

ASSOCIATIONS INCORPORATION ACT 1985

**SOUTH AUSTRALIAN COMMUNITY FOOTBALL LEAGUE
INCORPORATED**

CONSTITUTION



**South Australian Community Football League Inc
Constitution**

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South Australian Community Football League Inc

1. Definitions and Interpretation

1.1 Definitions

In these Rules unless inconsistent with the context or subject matter:

“**Act**” means the Associations Incorporation Act 1985 (SA);

“**Affiliated League**” means a football League or Association which has affiliated with the SACFL under Rule 9.4;

“**Affiliated League Club**” and “**Club**” means a football club which participates in a football competition conducted by an Affiliated League;

“**Affiliation Fee**” means the fee payable by an Affiliated League under Rule 9.5.4;

“**AFL**” means the Australian Football League;

“**Annual General Meeting**” means the meeting of Members convened under Rule 16.1;

“**Board**” means the Board of Directors appointed under Rule 4;

“**business day**” means every Monday, Tuesday, Wednesday, Thursday and Friday not being a public holiday in South Australia;

“**Chairman**” means the person appointed Chairman of the Board under Rule 4.13;

“**Community Football Board**” means the Board

“**Community Football Manager**” means the person appointed as Community Football Manager of the SACFL under Rule 20.1;

“**Director**” means a director of the SACFL appointed under Rule 4.2;

“**Effective Date**” means 31 March 2014;

“**Eligible Body**” means a body eligible to apply for affiliation with the SACFL in accordance with Rule 9.4;

“**Financial Year**” means the period of one year ending on 31 October in each calendar year;

“**Football**” and “**football**” means the game of Australian Football;

“**Football Commission**” means the South Australian Football Commission appointed under Rule 5.5 of the SANFL Constitution;

“**general meeting**” means a meeting of the members of the SACFL duly convened in accordance with these Rules;

“**League**” means an Affiliated League;

“**Life Member**” means a member elected as such under Rule 14.1;

“**Member**” means a Voting Member, Life Member or Ordinary Member who is recorded as such in the Register of Members;

“**Metropolitan Football Advisory Council**” means the body of that name established or to be established under the SACFL Regulations;

“**Office Bearer**” or “**Officer**” means a Director, member of any committee, director, officer, administrator, employee or any other office holder or servant, of the SACFL, an Affiliated League, or an Affiliated League Club respectively whether remunerated or not;

“**Public Officer**” means the person who is for the time being the Public Officer of the SACFL;

“**Regional Football Advisory Council**” means the body of that name established or to be established under the SACFL Regulations.

“**Regional Football League**” means an Affiliated League which includes or has as one of its members, a football club which has its home ground situated outside the Adelaide Metropolitan Area;

“**Regional Zone**” means a Regional Zone referred to in Rule 9.1 and includes a Regional Zone treated in addition to or in substitution for the Regional Zones referred to in that Rule;

“**Register of Members**” means the register of members kept in accordance with Rule 10;

“**the Regulations**” and “**the SACFL Regulations**” means the Regulations, By-Laws and Rules (if any) made under Rule 5.1.2;

“**SAAFL**” means the South Australian Amateur Football League Inc;

“**SACFL**” means the South Australian Community Football League Inc;

“**SACFL Regulations**” means regulations by-laws and standing orders made from time to time under Rule 5.1.2.

“**SANFL**” means the South Australian National Football League Inc;

“**SANFL Constitution**” means the Constitution and Rules of the SANFL in force from time to time;

“**SANFL Regulations**” means any Regulations made by the Football Commission under the SANFL Constitution in force from time to time and includes any by-laws and standing orders made under that Rule;

“**Special Resolution**” means a resolution that is passed by a majority of not less than 75% of the total number of votes cast by Members entitled to vote, whether in person or by proxy, at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules;

“**the Rules**” means these Rules;

1.2 Interpretation

In these Rules unless the contrary intention appears:

- 1.2.1 words importing the singular number include the plural number and vice versa;
- 1.2.2 words importing the masculine gender include the feminine gender and vice versa;
- 1.2.3 words importing persons including corporations, incorporated associations and unincorporated associations;
- 1.2.4 an expression used in a particular Part or Division of the Act that is given a special meaning for the purposes of that Part or Division, has, in any of these Rules that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division; and
- 1.2.5 words or expressions contained in these Rules must be interpreted in accordance with the Acts Interpretation Act as in force from time to time.

