



# THE NATIONAL SOCCER LEAGUE

## CONSTITUTION

## CONTENTS

<b>DEFINITIONS</b>	<b>3</b>
<b>NAME</b>	<b>6</b>
<b>LEGAL CHARACTER</b>	<b>6</b>
<b>COLOURS AND LOGO</b>	<b>6</b>
<b>AFFILIATION</b>	<b>6</b>
<b>SITUATION AND AREA OF OPERATIONS</b>	<b>7</b>
<b>OBJECTS</b>	<b>7</b>
<b>EXECUTIVE COMMITTEE</b>	<b>8</b>
<b>THE CHIEF EXECUTIVE OFFICER</b>	<b>8</b>
<b>ELECTIONS</b>	<b>8</b>
<b>VACANCY</b>	<b>10</b>
<b>QUORUM</b>	<b>11</b>
<b>NOTICES OF MEETINGS</b>	<b>12</b>
<b>FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS</b>	<b>13</b>
<b>BOARD OF GOVERNORS MEETINGS</b>	<b>15</b>
<b>INTERPRETATION OF POWERS</b>	<b>15</b>
<b>STANDING COMMITTEES</b>	<b>15</b>
<b>DISCIPLINARY COMMITTEE</b>	<b>15</b>
<b>DISPUTE RESOLUTION CHAMBER</b>	<b>17</b>
<b>SUB COMMITTEES</b>	<b>18</b>
<b>CODE OF ETHICS</b>	<b>19</b>

<b>APPEALS</b>	<b>20</b>
<b>ARBITRATION</b>	<b>20</b>
<b>COURT OF LAW</b>	<b>20</b>
<b>ANNUAL GENERAL MEETING</b>	<b>21</b>
<b>BIENNIAL GENERAL MEETING</b>	<b>23</b>
<b>SPECIAL GENERAL MEETING</b>	<b>25</b>
<b>VOTING POWERS AT GENERAL AND SPECIAL MEETINGS AND MEETINGS OF THE BOARD OF GOVERNORS</b>	<b>25</b>
<b>MEMBERSHIP</b>	<b>25</b>
<b>ACQUISITION AND OWNERSHIP</b>	<b>27</b>
<b>CHANGE OF NAME OR HOME VENUE</b>	<b>29</b>
<b>FURNISHING OF GUARANTEES</b>	<b>29</b>
<b>GENERAL</b>	<b>30</b>
<b>AMENDMENT OF CONSTITUTION AND RULES</b>	<b>30</b>
<b>PROMOTION AND RELEGATION</b>	<b>31</b>
<b>BOOKS AND REGISTERS</b>	<b>31</b>
<b>FINANCIALS</b>	<b>33</b>
<b>COMPETITIONS</b>	<b>33</b>
<b>VALIDITY OF ACTS</b>	<b>33</b>
<b>DISSOLUTION</b>	<b>34</b>
<b>TRUSTEES</b>	<b>34</b>
<b>APPLICABILITY OF ARTICLES AND RULES</b>	<b>35</b>

## DEFINITIONS

- 1.1 “agent” means any person authorised to act as an agent as laid down in the FIFA Players’ Agents Regulations.
- 1.2 “alternative home venue” means a ground registered with the League that a club will use in the event of its home ground not being available or suitable.
- 1.3 “articles” refer to the provisions of the constitution of the National Soccer League.
- 1.4 “auditors” are the auditors of the National Soccer League.
- 1.5 “away venue” is the venue of the opposing club.
- 1.6 “the Board of Governors” is a body comprising the chairpersons of clubs or their duly authorised representatives provided such representatives are listed on their clubs’ annual renewal of membership forms.
- 1.7 “CAF” is the “Confederation Africaine De Football”.
- 1.8 “Chief Executive Officer” or “CEO” is the Chief Executive Officer of the League.
- 1.9 “club” is an association of persons established for the purpose of playing the game of football and is a legal entity separate from its owners, officials and employees and is registered with the League.
- 1.10 “coach” is a person registered with the League by a club who has the responsibility of managing, coaching, training or otherwise preparing a team or any other person registered as a technical official.
- 1.11 “constitution” refers to the constitution of the National Soccer League.
- 1.12 “day” is any day other than Saturday, Sunday or public holiday.
- 1.13 “Disciplinary Committee” is the committee appointed in accordance with ARTICLE 17 of the constitution.
- 1.14 “dispute” includes an alleged dispute.

- 1.15 “Dispute Resolution Chamber” is the forum appointed in accordance with ARTICLE 18 of the constitution.
- 1.16 “Executive Committee” is the committee elected in terms of ARTICLE 9.
- 1.17 “FIFA” is the “Federation Internationale De Football Association”.
- 1.18 “First Division” is the division of the league immediately below the Premier Division.
- 1.19 any reference to one gender includes a reference to the other gender.
- 1.20 “home venue” is the ground at which the club plays its home matches.
- 1.21 “League” is the National Soccer League (“the NSL”)
- 1.22 “NSL” refers to the National Soccer League.
- 1.23 “official” refers to a member of the Executive Committee, a board member of a club, a manager, coach, trainer or any person responsible for the technical, medical and administrative matters in a club including a person reflected on the membership renewal form submitted by the club at the start of each season.
- 1.24 “player” is a football player registered with the League by a club.
- 1.25 “Premier Division” is the top division of the league.
- 1.26 “PSL” is the Premier Soccer League which is the name under which the NSL conducts its affairs.
- 1.27 “rules” are the rules of the League excluding the competition rules.
- 1.28 “SAFA” means the South African Football Association.
- 1.29 “soccer” and “football” will be used interchangeably and will refer to the sport of association football as defined by FIFA.
- 1.30 “standing committees” means the Dispute Resolution Chamber and the Disciplinary Committee.

