



CONSTITUTION

2022

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DEFINITIONS

- 1.1 “agent” means any person authorized to act as an intermediary 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 its home ground is not available or suitable.
- 1.3 “” articles” refer to the provisions of the constitution of the Botswana Football League.
- 1.4 “auditors” are the auditors of the Botswana Football 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 authorized representatives as listed on their Clubs’ annual renewal of membership forms.
- 1.7 “CAF” is the “Confederation Africaine De Football”.
- 1.8 “Chief Executive” or “CE” is the Chief Executive 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 Botswana Football 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 26 of the constitution.
- 1.14 “dispute” includes an alleged dispute.
- 1.15 “Dispute Resolution Chamber” is the forum appointed in accordance with Article 28 of the constitution.
- 1.16 “Board of Directors” is a structure appointed 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. Promotion of Clubs to and relegation of Clubs from the First Division will take effect at midnight of 30 June of each year.
- 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 Botswana Football League (“the BFL”). Where duties or functions are ascribed to the League then same will be performed by the Board of Governors who in turn may delegate same.
- 1.22 “BFL” refers to the Botswana Football League.
- 1.23 “official” refers to a member of the Board of Governors 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 the 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. Promotions of Clubs to and relegation of Clubs from the Premier Division will take effect at midnight of 30 June of each year.
- 1.26 “BFL” is the Botswana Football League which is the name under which the National League conducts its affairs.
- 1.27 “rules” are the rules of the League excluding the competition rules.
- 1.28 “BFA” means the Botswana 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 committee” 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.
- 1.32 “NDC” means National Disciplinary Committee.
- 1.33 “BNSC” means Botswana National Sports Commission.
- 1.34 Shareholding means the shareholding in the Company in terms of the shareholders Agreement between the League and the BFA.
- 1.35 Statutes Committee means the relevant body appointed by the BFA to review and consider the Statutes of the BFA and its structures and any amendments thereto.

GENERAL PROVISIONS

Article 1: Name, Head Office and Legal Form

1.1 Botswana Football League is a proprietary limited (PTY) Ltd Company, having legal personality as distinct from its members and can litigate or act or be litigated or acted against in its own name; It has perpetual succession, the capacity to acquire rights and incur obligations, and to own property, both tangible and intangible, but may not have an interest in a Member Club. The property and funds of the League vest in the League as a juristic person and no Member Club of the League will have or at any time acquire any right or claim to the property or funds of the League.

1.2 The headquarters of the BFL are in Gaborone. The presence of an absolute majority (more than 75%) of the delegates representing the Member Clubs eligible to vote at the General Assembly is necessary for a change of headquarters to be valid, and the motion of change of headquarters must be adopted by a three-quarter majority of the valid votes cast.

1.3 The BFL is a special member of BFA and operates within the confines of the constitutions of BFA, CAF and FIFA.

1.4 The colors of the BFL shall be indigo (dominant) and turquoise, lilac, emerald and yellow)

1.5 The emblem of the BFL is a ball into the net to resemble competition.

Article 2: Obligations

2. As a special member of BFA, the obligations of BFL are:

2.1 to comply fully with the Statutes / Constitution, regulations, directives and decisions of BFA, CAF, AND FIFA as well as the decisions of the Court of Arbitration for Sport (CAS) passed on appeal on the basis of the pertinent articles of the FIFA Statutes;

- 2.2 not to take any dispute involving itself or one of its members and relating to the Statutes/Constitution, regulations, directives and decisions of FIFA, CAF, BFA or the League(s) to Ordinary Courts but only to an Arbitration Tribunal or to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, both as specified in the FIFA Statutes and in this Constitution.
- 2.3 to take part in competitions organized by BFA, CAF and FIFA;
- 2.4 to pay its membership subscriptions to BFA,
- 2.5 to ensure that its own members comply with the statutes, regulations, directives and decisions of BFA, CAF and FIFA bodies;
- 2.6 to respect the Laws of the Game;
- 2.7 to comply fully with all other duties arising from the BFA, CAF, FIFA Statutes and other regulations.
- 2.8 The League is the only professional football body recognized by BFA.
- 2.9 The League is responsible for the management and control of the Botswana Premier League and National First Divisions.

Article 3: Objectives

- 3 The League shall be incorporated to carry on the following business:
 - 3.1 Promote, administer, control and govern all professional football in Botswana in accordance with the prescripts of FIFA, CAF, and BFA within the constraints of the laws of Botswana;
 - 3.2 may regulate player registration, transfers, and training and development compensation in professional football;
 - 3.3 regulate misconduct and disciplinary proceedings and non-disciplinary dispute resolution in professional football;

- 3.4 regulate all other such things as may be necessary to give effect to the objects of the League;
- 3.5 enforce and uphold the integrity of the Laws of the Game, and to protect professional football from any form of abuse;
- 3.6 resolve disputes that may arise between the League, Member Clubs, Member Club Officials, Intermediaries or Players falling under the jurisdiction of the League;
- 3.7 administer the funds of the League for the advancement of professional football;
- 3.8 for the payment of staff as per their employment contracts,
- 3.9 for the payment of people employed or contracted to carry out specific tasks or work.
- 3.10 to do all such things as may be incidental or conducive to the attainment of its objectives.

