in the Tiger Eye PI documentary titled Number 12 have stepped aside from their positions and been steered away from all football related activities. With the removal of those that stand accused, the remaining Executive Committee are competent to steer the leadership of the Association in order to restore accountability, transparency and public confidence.
132. **In terms of the leadership team, only one person, our former President, was implicated in the Anas documentary, and the rest of the Executive Committee should not be removed for a normalisation committee if they have not been accused or shown to have committed acts that bring our profession into disrepute.**
133. **If a current member of FIFA's senior leadership team faced allegations of violating the governing body's rules regarding bribery and corruption as well as offering and accepting gifts; this would not lead to the removal of the remaining executive leadership team who stand unaccused. It is therefore humbly submitted that the remaining Executive Committee members of the GFA be allowed to continue. This is because we stand unaccused and are more than competent to work in collaboration with stakeholders and consultants in order to restore the reputation of the GFA and effectively streamline procedures executed within the GFA at all levels.**
134. The corporate governance presumption that 'the buck stops [right at the top] here' applies in the present case and none of the remaining Executive Committee members are tainted by allegations of fraud, corruption, deceit or illegality and have not been given the opportunity to lead by implementing monumental structural changes.
135. The buck stops at the top and with the departure of the President (*and before that*) the vice President of the GFA; the remaining GFA leadership team should be given more than 4 days to turn the Association around without the need for a normalisation committee.
136. What was causing the leadership to not execute its duties fully and ensure compliance at all levels has been removed. Therefore, we contend that the current circumstances do not warrant the need for a normalisation committee since the remaining Executive Committee are competent and untainted enough to lead and significantly impact the GFA.
137. **The remaining Executive Committee members have a combination of exceptional technical and professional expertise including financial, risk, communication, strategic orientation, stakeholder impact, market**

knowledge, results orientation, change leadership, collaboration and influence, people and organization development, team leadership skills and the ability to work with different stakeholders and consultants during this transitional time.

138. Paragraph 105 on page 17 of this document shows that the remaining Executive Committee members took immediate steps two days after the resignation of our then President.

139. **That the remaining Executive Committee members had already begun to put forward a restructuring timetable and roadmap to be handled by the management of GFA in consultation with other groups and stakeholders; an organizational development and stakeholder relations plan; compliance and legal risk management system; regulatory and policy reforms and a plan to overhaul the corporate governance of the organization at all levels.**

140. That the removal of the most senior and dominant member of the Ghana Football Association allows for a situation where for the first time in years, the senior leadership team can implement widespread and effective structural changes.

141. That in the *ex parte* application the Attorney General, in her own submission she alleged that the Ghana Football Association had become the *de facto* property of one man, which is the past president of the Ghana Football Association. She further alleged that he had rewritten the rules of the organization.

142. That the remaining Executive Committee members after the lapse of the interim injunction, should as per their mandate, be given the opportunity to undertake proper reconstruction of the Ghana Football Association in the shortest possible time with the best consultants to aid them, especially in the wake of the departure of the former President four days before the Attorney General delivered her application for an interim injunction.

143. Section 31.3 of the GFA statutes states that: 'In the event of the office of the President becoming vacant, the Vice President shall act in his stead until an election is held at the next Congress.' In the circumstances, we find ourselves in where both the Vice President and President positions are vacant; the remaining Executive Committee members would like the opportunity to work with the Election Committee at the GFA to ensure that these two positions are filled. We would also like the opportunity to manage the affairs of the GFA whilst being given a trial period of at least 6 months. This 6 months period will allow us the opportunity to demonstrate to all stakeholders, marked improvement of all our organisation affairs following the departure of our former President and Vice President respectively.

We therefore ask that you consider the submissions made throughout this document and ask that you work with the remaining Executive Committee members as we endeavor to introduce monumental changes that will restore our reputation for credibility, transparency and accountability.

Respectfully submitted,

The remaining Executive Committee members of the Ghana Football Association:-

1 DELAHERIC SENAYE - Premier League



2 ALBERT COMNEY ARYEETEY - Premier League



3 SAMUEL OPOKU NII - Premier League



4 FRANK NWOKOLO NELSON - Premier League



5 GEORGE AFRYIE - Premier League



6 NAB BENJAMIN EYISON - Premier League



7 KURTUS OKIRAKU - Division One



8 WILFRED OSEI KWAKU - Division One



9 JOHN FREDERICK MENSAH - Division One



10 KWEKU ABAKA EYIAH - Division One



11 ALHADI DAUDI SADUGU - Chairman, Upper West Regional FA



12 MR. SALIU ZIDA - Chairman, Upper East Regional FA



13 MR. AUGUSTINE ASANTE - Chairman, Brong Ahafo Regional FA



14 MR. OSEI TUTU AOYEMAN - Chairman, Ashanti Regional FA



15 MR. KOJO YANKAH - Chairman, Western Regional FA



16 MR. FRANCIS DOGBATSE - Chairman, Volta Regional FA



17 MR. M. N. S. DOE - Chairman, Central Regional FA