1.31 “technical official” is a club’s coach, assistant coach, goalkeeper coach, fitness trainer, doctor, physiotherapist or team manager.

## **ARTICLE 1**

### **NAME**

The name of the league is the National Soccer League which conducts its affairs under the name and style of the Premier Soccer League.

## **ARTICLE 2**

### **LEGAL CHARACTER**

The League is a legal personality endowed with rights and duties distinct from the individuals who comprise it, has perpetual succession and is capable of owning property apart from the clubs.

## **ARTICLE 3**

### **COLOURS AND LOGO**

3.1 The colours of the League will be blue, sky blue and white. The pantone colours are:

3.1.1 Blue – REFLEX BLUE

3.1.2 Sky blue – 299c

## **ARTICLE 4**

### **AFFILIATION**

4.1 The League is the only special member of SAFA and operates within the confines of the SAFA constitution.

4.2 The League is the only professional football body recognised by SAFA.

4.3 The League is responsible for the management and control of the Premier and First Divisions.

## ARTICLE 5

### SITUATION AND AREA OF OPERATIONS

The head office of the League will be in Johannesburg and its area of jurisdiction will extend to the territory of the Republic of South Africa.

## ARTICLE 6

### OBJECTS

The objects of the League are:

- 6.1 to promote, organise, control and administer professional football;
- 6.2 to co-ordinate and facilitate the development of professional football;
- 6.3 to foster friendly relations amongst officials, clubs, teams and players of the League;
- 6.4 to uphold the constitution, rules and the code of ethics;
- 6.5 to promote the interests of clubs
- 6.6 to concern itself with matters affecting professional football;
- 6.7 to utilise its funds in the pursuit of its objectives but not for personal gain except:
  - 6.7.1 for the payment of staff as per their employment contracts,
  - 6.7.2 for the awarding of honoraria to the Executive Committee as approved by clubs at the Annual or Biennial General Meeting,
  - 6.7.3 for the payment of people employed or contracted to carry out specific tasks or work.
- 6.8 to do all such things as may be incidental or conducive to the attainment of its objectives.



## **ARTICLE 7**

### **EXECUTIVE COMMITTEE**

The management and control of the League as delegated by the Board of Governors will vest in the Executive Committee which is constituted by the following persons:

- 7.1 the Chairperson of the League;
- 7.2 seven (7) additional persons elected by the clubs;
- 7.3 the Chief Executive Officer.

## **ARTICLE 8**

### **THE CHIEF EXECUTIVE OFFICER**

- 8.1 The Chief Executive Officer will be appointed by the Executive Committee and will enter into an employment contract with the League.
- 8.2 The Executive Committee will delegate some of its operational functions and powers to the Chief Executive Officer.

## **ARTICLE 9**

### **ELECTIONS**

- 9.1 The Executive Committee will be elected every two (2) years at the biennial general meeting by secret ballot.
- 9.2 Clubs that are entitled to vote at any general meeting may nominate and second candidates for election to the Executive Committee.
- 9.3 The nomination form must be signed by a person authorised to do so on the annual membership renewal form provided that such person is the chairperson, chief executive officer or a director of the club.
- 9.4 Such nominations will be lodged in writing by pre-paid registered post or recorded courier with the auditors of the league not less than fourteen (14) days and not more than twenty- eight (28) days before the meeting.

- 9.5 Upon expiry of the nomination deadline the auditor will compile a list of valid nominations duly received and submit such list to the Chief Executive Officer of the League. Such list will then be distributed to clubs as is by facsimile or recorded courier so that it is received at least seven (7) days prior to the general meeting at which the election of the Executive Committee is to take place.
- 9.6 The original nominations must be retained in strict confidence by the auditor.
- 9.7 Prior to the commencement of the elections, the Executive Committee will resign *en masse* and the auditor will act as electoral officer.
- 9.8 The meeting must elect the Chairperson first and then the other seven members.
- 9.9 A candidate for the position of chairperson may be an independent person or from a club.
- 9.10 A nominee to the Executive Committee must be a registered official of a club provided that such nominee is the chairperson, chief executive officer or a director of the club. A nominee must have been a registered official in one or more of the League's clubs for not less than twenty four (24) months prior to nomination. No period between appointments at different clubs may have been longer than sixty (60) days.
- 9.11 A nominee must accept the nomination and must be present at the meeting unless his absence is condoned by the meeting.
- 9.12 No club can have more than one person on the Executive Committee.
- 9.13 If the nominations received by the League by the stipulated due date in respect of Chairperson or executive member are fewer than the posts to be filled, nominations from the floor will be allowed.
- 9.14 A nominee not elected for Chairperson may make himself available for election to the Executive Committee without nomination provided that he is a registered official of a club and that article 9.12 is complied with.
- 9.15 The Executive Committee will be elected by secret ballot.

- 9.16 The result of the election, including the votes cast, will be announced by the electoral officer at the meeting.
- 9.17 The electoral officer must retain the ballots for a period of ninety (90) days after the election.
- 9.18 Any challenge to the legitimacy of an election must be made within seven (7) days of the election.