Article 4: Official Language

- 4.1 The official languages of the BFL shall be English and Setswana. Official documents and texts shall be written in English.
- 4.2 The official languages at the General Assembly shall be English and Setswana.

Membership

Article 5: Admission, Termination and Expulsion

- 5.1 The General Assembly shall decide whether to admit, suspend or expel a Member.
- 5.2 Admission may be granted if the applicant fulfils the requirements of the BFL, in accordance with the Statutes of the BFA, CAF and FIFA.

5.3 Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the BFA or its Members, but leads to cancellation of all rights in relation to the BFA.

Article 6: Members

6.1 The members of BFL are the Member Clubs that participate in the Botswana Premier League and the National First Division having successfully obtained a club licensing from BFA and paid the required annual membership subscriptions.

6.2 Member Clubs are bound by this Constitution and shall enjoy the rights, entitlements, benefits and privileges provided by the BFL and are liable for all fees, payments and subscriptions that may be due to BFL.

6.3 Member Clubs shall pay annual subscription to be determined by the Board of Directors from time to time. Such subscriptions shall be due on the 31 May every year after which a penalty fee of 50 % shall accompany the late subscription.

6.4 The deadline for annual subscription shall be 10 August. Failure to pay shall the subscription shall result in termination of Membership.

6.5 No Member Club will have or acquire any right, title or interest to or in the property or funds of the BFL, save as provided in this Constitution.

6.6 A Member Club that is relegated from the Premier League and First Division shall no longer have any right or entitlement, benefit or privilege as a member.

6.7 Member Clubs shall submit their annual membership forms in compliance with this constitution by 30 July each year.

6.8 A club from the BFA Regional league which qualifies to participate in the League must lodge the prescribed membership forms together with the relevant documents by 30 June with the League.

6.9 In the event of late submission of the membership form any moneys that may otherwise have been payable by the BFL to a Member Club will be forfeited for each month or part thereof that the form is outstanding.

6.10 If the membership form is still outstanding on 1 September, then the Member Club will forfeit all matches until such time as the membership form is received.

6.11 No Member Club may renew its membership with the BFL where, at the time of such application to BFL:

6.12 Such Member Club is in breach of any order or award of the Disciplinary Committee or Dispute Resolution Chamber of the BFL or Such Member Club is in arrears with any moneys due, owing and payable to BFL.

6.13 A Member Club that sells, disposes, or transfers its rights of membership, or is relegated from the National First Division will no longer have any right or entitlement, benefit or privilege as a member.

6.14 A Member Club, by virtue of its membership of the BFL, authorizes the BFL to deduct from the moneys payable to the Member Club any sums due by the Member Club to the BFL or to other Member Clubs, Member Club Officials, Players or any persons falling under the jurisdiction of BFL.

6.15 No Member Club or Member Club Official, or registered Player of a Member Club, may have any interest whether directly or indirectly, or be involved, in any capacity or have any power to influence the management or affairs of more than one (1) Member Club, or act as an Intermediary.

6.16 No more than one (1) team directly or indirectly affiliated or connected to the same Member Club will be permitted to participate in any Competition of the BFL, in the same Season.

6.17 Membership of the BFL and the right to participate in the League is inextricably bound to a Member Club and can only be acquired or lost by promotion and relegation in terms of the BFL Rules and may not be directly or indirectly transferred to any other Member Club, club, person, or entity, save as expressly provided for and then in accordance with this BFL Constitution.

6.18 The membership of a Member Club may, upon recommendation by the Board of Directors, be cancelled by the BFL annual General Assembly if it is found that the Member Club has misrepresented material information either in its initial application or any subsequent application for renewal.

6.19 A Member Club that has had its membership cancelled or which has been expelled or suspended will remain liable for any moneys that may be owing to the BFL or to other Member Clubs, Member Club Officials or Players but may not recover any moneys already paid by it to the BFL.

6.20 Should a Member Club not be able to fulfil its obligations to the BFL or be wound up, the Board of Directors may recommend cancellation of its membership to the BFL Annual General Assembly.

LEAGUES

Article 7; National Leagues

7.1 The Premier League and the First Division leagues shall be made up of such number of teams as shall from time to time be determined by the BFL Annual General Assembly upon recommendation by the BFL Board of Directors.

7.2 The BFL Board of Directors shall make regulations governing both the Premier League and the First Division Leagues.

ORGANIZATION

Article 8; Bodies of the BFL

8.1 The General Assembly is the supreme and legislative body of the BFL.

8.2 The Board of Directors is the strategic and oversight body of the BFL.

8.3 Standing and ad-hoc committees shall advise and assist the Board of Directors and League Management in fulfilling their duties.

8.4 The League Management is the administrative body.

8.5 The judicial bodies are the Disciplinary Committee.

8.6 The bodies of BFL shall be either elected or appointed by the BFL itself without any external influence and in accordance with the procedures described in this constitution.

