



Mr Richard Masters
Chief Executive
The Premier League
57 North Wharf Road
London W2 1HQ

12 October 2021

Dear Mr Masters,

Re: Owners' and Directors' Test

I am writing to you in the expectation that you may want to reflect on how best to address the governance issues confronting the Premier League in the aftermath of the decision to allow the acquisition of Newcastle United Football Club by a consortium led by Saudi Arabia's Public Investment Fund.

I would like to remind you that in July 2020 we wrote to you proposing a revision to the Premier League's Owners' and Directors' Test to meet a gap in the current rules which are not human rights-compliant. As they stand, the rules allow for the exclusion of prospective owners and directors on grounds of dishonesty, insolvency and sex offences, but *not* on grounds of complicity in war crimes, torture, slavery or human trafficking.

We sought the advice of a leading corporate lawyer who has advised sporting bodies, David Chivers QC, to look at the test and devise a legally sound human rights element to it.

I attach a copy of the proposed revision as an Appendix to this letter with an accompanying explanation. The changes proposed would enable the Premier League Board to disqualify a prospective owner/director on the grounds of contributing to human rights violations, including conduct that is in breach of the Premier League's anti-discrimination policy.

David Chivers has asserted that this proposed revision is reasonable, measured, goes with the grain of best practice across sporting bodies, and could be implemented without cutting across other elements of the Premier League's rules.

I am asking you to give careful consideration to what is proposed, with particular regard to establishing a corporate culture that is aligned with the Premier League's purpose and strategy, promotes integrity, values diversity and is reflective of broader stakeholder concerns.

I would like to meet you to discuss this with my colleague David Chivers. I look forward to your response.



Yours sincerely,

A handwritten signature in black ink, which appears to read 'Sacha Deshmukh'. The signature is written in a cursive style and is underlined with a single horizontal line.

Sacha Deshmukh
Chief Executive Officer Amnesty International UK

Appendix

Proposed change to the Premier League Rules Owners' and Directors' test to address international human rights and discrimination framed by David Chivers QC and Seamus Woods of Erskine Chambers

CURRENT RULE:

Disqualifying events

- F.1. A Person shall be disqualified from acting as a Director and no Club shall be permitted to have any Person acting as a Director of that Club if:

[This is followed by a list of "Disqualifying Events", for example:]

- F.1.6. in the reasonable opinion of the Board, he has engaged in conduct outside the United Kingdom that would constitute an offence of the sort described in Rules F.1.5.2 or F.1.5.3, if such conduct had taken place in the United Kingdom, whether or not such conduct resulted in a Conviction;

PROPOSED CHANGE:

Disqualifying events

- F.1. A Person shall be disqualified from acting as a Director and no Club shall be permitted to have any Person acting as a Director of that Club (including for the avoidance of doubt by virtue of being a shadow director or having Control of the Club) if:

...

F.1.16. in the reasonable opinion of the Board, he is not a fit and proper person to be a Director having regard, in particular, to:

F.1.16.1. whether he has been complicit in an egregious or consistent violation(s) of international human rights law;

F.1.16.2. whether he has engaged in conduct that constitutes a failure to observe, comply with or act in accordance with the Inclusion and Anti-Discrimination Policy set out in Appendix 2 to these Rules or that

would constitute such a failure if it had taken place in a situation that required him to observe, comply with and act in accordance with that Policy;

F.1.16.3. whether he has engaged in any other conduct of a nature which, if he were to become a Director, risks bringing the League, the Club and/or the game into serious disrepute; or

F.1.16.4. whether the fitness or propriety of any Person, or of any government or organisation, with whom he is associated or connected in his personal, business or political dealings is of a nature which, if he were to become a Director, risks bringing the League, the Club and/or the game into serious disrepute.

Explanatory note

Amnesty International UK proposes a change to the Premier League Rules Owners' and Directors' Test. This would stop those who have been implicated in violations of international human rights law from owning Premier League football clubs. It would also bar people who fail to meet the standards already set by the Premier League's Inclusion and Anti-Discrimination Policy.

This would prevent the Premier League from being used as a patsy for "sportswashing". Sportswashing is where overseas regimes invest in the glamour and prestige of top-level sport as a way to "rebrand" their country and deflect attention away from their poor human rights records.