## **ARTICLE 10**

### **VACANCY**

A vacancy in the Executive Committee will occur:

- 10.1 upon the death, or resignation of an executive member.
- 10.2 in the event of ill health (medically certified) which renders him incapable of fulfilling his duties.
- 10.3 if an executive member is absent from three (3) consecutive meetings unless the Executive Committee on good cause shown, decides otherwise.
- 10.4 if a member is found guilty by an NSL or SAFA Disciplinary Committee of any offence in respect of which the Disciplinary Committee has recommended the removal of that executive member to the special general meeting and the special general meeting ratifies the recommendation.
- 10.5 the club to which an executive member is affiliated, ceases to be a member of the League.
- 10.6 when an executive member ceases to be a registered official of a club unless he becomes a registered official of another club within thirty (30) days of him ceasing to a registered official of his previous club. If however the executive member joins a club which already has an executive member he may not assume his seat and a vacancy will occur.
- 10.7A vacancy, excluding that of the Chairperson, will be filled by the unsuccessful nominee who received the highest number of votes at the most recent election.

Should this person no longer be available to serve on the Executive Committee the next person on the list will fill the vacancy, and so on.

10.8A vacancy in the office of the Chairperson must be filled in accordance with these articles either at the annual general meeting or at a special general meeting which special general meeting must be called within thirty (30) days of the vacancy occurring.

## **ARTICLE 11**

### **QUORUM**

#### **ANNUAL, BIENNIAL AND SPECIAL GENERAL MEETINGS AND MEETINGS OF THE BOARD OF GOVERNORS**

11.1 Business may only be conducted at an annual, biennial or special general meeting, or a meeting of the board of governors, if a quorum is personally present and entitled to vote comprising the duly and properly authorised representatives of not less than ten (10) clubs participating in the Premier Division and not less than one half of the number of clubs participating in the First Division. If the meeting starts with a quorum but reaches a point where it is no longer quorate then the meeting must be adjourned until the quorum is re-established.

11.2 If a quorum is not present within one hour of the time appointed for the meeting, the meeting will stand adjourned to the same day in the next week at the same venue and time. If a quorum is not present at the adjourned meeting then those clubs present will constitute a quorum and may transact the business for which the meeting was called. If however, amendments, variations or deletions to the constitution and rules are to be considered, then a reduced quorum will not be competent and the meeting will again stand adjourned until a full quorum is present.

#### **EXECUTIVE MEETINGS**

11.3 A quorum for meetings of the Executive Committee will be five (5). In the event of the quorum not being present, the meeting will be postponed and convened no less than seven (7) days from the date of the postponed meeting.

11.4 If the meeting starts with a quorum but reaches a point where it is no longer quorate then the meeting must be adjourned until the quorum is re-established.

11.5 If within thirty (30) minutes of the scheduled time of the meeting, a quorum is not constituted, then the meeting will be adjourned for no more than seven (7) days.

11.6 On that day, the meeting will continue irrespective of the number of members present.

### **STANDING COMMITTEES**

11.7 The quorum of standing committees will be constituted by three (3) members present at any meeting.

### **SUB-COMMITTEES**

11.8 The quorum of sub-committees will be constituted by more than half of the members appointed by the Executive Committee.

## **ARTICLE 12**

### **NOTICES OF MEETINGS**

#### **ANNUAL AND BIENNIAL GENERAL MEETINGS**

12.1 Annual and biennial general meetings will be convened by the League on not less than twenty-eight (28) days notice in writing by pre-paid registered post or recorded courier to all the clubs and to SAFA.

#### **SPECIAL GENERAL MEETINGS**

12.2 A special general meeting will be convened by the League on the written request of clubs representing not less than the number of clubs required to form a quorum as defined in article 11.1.

12.3 The request will be signed by a person duly authorised on the membership renewal form of the club lodged with the League provided such person is the chairperson, chief executive officer or a director of the club.

12.4 Upon receipt of the request, the Chairperson of the League will ensure that the Chief Executive Officer convenes the meeting within fourteen (14) days of receipt of the request.

12.5 The Executive Committee may convene a special general meeting on five (5) days written notice.

#### **BOARD OF GOVERNORS MEETING**

12.6 The Executive Committee may convene a meeting of the board of governors on five (5) days written notice.

#### **EXECUTIVE COMMITTEE MEETINGS**

12.7 The Chief Executive Officer must give written notice of meetings to each member of the Executive Committee not less than five (5) days before the meeting or in matters of urgency, at least forty-eight (48) hours before the meeting.

12.8 The Executive Committee will meet at least twelve (12) times in a season.

#### **STANDING COMMITTEES**

12.9 Notice of standing committee meetings will be communicated in writing by midday of the third working day prior to the hearing and parties summoned will be entitled to be personally present at the hearing, at their own costs.

### **ARTICLE 13**

#### **FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS**

The Board of Governors will have the powers:

- 13.1 To lease, purchase or otherwise acquire premises, equipment, vehicles, furniture and other assets, whether moveable or immovable that may be deemed necessary or convenient for any of the purposes of the league.
- 13.2 To improve, manage, develop, exchange or lease, mortgage, sell, dispose of, turn to account and grant options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the league.
- 13.3 To open and operate banking or deposit accounts for and on behalf of the League with any registered financial institution.
- 13.4 To invest the funds of the league with a registered financial institution.
- 13.5 To borrow or raise money and, if required, secure payment of any money borrowed.
- 13.6 To lend money to clubs or staff on any conditions that the League may deem prudent including the charging of interest.
- 13.7 To hire staff on the basis of fair employment and equal opportunities.
- 13.8 To enter into sponsorship arrangements with any legal entity and to solicit and accept fees, donations, bequests, contributions, endowments and subscriptions for the benefit of the league.
- 13.9 To keep a record of all accounts necessary for showing the correct financial state of affairs of the league.
- 13.10 To appoint auditors to audit the annual accounts of the League.
- 13.11 To appoint such committees or commissions upon such terms as it may consider necessary.
- 13.12 To confer awards and honours on individuals in recognition of their contribution to football in South Africa.
- 13.13 To enter into any agreements, after consultation with SAFA, with other foreign football leagues.