8.7 Any member of the bodies of the BFL must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest. In particular, members of the bodies of the BFL shall always be aware of, and comply with, the relevant provisions of the FIFA Code of Ethics on conflicts of interest and adjust their conduct as necessary (e.g., abstain from performing their duties, notify the chairperson in cases of potential conflicts of interest).

GENERAL ASSEMBLY

[Article 9; Definition and Composition of the General Assembly](#)

9.1 A General Assembly may be an Ordinary or Extraordinary General Assembly. The General Assembly is the meeting at which all of the Member clubs of the BFL regularly convene. It represents the supreme and legislative authority of the BFL. Only a General Assembly that is duly convened has the authority to make decisions.

9.2 The BFL Chairman shall conduct the General Assembly business in compliance with the Standing Orders of the General Assembly.

9.3 The Board of Directors may appoint observers who take part in the General Assembly without the right to debate or to vote.

9.4 The BFL shall give all Member Clubs and BFA at least twenty-one (21) days' written notice of the date, time and place of the Annual General Meeting. The notice will specify the business of the meeting.

Article 10: Delegates and votes

10.1 The General Assembly is composed of forty (40) voting delegates representing the Member Clubs. The number of delegates is allocated as follows:

10.2 Members:

10.2.1 One (1) delegate for each of the sixteen (16) Premier League Clubs;

10.2.2 One (1) delegate for each of the Twelve (12) First Division League South Member Clubs;

10.2.3 One (1) delegate for each of the Twelve (12) First Division League North Member Clubs

10.3 Delegates shall belong to the Member Club that they represent and be appointed or elected by an appropriate body of that Member Club. They shall also be able to produce evidence of this upon request.

10.4 Each delegate shall have one vote. Only the delegates present are entitled to vote.

10.5 The Board of Directors and the Chief Executive Officer shall take part in the General Assembly without voting rights. During their terms of office, members of the Board may not be a delegate for any member or structure.

Article 11: Areas of Authority

11. The General Assembly has the following authority:

11.1 adopting or amending the Constitution and the Standing Orders of the General Assembly in terms of the laid down procedure;

- 11.2 electing all members of the Board of Directors where necessary.
- 11.3 To approve the minutes of the previous Annual General Assembly
- 11.4 To consider annual report for previous year of the board of Directors tabled by Chief Executive officer of the BFL.
- 11.5 To consider proposed amendments to the BFL rules and regulations.
- 11.6 To consider matters submitted by member clubs for inclusion in the agenda provided, however, that these reach the Chief Executive officer not less than 14 days prior to the date of meeting.
- 11.7 To consider recommendation to BFA at AGA
- 11.8 To note newly promoted clubs
- 11.9 To note relegated clubs
- 11.10 To confirm the appointment of the auditors of the league.
- 11.11 Ratification on the elected members of the judicial bodies ;
- 11.12 To consider and confirm the Audited financial statements of the BFL for the previous financial year and accounting officers report.
- 11.13 Consider and confirm the budget for the following financial year.
- 11.14 fixing the membership subscriptions on the recommendation of the Board of Directors;
- 11.15 admitting, suspending or expelling a member, subject to the provisions of this constitution;
- 11.16 revoking the mandate of one or several members of a body of BFL
- 11.17 dissolving the BFL;

11.18 passing decisions at the request of a member in accordance with this Constitution;

11.19 Minutes of every Annual General Meeting will be available for inspection by Member Clubs at the offices of the League within thirty (30) days of the completion of the meeting and must be circulated to Member Clubs within such time.

11.20 All matters save for those which expressly require a specific majority, will be decided by a simple majority of votes cast in accordance with the voting powers defined in this Constitution. Voting will be by a show of hands. One (1) delegate, duly and specifically authorised by his Member Club, will exercise the full voting power of the Member Club which he represents.

11.21 The declaration by the Chairperson of the League that a resolution has been carried or lost will be conclusive evidence of that fact and will be final and binding on all Member Clubs.

11.22 In the case of a deadlock or equality of votes the Chairperson of the League will be entitled to call a second vote or exercise a casting vote.

11.23 Each member of the Board of Directors present at the meeting will have the right to one (1) vote on any matter with the exception of the election.

11.24 No business may be transacted at the meeting unless a quorum is present save in circumstances and according to the procedures expressly set out in this Constitution.

11.25 Member Clubs will ensure that their delegates to the Annual General Meeting are persons who are duly and specifically authorised on the membership form of a Member Club to represent and bind the Member Club.

Article 12: Quorum of the General Assembly

12.1 Decisions passed by the General Assembly shall only be valid if a majority (more than 50%) of the delegates representing the members eligible to vote are present.

12.2 If, after two hours from the time the General Assembly was scheduled to begin, a quorum is not present, the meeting shall be adjourned for fourteen days, to be held at a venue to be determined by the Board of Directors , at the same time on the fourteenth day next, or the nearest Saturday following the fourteenth day next if the fourteenth day falls on a Sunday or public holiday or a day within a series of public holidays in Botswana, in which event the meeting shall continue notwithstanding that a quorum shall not be constituted .

12.3 Once it is declared that the AGA has been convened and composed in accordance with the Statutes of BFL, the quorum shall not be influenced by departing delegates.