1.3 Headings

The headings to these Rules are not part of these Rules and do not affect their meaning.

1.4 References to the Directors

References in these Rules to any action or decision of the Directors means such action or decision taken by a majority of Directors at a duly convened meeting of the Directors as the Board in accordance with these Rules or by a resolution of Directors passed under Rule 4.17.

2. Name

The name of the association is the “**South Australian Community Football League Inc**” (‘SACFL’).

3. Objects

The objects of the SACFL are to:

- 3.1 Promote, encourage, develop, and manage football throughout the Adelaide Metropolitan Area and Regional South Australia;

- 3.2 Foster harmonious relations between all Affiliated Leagues and between Affiliated Leagues and the SANFL;
- 3.3 Develop a plan in conjunction with the SANFL for the expansion and development of junior football within the Adelaide Metropolitan Area and Regional South Australia;
- 3.4 Investigate, report and make recommendations to the SANFL upon matters relating to or affecting football in the Adelaide Metropolitan Area and Regional South Australia;
- 3.5 Arrange and conduct Intra State Championships and other Intra State country matches between senior players and arrange the participation of a team or teams in National Country Championship and Interstate Country matches.

4. **Community Football Board**

- 4.1 There will be a Board of Directors known as the Community Football Board;
- 4.2 Subject to this Rule 4, the Directors will be such persons as shall be appointed from time to time by the Football Commission which may likewise remove any Director at any time;

4.3 **Composition of Community Football Board**

Subject to Rules 4.4 and 4.10 the Board will comprise of not more than ten persons:

- 4.3.1 Two (2) persons each of whom must be nominated by the Regional Football Advisory Council, one of whom must be a member of the Regional Football Advisory Council;
 - 4.3.2 Two (2) persons nominated by the Metropolitan Football Advisory Council, one of whom must be a member of the Metropolitan Football Advisory Council by reason of appointment by SAAFL;
 - 4.3.3 One (1) person nominated by the Football Commission who must be a member of the Football Commission;
 - 4.3.4 Not more than five persons nominated by the Directors.
- 4.4 In the event that either or both of the persons to be nominated under Rules 4.3.1 and 4.3.2 are not nominated by the time prescribed by the Football Commission for the closing of nominations their place must be filled by persons nominated by the Football Commission.

4.5 **Nomination of candidates for election as Directors**

- 4.5.1 Only a natural person may be nominated for appointment as a Director under Rule 4:

- 4.5.2 .The nominations by the Metropolitan Football Advisory Council and Regional Football Advisory Council of a person for appointment as a Director must be:
- 4.5.3.1 made in writing;
 - 4.5.3.2 duly authorised and signed by the chairman or secretary of the relevant Council nominating the candidate;
 - 4.5.3.3 accompanied by the written consent of the candidate;
 - 4.5.3.4 accompanied by a curriculum vitae of the candidate; and
 - 4.5.3.5 delivered to the Community Football Manager by the date specified in the notice calling for nominations or if no such date is specified then not more than 30 days after the date of that notice.
- 4.6 All Directors must ordinarily reside in Australia.

4.7 Football Commission may decline to appoint Director

The Football Commission may in its absolute discretion decline to appoint a person nominated to be a Director under Rules 4.3.1, 4.3.2 and 4.3.4 as a Director. In that event the bodies or person entitled to nominate persons for appointment as Director under those Rules respectively is entitled to nominate a replacement person for appointment by the Football Commission as a Director;

4.8 Term of office of Director and Rotation of Directors

- 4.8.1 Subject to Rules 4.2 and 4.8.2 a Director will hold office for such term as he or she may be appointed by the Football Commission which term will in any event be the later of the period ending not more than three years after the date of his/her appointment or such other period as the Football Commission may determine;
- 4.8.2 Of the first Directors of the SACFL to be appointed after the Effective Date:
- 4.8.2.1 One of the persons nominated under Rule 4.3.1 will be appointed for a term of two (2) years commencing on the date of his or her appointment.
 - 4.8.2.2 One of the persons nominated under Rule 4.3.2 will be appointed for a term of two (2) years commencing on the date of his or her appointment.
 - 4.8.2.3 The other of the persons nominated under each of Rules 4.3.1 and 4.3.2 will be appointed for a term of three (3) years commencing on the date of his or her appointment.