13.14 To endorse the recommendation to suspend or expel a club from the League, to the annual, biennial or special general meeting.

13.15 To endorse the recommendation of the Disciplinary Committee relating to the removal of a member from the Executive Committee, for ratification by the annual, biennial or special general meeting.

13.16 To delegate the management and operational functions of the League to the Executive Committee by means of a motion passed at a meeting of the Board of Governors.

## **ARTICLE 14**

### **BOARD OF GOVERNORS MEETINGS**

The Executive Committee will convene one meeting of the Board of Governors every six (6) months for the purposes of discussing policy matters and to report on their activities.

## **ARTICLE 15**

### **INTERPRETATION OF POWERS**

The powers of the Executive Committee, Disciplinary Committee and the Dispute Resolution Chamber will be interpreted broadly.

## **ARTICLE 16**

### **STANDING COMMITTEES**

The standing committees are the Disciplinary Committee and the Dispute Resolution Chamber.

## **ARTICLE 17**

### **DISCIPLINARY COMMITTEE**

17.1 The members of the Disciplinary Committee, including the chairpersons, will be independent persons appointed by the President of SAFA, the Chairperson of



the League and a duly authorised representative of the Executive Committee (“the panel”).

17.2 This appointment may be announced at the biennial general meeting and will be for a period of two (2) years.

17.3 The appointment of a member of the Disciplinary Committee can be revoked by the panel if that member acquires an interest in a club during his tenure or if he is deemed by the panel to be unfit in that position.

17.4 The Disciplinary Committee will hear:

17.4.1 all cases of alleged misconduct by a club, its officials, players or supporters irrespective of whether the charge has been preferred by the League of its own accord or pursuant to a complaint or a protest by a club.

17.4.2 determination of any matter of a disciplinary nature.

17.5 The Disciplinary Committee for any one hearing will be constituted by a minimum of three (3) members who will form a quorum.

17.6 All hearings of the Disciplinary Committee will be presided over by a chairperson appointed by the panel. In the absence of that chairperson, the members present will appoint a person to chair the hearing and that person will have a casting vote in the event of a tie.

17.7 The Disciplinary Committee may appoint any person to sit in a hearing if that person may assist the process though he cannot vote.

17.8 Neither the legality of the Disciplinary Committee nor the validity of its finding will be affected by the absence of any members who had previously sat in the hearing provided it is presided over by the same chairperson and at least two others who had been present throughout the hearing.

17.9 The Disciplinary Committee will apply the constitution and rules of the League and should these be silent on the issue, then the peremptory prescripts of SAFA, CAF and FIFA will apply in that order.

17.10 The Disciplinary Committee may adopt its own procedure with the minimum of legal formalities but mindful of the principles of natural justice.

17.11 Any party appearing before the Disciplinary Committee may be represented by any person of his choice.

17.12 The Disciplinary Committee has the power to make an order of costs:

17.12.1 for disbursements incurred by any party or witnesses provided that the claim for such disbursements are supported by original vouchers;

17.12.2 that cover the stipend of the Disciplinary Committee members in attendance.

## **ARTICLE 18**

### **DISPUTE RESOLUTION CHAMBER**

18.1 All disputes between any of the following parties except those of a disciplinary nature, will be determined by the Dispute Resolution Chamber:

18.1.1 The League

18.1.2 Clubs

18.1.3 Players

18.1.4 Coaches

18.1.5 Agents

18.2 The Dispute Resolution Chamber is a tribunal comprising an independent chairperson, a panel of members appointed by the players or their elected representatives and a panel appointed by the Executive Committee.

18.3 The functions of the Dispute Resolution Chamber are to:

18.3.1 determine the status of players;

- 18.3.2 advise the Executive Committee on the interpretation of the FIFA statutes and regulations governing the status and transfer of players;
  - 18.3.3 to determine disputed transfers including the determination of compensation payable;
  - 18.3.4 to determine disputes concerning unfair dismissal and breach of contract and to provide appropriate remedies in respect of these.
- 18.4 The Dispute Resolution Chamber must conduct its proceedings fairly and quickly with the minimum of legal formalities in compliance with the rules of natural justice.
- 18.5 In making its determinations, the Dispute Resolution Chamber will be guided by the principles of fairness and equity, just cause and sporting just cause.
- 18.6 Any party appearing before the Dispute Resolution Chamber may appear in person or be represented or assisted by any person of his choice.
- 18.7 The Dispute Resolution Chamber must determine a process to attempt to resolve the dispute that may include:
- 18.7.1 mediating the dispute;
  - 18.7.2 conducting a fact-finding exercise;
  - 18.7.3 making a recommendation to the parties, which may be in the form of an advisory award; or
  - 18.7.4 arbitrating the dispute.
- 18.8 All disputes referred to the Dispute Resolution Chamber must be done through the offices of the League.

## **ARTICLE 19**

### **SUB COMMITTEES**

- 19.1 Sub-committees may be appointed by the Executive Committee.