Article 13: Decisions of the General Assembly

13.1 Except as provided for in this Constitution and in respect of any disciplinary matter, all decisions that require a vote shall be reached by a show of hands.

13.2 Unless otherwise stipulated in the Constitution, a majority (more than 60%) of the valid votes cast is sufficient for a vote to be valid. The number of valid votes counted shall decide the majority. Spoiled or blank voting slips or any other forms of abstentions are disregarded in calculating the majority.

Article 14: Elections

14.1 Elections shall be conducted by secret ballot.

14.2 Elections conducted under this constitution, including the elections for anybody of the BFL, shall be conducted in accordance with the constitution of the BFL.

14.3 For the election of the Chairman, whoever obtains the highest number of votes is confirmed as chairman of the BFL.

14.4 In case there is a tie, the next round of voting will take place until the tie is broken.

14.5 For the election of other members of the Board of Directors, the candidate(s) who receive(s) the most votes in respect of the free seat(s) shall be elected.

14.6 Blank ballot papers and invalid votes shall be disregarded when calculating the majority.

14.7 Members of the Board of Directors other than the Chief Executive Officer and Directors nominated by Premier League and First Division will be elected every four (4) years by secret ballot cast by duly authorized delegates of Member Clubs at the Quadrennial General Meeting.

14.8 Nomination forms for election to the Board of Directors will be submitted by Member Clubs to the Corporate Secretary and no nomination form will be valid or accepted as such by the Corporate Secretary unless it is:

14.8.1 on an official Member Club letterhead;

14.8.2 signed by a Member Club Official who is duly and specifically authorized on the membership form and is the chairperson, chief executive officer or a director of the nominating Member Club;

14.8.3 . accepted in writing by the candidate; and

14.8.4 lodged in writing with the Corporate Secretary by the nomination deadline which will be not less than seven (7) days and not more than twenty-one (21) days before the scheduled date of the Quadrennial General Meeting.

14.9 The onus will be on the Member Club concerned to ensure that nominations and acceptances meet these requirements and are received by the Corporate Secretary in accordance with the nomination deadline.

14.10 On expiry of the nomination deadline the Corporate Secretary will compile a list of valid nominations and will deliver the list to the Chief Executive Officer of the League within three (3) days of the day the nomination deadline closes.

14.11 The Chief Executive Officer will distribute the list to Member Clubs by registered post, facsimile, electronic mail (email) or recorded courier so that it is received at least seven (7) days prior to the Quadrennial General Meeting at which the election of the Board of Directors is to take place.

14.12 The Corporate Secretary will retain the original nominations and will ensure that these are kept at least until the following Quadrennial General Meeting.

14.13 The Corporate Secretary will act as Electoral Officer at the Quadrennial General Meeting and will attend the meeting and approach and exercise his responsibilities as Electoral Officer with integrity so as to ensure the election proceeds fairly and expeditiously.

14.14 Prior to the commencement of the elections, the Board of Directors will resign en masse and the Electoral Officer will assume responsibility for the election and will deal with any disputes or differences which arise, impartially and with a view to concluding the election fairly and expeditiously.

14.15 A candidate will only be eligible for election if he is present at the Quadrennial General Meeting unless his absence is specifically raised and condoned by the Quadrennial General Meeting.

14.16 Should any dispute relating to an election arise during the Quadrennial General Meeting the Electoral Officer will rule thereon and his ruling will be final

and may not be challenged by any Member Club, Member Club Official, or member of the Executive Committee.

14.17 Should there be fewer nominations for a position than there are vacancies to be filled nominations may be made from the floor by a delegate. In such an event no nomination will be accepted unless the nominee in question is present at the Quadrennial General Meeting, meets the requirements of this Article in respect of eligibility, and indicates his willingness to accept nomination.

14.18 Independent Board Members shall be those not materially involved or attached to BFL Member Clubs

14.19 The Independent Board Members include, Chairman of the BFL Board and 2 Independent Directors.

14.20 The Independent Board Member shall be nominated by Member Clubs, accept the nomination in writing.

14.21 The qualification criteria and experience of the candidates shall be prescribed in the BFL Board of Directors handbook.

Article 15: Special General Assembly

15.1 The Board of Directors may convene a Special General Assembly at any time.

15.2 The Board of Directors shall convene a Special General Assembly if two third (2/3) of the delegates representing the Members of BFL make such a request in writing. The request shall specify the items for the agenda. A Special General Assembly shall be held within thirty (30) calendar days of receipt of the request. If a Special Congress is not convened, the delegates representing the Members who requested it may convene the Congress themselves. In doing so, they shall inform all the Members of BFL and the Board of the date and location of the Special Congress, along with the items to be included on the agenda.

15.3 The members shall be notified of the place, date and agenda at least fourteen (14) days before the date of a Special General Assembly.

15.4 When a Special General Assembly is convened on the initiative of the Board it must draw up the agenda. When a Special General Assembly is convened upon the request of members, the agenda must contain the points raised by those members.

15.5 The agenda of a Special General Assembly may not be altered.

Article 16: Amendments to the Constitution, and the Standing Orders of the General Assembly

16.1 The General Assembly is responsible for amending the Constitution and the Standing Orders of the General Assembly, subject to the provisions of this Constitution.