4.8.2.4 Each of the persons nominated under each of Rules 4.3.3 and 4.3.4 will be appointed for a term of three (3) years commencing on the date of his or her appointment.

4.8A **Transitional Period**

4.8A.1 This Rule 4.8A applies despite anything else in these Rules:

4.8A.2 On and from the Effective Date, the following persons will be Directors:

4.8A.2.1 Mr David Shipway;

4.8A.2.2 Mr Peter Lindner;

4.8A.2.3 Mr Jeff Burchell; and

4.8A.2.4 Mr Rob Kerin.

4.8A.3 Mr David Shipway will be the Football Commission nominee for the purposes of Rule 4.3.3.

4.8A.4 Mr Peter Lindner, Mr Jeff Burchell and Mr Rob Kerin will be nominees of the Directors for the purposes of Rule 4.3.4.

4.8A.5 These Directors detailed in Rule 4.8A.2 shall continue to be Directors until their current term of appointments, as at the Effective Date, expires or they are removed by the Football Commission under Rule 4.2.

4.9 **Retiring Director eligible for reappointment**

4.9.1 Subject to Rules 4.4 and 4.9.2 a Director whose appointment is about to expire is eligible to be nominated for reappointment for two further terms each of three years commencing on the date of their respective appointments.

4.9.2 A Director who has been a Director for three (3) terms is eligible to be reappointed if their last term concluded more than eighteen (18) months before the date of their reappointment.

4.10 **Suspension of Rules 4.3 to 4.8 inclusive**

Regardless of any provision contained in this Clause 4 if the SACFL is in breach of any term, condition or provision contained in any Agreement to which it and the SANFL shall be party and which entitles the SACFL to promote, encourage, develop, control and manage football in the Adelaide Metropolitan Area and Regional South Australia the provisions of Rules 4.3 to 4.8 inclusive shall be suspended and shall not apply nor have any force or effect until the SACFL remedies such breach.

4.11 **Casual Vacancy on Board**

Any casual vacancy on the Board caused by the death, resignation or removal of any Director will be filled by the Football Commission. Any Director

appointed to fill a casual vacancy on the Board will hold that position only for the balance of the term of the Director who he/she was appointed to replace.

4.12 Office of Director becomes vacant

The office of Director becomes vacant if the Director:

- 4.12.1 Is made bankrupt or enters into any composition or scheme of arrangement or executes any Deed of Assignment or Deed of Arrangement under the Bankruptcy Act of the Commonwealth;
- 4.12.2 Ceases or becomes prohibited from being a Director by reason of the Act or an order made under the Act or by reason of the Companies Act 2001 (Cth) or an order made under that Act;
- 4.12.3 Dies or becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or by reason of physical infirmity becomes incapable of managing his or her own affairs;
- 4.12.4 Resigns his or her office by notice in writing to the SACFL;
- 4.12.5 Having been appointed for a term, the term for which the Director was appointed has expired;
- 4.12.6 Is removed from office under Rule 4.2;

4.13 Chairman

The Football Commission must appoint one of the members of the Board to be the Chairman of meetings of the Board. If the Chairman is or will be absent from any meeting he must nominate another member of the Board to be the Chairman of that meeting. If the Chairman does not make that nomination the members of the Board present must appoint from their number another person to be the Chairman of that meeting.

4.14 Quorum empowered to exercise powers of Board

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions which are vested in or exercisable by the Board under these Rules or otherwise.