- 19.2 A sub-committee will consist of at least three (3) members one of whom will be the convenor appointed by the Executive Committee.
- 19.3 A sub-committee may recommend to the Executive Committee to appoint any person onto the sub-committee.
- 19.4 A sub-committee will report to the Executive Committee and may only make recommendations.
- 19.5 A sub-committee has no authority to make decisions or issue a public statement or pronouncement.

## **ARTICLE 20**

### **CODE OF ETHICS**

- 20.1 The Code of Ethics must be signed by all club chairpersons at or within fourteen (14) days of the annual general meeting.
- 20.2 An aggrieved party may refer any alleged breach of the Code of Ethics in writing to the Chairperson of the League who will within seven (7) days of its receipt call on the chairperson of the Johannesburg Society of Advocates to appoint an ombudsman with the following powers:
- 20.2.1 to investigate, prosecute, hear or determine a complaint against any club or person conducting himself under the auspices of the League;
  - 20.2.2 to summon the club or person against whom a complaint has been lodged, to appear, with a legal representative, if desired, before him;
  - 20.2.3 to call on any witnesses to appear before him.
- 20.3 the hearing will be held in camera without strict compliance with the rules of procedure or evidence.
- 20.4 If the ombudsman finds that the club or person did contravene the code of ethics, he may impose an appropriate sanction including a fine not exceeding

R100 000.00 or a suspension from the League for a period of not more than twelve (12) months.

20.5 the ombudsman may, in his discretion, order any party to pay the costs of the inquiry.

20.6 the decision of the ombudsman will be final and binding.

## **ARTICLE 21**

### **APPEALS**

21.1 An appeal from a decision made or a penalty imposed by the Chief Executive Officer of the League, Executive Committee, Disciplinary Committee or the Dispute Resolution Chamber will be heard by an appeal board pursuant to the SAFA constitution and rules.

21.2 The League must be served with a copy of the notice of appeal by the appellant within the time period stipulated in the SAFA constitution and regulations.

## **ARTICLE 22**

### **ARBITRATION**

22.1 An appeal against the decision of the SAFA Appeals board will be to an arbitrator appointed in terms of the constitution and regulations of SAFA.

22.2 A copy of the notice of arbitration must be forwarded to the League by SAFA.

22.3 The arbitrator's decision will be final and binding.

## **ARTICLE 23**

### **COURT OF LAW**

A club, official, player, coach, agent or any person subjected to the provisions of this constitution, may not seek recourse in a court of law or administrative tribunal on any issue that may be determined in terms of the constitution or rules of the League or SAFA or the

statutes of FIFA unless all procedures prescribed in these prescripts have been exhausted.

## **ARTICLE 24**

### **ANNUAL GENERAL MEETING**

24.1 The League will give all clubs and SAFA at least twenty-eight (28) days written notice of the date, time and place of the annual general meeting by registered post or recorded courier. The date will be determined by the Executive Committee and will fall between 1 October and 15 November of each year.

24.2 The notice will specify the object and business of the meeting.

24.3 Any irregularity in the notice may be waived if clubs representing two thirds of the full voting power of the clubs so agree.

24.4 If Clubs have not been informed in writing of the date of the meeting by 15 November then the meeting will be held on the first Sunday following 15 November at 10 am at the offices of the League.

24.5 The League will ensure that copies of all documents relevant to the proceedings and in particular the annual reports of the Executive Committee, the audited financial statements of the League for the previous year, and the report of the financial manager of the League, are forwarded to clubs at least fourteen (14) days before the day of the meeting.

24.6 In a year when the biennial meeting is scheduled then the annual general meeting will be incorporated into the biennial meeting and the business of that meeting will be conducted in terms of ARTICLE 25. The business of the annual general meeting is as follows:-

24.6.1 To read the notice convening the meeting;

24.6.2 To approve or reject the written credentials of the delegates representing each club at the meeting. Such credentials will be on the club's official letterhead and not more than two (2) delegates will be entitled to represent each club at the meeting.

- 24.6.3 To consider the minutes of the previous biennial or annual general meeting and any subsequent special general meeting;
  - 24.6.4 To receive the annual address by the Chairperson of the League;
  - 24.6.5 To consider the annual report for the previous year of the Executive Committee tabled by the Chief Executive Officer of the League;
  - 24.6.6 To consider the audited financial statements of the League for the previous financial year and the financial manager's report;
  - 24.6.7 To consider any proposed amendments to the constitution and rules;
  - 24.6.8 To consider any proposals by clubs for inclusion in the agenda provided however that such proposals reach the Chief Executive Officer not less than twenty-one (21) days prior to the date of the meeting;
  - 24.6.9 To consider recommendations to SAFA;
  - 24.6.10 To note newly promoted clubs.
- 24.7 Minutes of every annual general meeting will be available for inspection by clubs at the offices of the League within thirty (30) days of the completion of the meeting and must be circulated to the clubs within such time.
- 24.8 All matters will be decided by a majority of votes cast as per the voting powers defined in ARTICLE 27. Voting will be by a show of hands – one delegate will exercise the full voting power of the Club he represents.
- 24.9 The declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of that fact and will be final and binding on all clubs.
- 24.10 In the case of a deadlock or equality of votes the Chairperson will be entitled to call a second vote or exercise a casting vote.
- 24.11 Each member of the Executive Committee present at the meeting will have the right to one vote on any matter.