16.2 Any proposal for an amendment to the Constitution or the Standing Orders of the General Assembly must be submitted in writing with a brief explanation to the Board of Directors. A proposal submitted by a delegate representing a member is valid, provided it has been supported in writing by at least two-third (2/3) of the delegates representing the Members eligible to vote.

16.3 For a vote on an amendment to the Constitution or to the Standing Orders of the General Assembly to be valid, a majority of at least two-third (2/3) of the delegates representing the Members eligible to vote must be present.

16.4 A proposal for an amendment to the Constitution or to the Standing Orders of the General Assembly shall be adopted only if at least two- third (2/3) of the delegates representing the Members present and eligible to vote agree to it.

Article 17: Minutes

17.1 The Chief Executive Officer shall be responsible for recording the minutes at the General Assembly. The minutes shall be checked by those Members designated and finally approved at the next General Assembly.

17.2 The Chief Executive Officer shall distribute the draft minutes to affiliates and members within 90 calendar days after the General Assembly.

17.3 The Board shall cause minutes to be made in books kept for the purpose of all proceedings at General Meetings, of all Resolutions passed by the Member Clubs and of all meetings of the Board, including the names of the Directors present at each of such Board meetings. The Board shall cause all such minutes to be circulated to Member Clubs within fourteen days of the date of any such meeting.

17.4 Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

Article 18: Effective dates of decisions

18.1 Decisions passed by the General Assembly shall come into effect for the Member clubs immediately after General Assembly, unless otherwise stipulated in the present Constitution or unless the General Assembly fixes another date for a decision to take effect.

THE BOARD OF DIRECTORS

Article 19: Compositions

19. The Board of Directors consists of nine (9) members, consisting of;

19.1 Board Chairman (Independent)

19.2 Director -Representing Premier League Member Clubs

19.3 Director- Representing National First Division Member Clubs

19.4 Director-Representing Botswana Football Association

19.5 2X Independent Directors

19.6 Chief Executive Officer-BFL

19.7 Ex-Officio General Secretary BFA

19.8 Legal Governance and Risk Coordinator -Board Secretary

19.9 The mandate of the Board of Directors shall be four (4) years. Their mandates shall begin after the end of the General Assembly which has elected them. The members shall be eligible for re-election. However, no person may serve as Board Chairman for more than two terms of office (whether consecutive or not). All other Directors of the Board may serve for no more than two terms of office (whether consecutive or not). Any partial term of office shall count as one full term.

19.10 The candidates for the Board of Directors positions shall have already been active in football, must not have been previously found guilty of any criminal offence incompatible with the position or declared insolvent and shall have residency within the territory of BFL and not be less than 30 years and not more than 65 years old.

19.11 The Chairman of the Board and Independent Directors of the Board shall not be the members of any committee under the BFL and BFA and should not have been active with any football club for a period of 5 years or less .

19.12 A position will be considered vacant in case of death, resignation, dismissal, permanent inability to carry out the work involved, or if a member of the Board of Directors does not participate in three (3) consecutive meetings without reasonable excuse or explanation for his/her absence.

19.13 If a vacancy should occur in the office of the Chairman, the vice Chairman shall act as the Board Chairman until an election for a new Chairman is conducted at the next General Assembly.

19.14 Directors elected by Premier League and First Division Member Clubs shall serve a one term of two years and are not eligible for re-election.

Article 20: Meetings

20.1 The Board of Directors shall at least meet every quarter.

20.2 The Chairman shall convene the Board meetings. If more than 50% of the Board members request in writing a meeting with a proposed agenda, the Board shall convene it within twenty-one (21) calendar days. If the Chairman does not convene the requested meeting within the aforementioned deadline, the other members of the Board of Directors shall convene it themselves but must send the agenda to all members of the Board at least 7 days before the meeting in line with 20.3.

20.3 The Chief Executive Officer shall compile the agenda of the Board of Directors meeting as proposed by the members. Each member of the Board is entitled to propose items for inclusion in the agenda. The members of the Board must submit the points they wish to be included in the agenda for the meeting to the Chief Executive Officer at least fourteen (14) calendar days before the meeting. The agenda must be sent out to reach the members of the Board not later than seven (7) calendar days before the date of the meeting.

20.4 The meetings of the Board shall not be held in public. The Board may, however, invite third parties to attend. Those third parties shall not have voting rights, and may only express an opinion with the permission of the Board.