4.15 Committees of Directors

The Board may delegate any of its powers to committees consisting of such number of its members, and/or of such other persons, as it may decide, and may revoke such delegation. Any committee so formed must in the exercise of the powers so delegated to it conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members will be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Board (with such modifications as the circumstances require) so far as the same are not inconsistent with any regulations made by the Board. Where a committee consists of two or more members, a quorum

shall be any two of its members or such larger number as the committee itself determines.

4.16 **Defects in appointment or qualification of Director**

All acts done at any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, despite the fact that it may afterwards be discovered that there was some defect in the appointment of the Director or of the committee or of the person acting, or that any Director was disqualified or not entitled to vote, be as valid as if every such person or committee had been properly appointed.

4.17 **Written resolution approved by Directors same as majority vote at meeting**

A resolution in writing approved by a majority of Directors entitled to receive notice of a meeting of the Board being not less than the number of Directors required to constitute a quorum shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such approval may be in writing or may be by email or by facsimile to the Offices of the SACFL or such other address as may be notified.

4.18 **Further provisions regarding written resolutions**

Without limiting the generality of Rule 4.17:

4.18.1 If a majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which document was last signed by a Director or, if Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director;

4.18.2 For the purposes of Rule 4.18.1, two or more separate documents containing statements of identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents; and

4.18.3 A reference in Rule 4.18.1 to a majority of Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

4.19 **Alternate Directors**

4.19.1 Each of the Metropolitan Football Advisory Council and the Regional Football Advisory Council has power from time to time to nominate one (1) person to act as an alternate Director in the place of a Director nominated by that Council, whenever by absence or illness or otherwise a Director nominated by that Council is unable to attend to duties as a director. The nomination is to be in writing and signed by the Chairman or Secretary of the Council and

given to the SACFL. The nomination must be approved by the Football Commission. The appointment takes effect immediately upon receipt of the approval of the Football Commission. The following provisions apply to any alternate Director:

- (a) the alternate Director may be removed or suspended from office upon receipt by SACFL of written notice, letter, telex, facsimile transmission or other form of visible communication from the Council by whom the alternate Director was appointed to SACFL;
- (b) the alternate Director is entitled to receive notice of meetings of the board of Directors and to attend and vote at the meetings if a Director nominated by the Council by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers and perform all the duties of a director, insofar as the Director in whose place the alternate Director is acting had not exercised or performed them;
- (d) without prejudice to the right to reimbursement for expenses pursuant to rule 31, the alternate Director is not, unless the Directors otherwise determine, entitled to receive any remuneration as a director from SACFL;
- (e) the office of the alternate Director is vacated upon the death of, or vacation of office by the Director by whom the alternate Director was appointed; and
- (f) the alternate Director is, while acting as a Director, responsible to SACFL for the Alternate Director's own acts and defaults and is not to be deemed to be the agent of the Council by whom the alternate Director was appointed.

5. Powers and Duties of Directors

5.1 Directors have powers of the SACFL

Subject to the Act and to these Rules, the management and control of the business and affairs of the SACFL is vested in the Directors as the Board and the Directors may exercise all such powers and do all such acts and things as may be exercised or done by a natural person, and as the SACFL is authorised or permitted to exercise and do under the Act or otherwise and which are not by these Rules or by statute directed or required to be exercised or done by the SACFL in general meeting and in particular and without limitation may:

- 5.1.1 Perform all such lawful acts and things as appear to the Board to be essential or desirable for furtherance of its object and for the proper management of its affairs; and
- 5.1.2 Make regulations, by-laws and standing orders not inconsistent with these Rules and alter vary or add to such regulations, by-laws and standing orders. Any alterations or variations or additions made to such regulations, by-laws and standing orders will, unless

otherwise determined by the Directors, come into effect on the day of the passing of the resolution of the Directors whereby such regulations, by-laws or standing orders or any alteration or addition to them is made.

5.2 **Directors may appoint attorney or agent**

The Directors may, by resolution, power of attorney under seal or other written document, appoint any person or persons to be the attorney or agent of the SACFL for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors, and for such period and subject to such conditions as they think fit. Any such appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him or her.