24.12 No business may be transacted at the meeting unless a quorum is present.

## **ARTICLE 25**

### **BIENNIAL GENERAL MEETING**

25.1 The League will give all clubs and SAFA at least twenty-eight (28) days written notice of the date, time and place of the biennial general meeting by registered post or recorded courier. The date will be determined by the Executive Committee and will fall between 1 October and 15 November of every alternate year.

25.2 The notice will specify the object and business of the meeting.

25.3 Any irregularity in the notice may be waived if clubs representing two-thirds of the full voting power of the clubs so agree.

25.4 If clubs have not been informed in writing of the date of the meeting by 15 November then the meeting will be held on the first Sunday following 15 November at 10 am at the offices of the League.

25.5 The League will ensure that copies of all documents relevant to the proceedings and in particular the annual reports of the Executive Committee, the audited financial statements of the League for the previous year, and the report of the financial manager of the League, are forwarded to clubs at least fourteen (14) days before the day of the meeting.

25.6 The business of the biennial general meeting is as follows:

25.6.1 To read the notice convening the meeting;

25.6.2 To approve or reject the written credentials of the delegates representing each club at the meeting. The credentials will be on the club's official letterhead and not more than two (2) delegates will be entitled to represent each club at the meeting;

25.6.3 To consider the minutes of the previous biennial or annual general meeting and any subsequent special general meeting;



- 25.6.4 To receive the annual address by the Chairperson of the League;
  - 25.6.5 To consider the annual report for the previous year of the Executive Committee tabled by the Chief Executive Officer of the League;
  - 25.6.6 To consider the audited financial statements of the League for the previous financial year and the financial manager's report;
  - 25.6.7 To consider any proposed amendments to the constitution and rules;
  - 25.6.8 To consider any proposals by clubs for inclusion in the agenda provided however that such proposals reach the Chief Executive Officer not less than twenty-one (21) days prior to the date of the meeting;
  - 25.6.9 To consider recommendations to SAFA;
  - 25.6.10 To elect the Executive Committee of the League;
  - 25.6.11 To note newly promoted clubs;
  - 25.6.12 To announce the names of the members and the chairpersons of the Disciplinary Committee.
- 25.7 Minutes of every biennial general meeting will be available for inspection by clubs at the offices of the League within thirty (30) days of the completion of the meeting, and must be circulated to the clubs within such time.
- 25.8 All matters will be decided by a majority of votes cast as per the voting powers defined in ARTICLE 27. With the exception of the election of the Executive Committee voting will be by a show of hands – one delegate will exercise the full voting power of the club he represents.
- 25.9 The declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of that fact and will be final and binding on all clubs.
- 25.10 In the case of a deadlock or equality of votes the Chairperson will be entitled to call a second vote or exercise a casting vote.

25.11 Each member of the Executive Committee present at the meeting will have the right to one vote on any matter excluding the election of the Executive Committee.

25.12 No business will be transacted at the meeting unless a quorum is present.

## **ARTICLE 26**

### **SPECIAL GENERAL MEETING**

26.1 The agenda for the meeting will be specified in the notice and only the business for which the meeting has been called will be discussed.

26.2 The Chairperson of the League will prescribe the procedure to be adopted at any special general meeting.

## **ARTICLE 27**

### **VOTING POWERS AT GENERAL AND SPECIAL MEETINGS AND MEETINGS OF THE BOARD OF GOVERNORS**

27.1 Clubs that are in the Premier Division will have ten (10) votes each.

27.2 Clubs that are in the First Division will have two (2) votes each.

27.3 Executive Committee members will have one vote each excluding in the election of the Executive Committee provided that the member is present at the meeting.

## **ARTICLE 28**

### **MEMBERSHIP**

28.1 Clubs of the Premier and First Divisions will be members of the League.

28.2 Clubs must renew their membership annually by no later than ten (10) days before the first official match of the applicable league, failing which the club's monthly grant will be forfeited for each month or part thereof that the renewal is late. The league will supply the clubs with the relevant documents one (1) month prior to the first official match of the season.

- 28.3 A club promoted from SAFA wishing to participate in the League will lodge with the League the prescribed membership forms together with the relevant documents from SAFA.
- 28.4 The membership of a club may be cancelled by the Executive Committee if it is found that the club has misrepresented material information either on its initial application or any subsequent application for renewal. This decision must be ratified by the annual, biennial or special general meeting.
- 28.5 Immediately on acceptance, a club will be bound by the constitution and rules of the League and enjoy the benefits and privileges provided by the League and become liable for all fees, payments and subscriptions to the League.
- 28.6 A club wishing to resign from the League must inform the League of its decision one (1) month before the start of the season, failing which it will remain liable for all payments or consequential damages for the ensuing season to the League.
- 28.7 A club that has resigned or which has been expelled or suspended will remain liable for all payments still owing and may not recover any moneys already paid by it to the League.
- 28.8 A club, by virtue of its membership of the League, authorises the League to deduct from the moneys or grants payable to the club, any payments due by the club to the League.
- 28.9 No club will have any right, title or interest to or in the property or the funds of the League.
- 28.10 No person, entity or club may have any interest whether directly or indirectly, in more than one club affiliated to the League or SAFA.
- 28.11 A staff member, who is an employee of the League, will not have an interest in or be affiliated to any club either directly or indirectly.
- 28.12 No director, official or player of a club may either directly or indirectly:
- 28.12.1 hold or deal in the shares of another club;
  - 28.12.2 be a member of another club;

28.12.3 be involved in any capacity in the management, administration or coaching of another club;

28.12.4 have any power to influence the management, administration or coaching of another club;

28.12.5 act as an agent.