The recent proposed acquisition of Newcastle United Football Club by Saudi Arabia's Public Investment Fund is a good example. The Crown Prince of Saudi Arabia has been using sporting events and personalities to improve the Kingdom's reputation following the grisly murder of the journalist Jamal Khashoggi – widely believed to have taken place with his approval – and to distract attention from things like its imprisonment and torture of women human rights defenders. But the Newcastle bid is by no means the only example.

And yet, despite the clear reputational damage this does to the Premier League, there is nothing explicitly in the Owners' and Directors' Test to prevent it. The current Test sets out various things that disqualify someone from owning a club. But these focus on things like owning multiple clubs, dishonesty, piracy and insolvency. While TV broadcast piracy concerns might be enough to sink Saudi Arabia's bid anyway, surely this is a surprising gap in the Rules.

A good illustration is that serious sex offenders are not allowed to own Premier League Clubs: rule F.1.13. Why then should someone who has been complicit in war crimes, torture, or human trafficking? Or indeed someone who has kept slaves? Surely the events of 2020 demonstrate now more than ever how absurd it is that an organisation as influential and prestigious as the Premier League is currently powerless to bar these types of people from owning its clubs.



Additionally, the Premier League's Rules require it and all its clubs to comply with the statutes and regulations of FIFA: rule B.15. Article 3 of the FIFA Statutes says that FIFA is "committed to respecting all internationally recognised human rights and shall strive to promote the protection of these rights". Yet the words "human rights" do not appear once in the body of the Premier League Rules. Amnesty's proposed change will fix that.

People must be "fit and proper" to work in senior roles in sectors like finance and insurance. Amnesty's proposal would also go some way to aligning the Premier League Rules with that position. In a September 2018 letter to a Parliamentary Committee, the Financial Conduct Authority (FCA) confirmed that some people had been found not to be fit and proper on the basis of their "non-financial conduct". Amnesty's change introduces a similar barrier.

The proposed new rule would give added force to the Premier League's existing Inclusion and Anti-Discrimination Policy. This is already part of the Rules and the proposal uses the existing wording (rule J.4). There is also a general rule preventing discrimination that this change would bolster (rule B.17(b)). Adding this to the Owners' and Directors' Test is an obvious next step. It would underscore the importance of non-discrimination in the modern game.

It would also align with how the Rules impose obligations on club managers to act in an ethical and professional manner, not to discriminate, and to prevent the game from being brought into disrepute (Managers' Code of Conduct, Appendix 5 to the Rules, paragraphs 5, 14 and 15). Undoubtedly, club managers are high-profile. But, increasingly, the same is true of club owners.

The suggested new words at the start of rule F.1 make it clear that the Test does not just apply to directors in the technical sense. It also extends to people with "Control" over a club. This captures, for example, the beneficial owners of 30% or more of a club's voting shares. This is already the position under the Rules because of how these define "Directors" but this change puts the position beyond doubt. It gives real meaning to a Test targeted at "Owners and Directors". The proposed wording comes from another provision to the same effect elsewhere in the existing Test (in rule F.4).

The wording of new rule F.1.16.4 is adapted from the British Horseracing Authority's Ownership Guidance Notes. These impose a similar restriction in the "fit and proper" persons test that applies to owners in that industry.

The overall proposed change to the Test would not be difficult for the Premier League Board to administer. It uses the same standard they already use for overseas conduct amounting to dishonesty or specified offences (this is the reference to "Rules F.1.5.2 or F.1.5.3" in rule F.1.6). The Board has to form a "reasonable opinion". This will usually mean it has to have sound evidence to support its conclusions and that these may be subject to legal review. This safeguards against any concerns that this proposal might let the Board make arbitrary decisions.

As well, the proposed addition uses established legal concepts, so the Board will not be left guessing. "International human rights law", for example, is a term used frequently in the UK courts. The Board will also be more than capable of making a judgement call about what amounts



to a sufficiently serious violation. Further, numerous other organisations like the FCA or Ofcom are routinely called upon to make judgement calls about whether someone is “fit and proper”. This is a familiar concept in domestic law and there is no shortage of legal expertise about what it means. No doubt the Board already gets legal advice about a range of things in the current Owners’ and Directors’ Test. It would be no more onerous to do it about these things if need be.

These factors ensure the proposed new rule both is workable and will not overreach. Amnesty does not want to shrink the pool of potential club owners to an unrealistic size. Instead, this proposed change fills a surprising gap in the existing Rules which risks seriously undermining the Premier League, its clubs, their reputations and the values they stand for.