Article 21: Powers of the Board of Directors

21. The Board of Directors:

21.1 shall pass binding resolutions on all cases that do not come within the sphere of responsibility of the General Assembly or are not reserved for other bodies by law or under this Constitution;

- 21.2 shall prepare, with the assistance of the Chief Executive Officer, and convene the Special and Annual General Assembly of BFL;
- 21.3 shall appoint the chairman, Vice chairmen and members of the standing committees;
- 21.4 may decide to set up ad-hoc committees, if necessary, at any time;
- 21.5 shall compile the regulations for the organization of standing committees and ad-hoc committees;
- 21.6 shall propose the independent auditors to the General Assembly;
- 21.7 shall recommend to the General Assembly competitions format of BFL;
- 21.8 shall approve regulations stipulating how BFL shall be organized internally;
- 21.9 shall ensure that the Constitution and regulations of the BFL are applied and adopt the executive arrangements required for their application;
- 21.10 may dismiss a member of a body of the BFL or suspend a member provisionally until the next General Assembly in accordance with the constitution;
- 21.11 may delegate tasks arising out of its area of authority to other bodies of BFL;
- 21.12 may appoint observers who take part in the General Assembly without the right to debate or to vote;
- 21.13 review periodically, the progress of the BFL and suggest methods of improvement;

21.14 be the ultimate custodian of all the property and assets of the BFL, subject to the decisions and directions of the General Assembly;

21.15 Shall have the power to mortgage property and to borrow or apply for loans from institutions or from any source;

21.16 shall have the power to invite any person to a General Assembly of the BFL who, in its discretion, may be of assistance to the BFL in any regard whatsoever, provided that such person, while he/she may participate in the deliberations and discussions, shall not have the right to introduce motions or amendments to any motions or to vote at the General Assembly;

Article 22: Resolutions

22.1 The Board shall not engage in valid debate unless at least four (4) of its voting members are present.

22.2 The Board shall reach resolutions by a majority (more than 50%) of the valid votes cast. In the event of a tied vote, the Chairman, or any other person presiding instead of the Chairman, shall have the casting vote. Voting by proxy or by letter is not permitted.

22.3 Any member of the Board must withdraw from the debate if he is conflicted.

22.4 The decisions taken by the Board shall come into effect immediately, unless the Board of Directors decides otherwise.

GENERAL LEAGUE SECRETARIAT

Article 23; General League Secretariat

23.1 The League Secretariat is the executive, operational and administrative body of the BFL and shall carry out all the administrative work of BFL under the direction of the Chief Executive Officer. The members of the League secretariat are bound by the internal organizational regulations of BFL and shall fulfil the given tasks in the best manner and in good faith.

Article 24: The Chief Executive

24.1 The Chief Executive shall be appointed by the Board of Directors and will enter into an employment contract with the Botswana Football League.

24.2 The Board of Directors will delegate its operational functions and powers to the Chief Executive Officer.

24.3 The Chief Executive Officer may delegate powers or assign duties and responsibilities to any employee of the BFL in terms of the schedule of delegated authority approved by the Board of Directors.

24.4 The Chief Executive Officer shall:

24.4.1 be the accounting and information officer of the BFL;

24.4.2 be responsible for implementing decisions of the Board of Directors and the General Assembly.

24.4.3 be responsible for ensuring that proper arrangements are made in respect of all General Meetings, meetings of the Board of Directors, Standing and Sub-Committees.

24.4.4 be responsible for the day-to-day management and administration of the BFL and its employees.

24.4.5 keeps proper and accurate books and records reflecting all transactions entered into by the and all BFL all amounts owing to and owed by the Company.

24.4.6 reconciles bank accounts on a monthly basis.

24.4.7 prepares and submits to the Board:

24.4.7.1 Quarterly management accounts, it being agreed that the format of the management accounts shall be settled by the Board;

24.4.7.2 before the commencement of each financial year of the League an annual budget and forecast of the anticipated financing requirements of the League for the ensuing financial year in such form and containing such information as shall be settled by the Board;

24.4.7.3 shall ensure proper staffing of the BFL office of suitable employees for the carrying out of functions of the league;

24.4.7.4 shall comply with its statutory obligations in terms of the Companies Act (as amended) and the Income Tax Act (as amended) and all other statutory provisions applicable to the company;

24.4.7.5 shall pay directly all audit fees, the cost of statutory secretarial services, legal fees and other costs;

24.4.7.6 shall not incur any foreign exchange liability which is not adequately covered;

24.4.7.7 The appointment and dismissal of staff working in the league secretariat;

24.4.7.8 Mobilising finance, other resources and sponsorship for the BFL;

24.4.7.9 Entering into legally binding contract(s) on behalf of the BFL provided that the terms and conditions of the contract(s) shall be approved by a meeting of the Board of Directors.

STANDING AND AD-HOC COMMITTEES

Article 25; Standing and ad-hoc Committees

25.1 The Board of Directors shall appoint standing and ad-hoc committees to carry out any duties and responsibilities as may be allocated to them.

25.2. The standing or ad-hoc Committee or will consist of at least five (5) members of which 3 shall form a quorum.

25.3. Committees will report to the League secretariat and will be entitled to make recommendations, but will have no authority to make decisions or issue public statements unless expressly authorized to do so in writing by the Chairman of the Board.

JUDICIAL BODIES

Article 26: Disciplinary Committee

26.1 There shall be a Disciplinary Committee of the Botswana Football League appointed by the Board of Directors.

26.2 The Disciplinary Committee shall be responsible for the discipline of all members of the BFL.

26.3 The composition, responsibility, procedure and jurisdiction of the Disciplinary Committee shall be outlined in the BFL Disciplinary Code.

Article 27: BFL Prosecutors

27.1 There shall be three (3) Prosecutors appointed by the Board of Directors in accordance with the BFL Disciplinary Code.