28.13 No two teams from the same club may participate in the Premier and First Division, or in any individual competition of the League in the same season.

## **ARTICLE 29**

### **ACQUISITION AND OWNERSHIP**

29.1 Subject to article 29.2

29.1.1 The right of a club to membership of the League and to play in a particular division of the League is inextricably bound to that club and may not be sold or transferred to any other legal entity.

29.1.2 Such right can only be acquired by promotion and relegation.

29.2 The sale, transfer or disposition of a club or the shares or interest in a club may take place, but only under the following conditions:

29.2.1 The prior written approval of the Executive Committee must be obtained which will not be unreasonably withheld;

29.2.2 Should the sale, transfer or disposition of a club or the shares or interest in a club be to a foreign person or entity, the prior written approval of SAFA as defined in its constitution must also be obtained;

29.2.3 All employment contracts entered into by the club will continue to be honoured.

29.3 No person or legal entity may acquire shares or interest directly or indirectly in a club if he or it has had shares or an interest directly or indirectly in, or has been a registered shareholder of another club under the jurisdiction of the League or

SAFA in the preceding twelve (12) months. The records of the League and SAFA will be definitive and irrefutable in determining whether a person has been a shareholder directly or indirectly of another club or not.

29.4 When a club or controlling interest in a club is sold in terms of this article as directed by a court of law or pursuant to sound commercial reasons as may be determined by the Executive Committee in its discretion, the following defining elements of the club will remain unchanged except with the written permission of the Executive Committee , namely:

29.4.1 the city or town in which it is based,

29.4.2 the colours of the club,

29.4.3 the name of the club,

29.4.4 the marks of the club.

29.5 Should any sale, transfer or disposition of a club or the shares or interest in a club occur in contravention of this article, the Executive Committee will recommend the cancellation of the membership of that club to a special general meeting called specifically to deal with the matter, which meeting will be called within ten (10) days of such an occurrence.

29.6 Should a club, or another legal entity which owns a controlling interest in a club be liquidated, the shareholders of such club at the time of liquidation will be debarred from being a shareholder of any NSL club for a period of twenty four (24) months from the date of liquidation. The records of the League will be definitive and irrefutable in determining whether a person has been a shareholder of a club or not.

29.7 Should a club be liquidated, the Executive Committee will recommend the cancellation of the membership of that club to a special general meeting called specifically to deal with the matter, which meeting will be called within ten (10) days of such an occurrence.

## **ARTICLE 30**

### **CHANGE OF NAME OR HOME VENUE**

- 30.1 A club may not change its name without the written approval of the Executive Committee. This approval must be ratified by the annual, biennial or special general meeting.
- 30.2 A club will not change its home venue or relocate without the prior written approval of the League.
- 30.3 A club moving a match from its home venue or alternative home venue with the permission of the League will be encumbered with the visiting team's additional travelling costs to the new venue if the new venue requires more than 100km of additional travel. Any dispute in this regard will be decided upon by the League on a case by case basis.

## **ARTICLE 31**

### **FURNISHING OF GUARANTEES**

- 31.1 Before the start of the season, the Executive Committee may, in its own discretion, determine the amount or nature of monetary or any other guarantee to be furnished by each club.
- 31.2 The guarantee will be lodged with the League by each club no later than one (1) week before the first match of the applicable division of the League.
- 31.3 If the club does not give the guarantee within one (1) month of the date stated in article 31.2 the League will demand in writing that the defaulting club comply with the guarantee requirements within fourteen (14) days, failing which the club's membership may be cancelled. The Executive Committee may, on good cause shown, condone the late payment of the guarantee.

## ARTICLE 32

### GENERAL

32.1 A club will within seven (7) days of any change in the details contained in the annual membership application or renewal form submitted to the League, inform the League by registered post or recorded courier of such a change, failing which the particulars in the original form will be deemed to be correct.

32.2 All written communications addressed by the league to a club on the contact details furnished will be deemed to have been received by the club:

32.2.1 within ten (10) days of posting if posted by surface mail;

32.2.2 within four (4) days of posting if posted by prepaid registered post;

32.2.3 immediately if transmitted by telefax during business hours;

32.2.4 immediately if transmitted by electronic mail during business hours;

32.2.5 upon receipt if delivered by hand or recorded courier.

32.3 The officials of the League and members of the various committees are indemnified against all losses, charges, costs, damages and all other expenses and liability they may incur or be put to concerning the bona fide execution of their duties as officials or members of the League.

32.4 A club will be responsible for all acts or omissions of its directors, shareholders, members, officials, employees, players, supporters and any other person directly or indirectly associated with it.

## ARTICLE 33

### AMENDMENT OF CONSTITUTION AND RULES

33.1 The constitution and rules may only be amended by a resolution supported by two-thirds of those present and entitled to vote at the annual, biennial or special general meeting.

- 33.2 When considering an amendment to the constitution or rules, variations to such an amendment may be adopted.
- 33.3 Any club that wants to propose an amendment to the constitution or rules must give written notice of such proposals to the League at least thirty (30) days before such a meeting.
- 33.4 Amendments to the constitution or rules will become effective from a date specified at the annual, biennial or special general meeting or failing which on a date specified by the Chief Executive Officer.
- 33.5 The amendments to the constitution or rules will be communicated in writing to each club and SAFA by the League within five (5) days of the amendment.
- 33.6 The constitution and the rules of the League are to be bound and retained at the offices of the League and SAFA. Copies of these documents will be distributed to clubs.