6. **Proceedings of Directors**

6.1 **Meetings of directors**

6.1.1 The Directors may meet together as the Board for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit.

6.1.2 In addition to any meetings convened under Rule 6 a meeting of the Board:

- (a) May be convened by the Chairman at anytime upon giving not less than 24 hours notice of such meeting;
- (b) Must be convened upon a request in writing signed being made by not less than two (2) Directors which request must specify the business to be discussed at that meeting;
- (c) Any meeting conveyed under Rule 6.1.2(b) must be held on a date which is not less than seven (7) days or not more than fourteen days after receipt of the request in writing referred to in that Rule.

6.1.3 Without limiting the discretion of the Directors to regulate their meetings under Rules 6.1.1 and 6.1.2, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference will, despite the fact that the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of Directors apply so far as they are capable of application to such conferences.

6.2 Quorum

The quorum for a meeting of the Board will be four (4) Directors if there are six (6) or less Directors, and five (5) Directors if there are between six and ten Directors.

6.3 Notice of meetings of Directors

Notice of every Directors' meeting must be given to each Director who is within Australia but it is not necessary to give such notice to any Director who is outside Australia.

6.4 Votes at meetings of Directors

Questions arising at any meeting of the Directors will be decided by a majority of votes and, subject to the provisions of Rule 6.5, each Director will be entitled to cast one vote.

6.5 Casting vote for Chairman of Directors

In case of an equality of votes the chairman of the meeting will have a second or casting vote.

7. Representation on the SANFL

7.1 League Director

7.1.1 The Board must appoint one of its number to be a Director of SANFL and two persons to be Alternate Directors for such Director;

7.1.2 The appointment of each Director and Alternate Director under Regulation 7.1.1 is subject to the approval of a General Meeting of Members of the SANFL;

7.1.3 Each Director and Alternate Director so appointed will hold office for a term commencing on the date of his appointment and expiring on the last day of February in the following year or such other time as the Football Commission determines.

8. Financial

All reasonable travelling and accommodation expenses incurred by Directors attending Board meetings and other reasonable expenses incurred by them in carrying out their duties shall be met by the SACFL. The rate of travelling and accommodation allowances such as may be set by the Board.

9. Regional Zones and Affiliation of Leagues

9.1 Regional Zones

At the date of the adoption of these Rules there are, and until otherwise decided by the Board, there will be, six (6) Regional Zones being the Regional Zones listed below comprising the Affiliated Leagues listed opposite their names respectively:

- | Regional Zone | Affiliated Leagues |
|-------------------------|--|
| 9.1.1 South East Zone - | Mid S.E. and those Clubs within the State of South Australia comprising Kowree Naracoorte / Tatiara, Western Border and River Murray Football Leagues |
| 9.1.2 Eastern Zone - | Barossa Light and Gawler, Mallee, Riverland . |
| 9.1.3 Southern Zone - | Great Southern, Southern, Kangaroo Island. |
| 9.1.4 Central Zone - | Northern Areas, North East, Adelaide Plains, Yorke Peninsula, Hills |
| 9.1.5 Northern Zone - | Whyalla, Woomera and Districts, Spencer Gulf, Broken Hill |
| 9.1.6 Western Zone - | Port Lincoln, Great Flinders, Mid West, Eastern Eyre, Far West. |
| 9.2 | The number name and composition of the Regional Zones may be varied from time to time to comprise such Affiliated Leagues or Associations as shall be decided by the Board in its consultation with the Regional Football Advisory Council. |
| 9.3 | The number name and composition of Regional Zones may be reviewed by the Board at any time, but in any event must be reviewed at intervals of not more than five (5) years. Such review may be carried out by the Board itself or by the Investigation Committee constituted or to be constituted under the SACFL Regulations or other committee appointed or nominated by the Board for that purpose, in each case in consultation with the Regional Football Advisory Council. |
| 9.4 | Affiliation of Leagues with the SACFL |
| 9.4.1 | Any football League or Association which conducts a football competition, the membership of which includes a football Club which has its office or home ground in the State of South Australia or within the City of Broken Hill (“ Eligible Body ”) may apply to be affiliated with the SACFL. |
| 9.4.2 | An Eligible Body may apply to be affiliated with the SACFL, which application must be in writing in a form prescribed by the Board from time to time, and be delivered in person or by post to the Community Football Manager. |
| 9.4.3 | The Board must determine whether an application for affiliation is to be accepted and if accepted advise the terms (if any) upon which an applicant is to be granted affiliation. |

- 9.4.4 Upon an application for affiliation being approved by the Board, the Community Football Manager must notify the Secretary of the applicant Eligible Body that it has been granted affiliation subject to payment of the Affiliation Fee referred to in Rule 9.5.4 and subject to any other terms and conditions which may be determined by the Board.