27.2 The powers and responsibilities of the Prosecutors shall be stipulated in the BFL Disciplinary Code.

Article 28: National Dispute Resolution Chamber

28.1 There shall be National Dispute Resolution Chamber as outlined in the National Dispute Resolution Chamber Policy.

28.2 National 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 Board of Governors. All participants in professional football are required, and undertake as a condition of membership and/or registration, to refer all and any disputes and differences, other than those of a disciplinary nature, as between each other to the Dispute Resolution Chamber rather than to courts or administrative tribunals.

Article 29: Code of Ethics

29.1 There shall be a Code of Ethics in accordance with this constitution.

29.2 The BFL code of ethics must be signed by all Member Club chairpersons at or within fourteen (14) days of the annual general meeting.

29.3 An aggrieved party may refer any alleged breach of the Code of Ethics in writing to the Chairman of the BFL who will within seven (7) days of its receipt call on the Botswana Football Association Ethics Committee.

Article 30: Appeals

30.1 All appeals from decisions made or a penalty imposed by the BFL Disciplinary Committee will be heard by an appellant body pursuant to the BFL Constitution and Rules.

30.2 The League must be served with a copy of the notice of appeal by the appellant within the time period stipulated in the BFA constitution and rules.

Article 31: Court Of Arbitration for Sports (CAS)

31.1 An appeal against the decision of the BFL appellant structures will be to the Court of Arbitration for Sports in line with the relevant FIFA Statutes.

31.2 A copy of the notice of appeal must be forwarded to the BFL and the BFA

COURT OF LAW

Article 32; Court Of Law

32.1 A Club, official, player, coach, intermediary or any person subjected to the provisions of this constitution shall 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 BFA or the statutes of FIFA.

CHANGE OF NAME

Article 33: Change of Name

33.1 A Club may not change its name without the written approval of the Board of Directors. This approval must be ratified by the annual, or Special General Meeting.

AQUISITION OF OWNERSHIP

Article 34: Acquisition and Ownership Of A Club

34.1 The controlling interest or shareholding in a Member Club or entity that controls a Member Club, or the right to participate in a particular division of the League, or its membership of the League can only be sold, transferred or disposed of, directly or indirectly, in compliance with this Article, and in compliance with BFA and FIFA Statutes on the Acquisition and Ownership of Club.

34.2. Any proposed sale, transfer or disposition contemplated in this Article or any transaction directly or indirectly having any of the effects referred to, must be submitted to the Board of Directors for prior written approval.

34.3. The Board of Directors will not unreasonably withhold or delay approval if the application meets all the requirements of the Board of Directors including but not limited to the following:

34.3.1. the prior written approval of BFA shall have been obtained should the sale, transfer or disposition of a Member Club or controlling interest or shareholding be to a foreign person or entity or any Third Party as defined in BFA and FIFA Statutes on the Acquisition and Ownership of Club.

34.3.2. the written and signed agreement giving effect to this transaction must be furnished to and approved by the Board of Directors;

34.3.3. all employment contracts concluded by the Member Club shall be honoured notwithstanding any pending transaction;

34.3.4. the acquirer must satisfy the Board of Directors of the future financial stability and sustainability of the Member Club.

34.4. No person or entity may, directly or indirectly, acquire an interest or shareholding in a Member Club or a right to become a member of the League if he or it has, directly or indirectly, held an interest or shareholding in another club falling under the jurisdiction of the League in the twelve (12) month period preceding the transaction.

34.5. In the event of a Member Club or controlling interest in a Member Club being sold, transferred or disposed of, the following defining elements of the Member Club will remain unchanged save where express and additional written approval is granted by the Board of Directors namely the:

34.5.1. City or Town in which the Home Venue of the Member Club is situated;

34.5.2. Colors of the Member Club;

34.5.3. Name of the Member Club;

34.5.4. Marks of the Member Club.

34.6. Should any sale, transfer or disposition take place in contravention of this Article, the Board of Directors will immediately upon the matter coming to its attention Cancel the Membership concerned or the registration of any person or entity directly or indirectly involved in the transaction be cancelled or terminated, and that appropriate disciplinary action be taken where necessary.

34.7. Should a Member Club, or person or entity which directly or indirectly owns a controlling interest or shareholding in a Member Club be wound up, the persons or entity concerned will not be permitted to acquire a controlling interest or shareholding in a Member Club for a period of twenty-four (24) months from the date of winding up.

FINANCE

Article 35: Finance

35. 1 The financial year of the BFL shall be a period of twelve months commencing on 1 July in each year and ending on the June 30 of the following year.

35.2. The revenue and expenses of the BFL shall be managed so that they balance out over the financial period. The BFL's major duties in the future shall be guaranteed through the creation of reserves.