## **ARTICLE 34**

### **PROMOTION AND RELEGATION**

- 34.1 Promotions and relegations in the League will be in accordance with the provisions of the rules.
- 34.2 The Executive Committee or a club may recommend a change to the structures of the various divisions of the League inclusive of promotion and relegation provided that it is adopted at an annual, biennial or special general meeting and notice of such change having been adopted is given to all the clubs on or before 31 December of the year preceding the year in which the change becomes effective.

## **ARTICLE 35**

### **BOOKS AND REGISTERS**

- 35.1 The following books and registers must be kept by the league at its offices:
- 35.1.1 all books of account;



- 35.1.2 a register of clubs for the Premier and First Division showing the names and addresses of officials of each club together with the contact details of the officials authorised to act on behalf of the club;
  - 35.1.3 a register of players reflecting the names and details of all players in the league and the club with which each player is registered from time to time. Extracts from these records will be provided to SAFA;
  - 35.1.4 a register of players recording the movement of players between clubs;
  - 35.1.5 a register of the Executive Committee with the names and contact details of its members a copy of which will be forwarded to SAFA;
  - 35.1.6 a discipline register of all cautions and suspension of players and officials;
  - 35.1.7 copies of team sheets and reports of referees and match commissioners for each match;
  - 35.1.8 copies of the fixtures, results, league tables, goal scorers and other records that may be specified by the Executive Committee;
  - 35.1.9 contracts of players with clubs, copies of which must be sent to SAFA.
- 35.2 The League may on seven (7) days written notice of a request, with full reasons by the chairperson of a club or any other person duly authorised, allow the examination of the League's books of account.
- 35.3 Notwithstanding anything contained in this article, such request may be refused if the Chairperson of the League is of the opinion that the request is not bona fide.
- 35.4 If the request is granted, the examination will be done in the presence of the Chairperson of the League and the auditors.

35.5 The auditors may at any time call on a club in writing to furnish them with an audit certificate confirming that the moneys granted to it by the League have been used for the benefit and development of football. The club must comply within sixty (60) days of the notification, failing which the club will be deemed to have committed misconduct.

## **ARTICLE 36**

### **FINANCIALS**

36.1 Clubs must lodge their audited financial statements for the season with the auditors of the league by no later than 30 September of each year.

36.2 Failure to comply with this provision may lead to the club being summoned to appear before the Executive Committee.

## **ARTICLE 37**

### **COMPETITIONS**

37.1 The League will organise competitions between clubs which competitions will be regulated by these rules together with the competition rules.

37.2 Competition rules may only be amended and approved by the Executive Committee.

37.3 Clubs must be provided with the rules at least fourteen (14) days before the competition commences each season.

37.4 The control and administration of the competitions will vest in the Executive Committee.

## **ARTICLE 38**

### **VALIDITY OF ACTS**

All acts done in good faith by the Executive Committee or any other committee appointed by the League will, notwithstanding the fact that there was a procedural defect, be deemed

to be valid provided that such acts be ratified by that committee, properly constituted, within seven (7) days of that decision.

## **ARTICLE 39**

### **DISSOLUTION**

39.1 The League may be dissolved by resolution at a general meeting carried by seventy five percent of the total number of votes which would have been capable of being cast if every club in good standing at the date of the meeting had been fully represented at the meeting.

39.2 Upon dissolution, the assets of the League will vest in the trustees appointed in terms of ARTICLE 40.

39.3 The trustees will invest the moneys of the League in any registered financial institution until such time as a successor is constituted.

39.4 The trustees may, if requested, return for safe custody the cups, trophies and medals, to the donors.

39.5 In the event of a successor not being constituted within one (1) year of the League's dissolution, then the trustees must realize the assets and distribute the proceeds in equal proportion to the clubs who were affiliated to the League at the time of the dissolution.

## **ARTICLE 40**

### **TRUSTEES**

40.1 Upon dissolution of the League, its assets will vest in not less than three (3) trustees, two of whom will be appointed by SAFA and the others by the chairperson of the Johannesburg Society of Advocates.

40.2 All property of the League, moveable and immoveable, will vest in the trustees to be dealt with as provided in ARTICLE 39.

- 40.3 The trustees will be indemnified against any loss or damage whilst performing their functions as trustees.
- 40.4 The trustees will not be required to furnish security to the Master of the High Court or to any other person.
- 40.5 The trustees will be reimbursed for travelling, subsistence and other ancillary expenses reasonably incurred in the performance of their duties.
- 40.6 The trustees will be remunerated for their services at a rate determined by SAFA.
- 40.7 Any transactions in respect of the immoveable property require the signatures of at least two (2) of the trustees.
- 40.8 The trustees will hold office until their death, resignation or removal from office by a court of law.

## **ARTICLE 41**

### **APPLICABILITY OF ARTICLES AND RULES**

- 41.1 The interpretation of the articles of the constitution will be referred to arbitration in terms of ARTICLE 22.
- 41.2 Should this constitution be silent on any matter, then the peremptory statutes of SAFA, CAF and FIFA will apply, in that order, and if they too are silent the arbitrator will give a ruling on such a matter which will be final and binding.

## **ARTICLE 42**

### **RULES**

- 42.1 The League will adopt rules that are consistent with the constitution by a two thirds majority.
- 42.2 Any rules made in terms of this article may be amended, added to or repealed by a two thirds majority of votes cast at a general meeting.
- 42.3 All rules properly adopted will form part of this constitution.