35.3. The revenue of the BFL arises, amongst others, from:

35.3.1 Members' annual subscriptions;

35.3.2. Receipts generated by the marketing of rights to which the BFL is entitled;

35.3.3. Fines imposed by the authorized bodies;

35.3.4. Other subscriptions and receipts in keeping with the objectives pursued by the BFL;

35.3.5. Donations;

35.3.6. TV and radio rights

35.3.7. Any other revenue related to football activities;

35.3.8. Government (BFA, BNSC) subventions/grants; and

35.3.9. Sponsorships.

35.4 The BFL shall bear the following expenses:

35.4.1 The expenses stipulated in the budget;

35.4.2 Other expenses approved by the Board of Directors and expenses that the management is entitled to incur within the scope of its authority;

35.4.3 All other expenses in keeping with the objectives pursued by the BFL.

Article 36. Accounts

36. No member or other person shall have any right to inspect any accounting record or book or document of the BFL unless:

36.1 he is entitled by law;

36.2. he is authorized to do so by the Board; or

36.3. he is authorized to do so by a Resolution

Article 37: Levies

37.1 All Member Clubs shall pay BFL the agreed match levies.

COMPETITONS

Article 38: Competitions

38.1 BFL organises and coordinates the following official competitions held within its territory:

38.1.1 Botswana Premier League

38.1.2 National First Division Leagues

38.1.3 Cup tournaments

38.1.4 Charity tournaments

38.2 The Board of Directors shall approve the statutes and regulations of the concerned competitions.

38.3 The BFL shall organise competitions between Clubs which competitions will be regulated by these rules together with the competition rules.

38.4 Competition rules shall only be amended and approved by the Board of Governors and ratified at the Next General Assembly

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

38.6 The control and administration of the competitions shall vest in the Secretariat.

Article 39: Promotions and Relegations

39.1 Promotions and relegations in the Premier League and National First Division will be in accordance with the provisions of the Competition Rules and other guiding documents.

39.2 The Board of Directors or a Member Club may recommend a change to the structures of the League inclusive of promotion and relegation provided that it is adopted at an Annual or Special General Assembly and notice of such change having been adopted is given to all the Clubs on or before 31 October of the year preceding the year in which the change becomes effective.

FINAL PROVISIONS

Article 40: Books and Registers

40.1 The following books and registers must be kept by the League at its offices:

40.1.1 all books of accounts for the League and Clubs;

40.1.2 a register of the Member Clubs of the Premier League and First Division showing the names and addresses of officials or each Club together with the contact details of the officials authorised to act on behalf of each Member Club;

40.1.3 a register of players reflecting the names and details of all players in the League and the Member Club with which each player is registered from time to time.

40.1.4 a register of players recording the movement of players between Clubs;

40.1.5 a discipline register of all cautions and suspension of players and officials;

40.1.7 copies of team sheets and reports of referees and match commissioners for each match;

40.1.8 copies of the fixtures, results, league tables, goal scorers and other records that may be specified by the Board of Directors;

40.1.9 contracts of players with Member Clubs.

40.2 The BFL shall at any time call on a Member Club in writing to furnish them with an audit certificate confirming that the moneys granted to it by the BFL 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 41: Validity of Acts

41. All acts done in good faith by the Board of Directors or any other committee appointed by the BFL shall, notwithstanding the fact there was a procedural defect, be deemed to be valid provided that such acts be ratified by that Committee, and properly constituted, within seven (7) days of that decision.

Article 42: Dissolution

42.1 BFL may be dissolved by resolution at a general meeting carried by seventy-five (75) 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.

42.2 Upon dissolution, the assets of the BFL will vest in the trustees appointed in terms of Article 42 of this Constitution

42.3 The trustees shall invest the moneys of the BFL in any registered financial institution until such time as a successor is constituted.

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

42.5 In the event of a successor not being constituted within one (1) year of the League's dissolution, the trustees shall release the assets and distribute the proceeds in equal proportion to the Clubs who were affiliated to the BFL at the time of the dissolution.

Article 43 Trustees

43.1 Upon dissolution of the League, its assets shall vest in not less than three (3) trustees, two of whom shall be appointed by the BFA and the others by the President of the Botswana Law Society.

43.2 All property of the League, moveable and immoveable, shall vest in the trustees to be dealt with as provided in Article 41.

43.3 The trustees shall be indemnified against any loss or damage whilst performing their functions as trustees.

43.4 The trustees shall not be required to furnish security to the Master of the High Court or to any other person.

43.4 The trustees shall be reimbursed for travelling, subsistence and other ancillary expenses reasonably incurred in the performance of their duties.

43.5 The trustees shall be remunerated for their services at a rate determined by the BFA.

43.6 Any transactions in respect of the immoveable property require the signatures of at least two (2) of the trustees.

43.7 The trustees shall hold office until their death, resignation or removal from office by a court of law.

Article 44: Applicability of Articles and Rules

44.1 The interpretation of the articles of the constitution shall be referred to the BFA Statutes Committee.

44.2 Should this constitution be silent on any matter, then the peremptory statutes of BFA, CAF and FIFA shall apply, in that order, and if they too are silent the CAS shall give a ruling on such matter which shall be final and binding.

Article 45 Rules

45.1 The League shall adopt rules that are consistent with the constitution by a simple majority.

45.2 Any rules made in terms of this article shall be amended, added to or repealed by a simple majority of votes cast at a General Assembly.

45.3 All rules properly adopted shall form part of this constitution.