9.5 Conditions of affiliation

An Eligible Body, must as a condition of affiliation and continuing affiliation with the SACFL;

- 9.5.1 Observe, abide by and comply with any terms and conditions of affiliation imposed by the Board;
- 9.5.2 Sign an affiliation Agreement with the SACFL containing such terms and conditions as the Board may determine;
- 9.5.3 Observe and abide by these Rules and all decisions of the SACFL, all regulations, by-laws and standing orders made by the Board under Rule 5.1.2 or otherwise, and to the extent that they are applicable, the provisions contained in the SANFL Constitution and SANFL Regulations; and
- 9.5.4 Pay to the SACFL a sum determined annually by the Board, by way of Affiliation Fee, together with such other sums by way of call or levy as the Board may from time to time determine.

9.6 Use of Affiliation Fees

The Board must utilise all Affiliation Fees calls and levies received by it for the general purposes of the SACFL and in furtherance of the objects of the SACFL, in such manner as it may determine.

9.7 Domestic rules and regulations

- 9.7.1 Each Affiliated League must formulate domestic rules, regulations and by-laws relating to the football competitions conducted under its auspices or control, which rules, regulations and by-laws must not be inconsistent with these Rules, any by-laws or regulations made under Rule 5.1.2 the SANFL Constitution, the SANFL Regulations and any other decisions or determinations which may be made from time to time by the Board or the Football Commission.
- 9.7.2 An Affiliated League will subject to these Rules, have the right to manage and control its own competitions, including without limitation the Clubs and players participating in those competitions provided that any rights of appeal provided by these Rules or by any regulations or by-laws made under Rule 5.1.2, must be preserved to the fullest extent.

9.8 Termination of affiliation

- 9.8.1 The Board may terminate the affiliation of an Affiliated League immediately if it contravenes or fails to observe or perform any of the terms and conditions of its affiliation including without limitation payment of the Affiliation Fee or any call or levy when due and the affiliation Agreement signed under Rule 9.5.2.
- 9.8.2 The Board must terminate the affiliation of an Affiliated League immediately if a general meeting of Voting Members and Ordinary Members determines by Special Resolution that such Affiliated League has been guilty of conduct prejudicial to the interests of Football, the SACFL or the SANFL, provided that not less than twenty-one (21) days prior written notice of such meeting has been given by the Community Football Manager to such Affiliated Body setting out the substance of matters to be considered by the general meeting and that the Affiliated League has been given the opportunity to appear or be represented before the general meeting and to make submissions relevant to the Special Resolution.
- 9.8.3 An Affiliated League which ceases, for any reason to be Affiliated with the SACFL will have no claim whatsoever against the SACFL or any Member or officer of the SACFL or upon any monies, properties, credits or other assets of the SACFL.

10. Register of Members

The Community Football Manager must cause a register of Members to be kept and maintained in which will be entered the full names and date of appointment of every Member, the class of membership to which he or she belongs and where applicable, the date of termination of membership.

11. Membership

Classes of Members

The SACFL shall consist of the following classes of members:

- 11.1 Voting Members described in Rule 12
- 11.2 Ordinary Members appointed under Rule 13;
- 11.3 Life Members appointed under Rule 14.

12. Voting Members

- 12.1 A Voting Member is a person who has been appointed to be a Director of SACFL.
- 12.2 A Voting Member of the SACFL will retain such membership only whilst he/she remains a Director of SACFL.

- 12.3 Except as provided in Rule 18.2 a Voting Member is the only class of member entitled to vote at any meeting of Members of SACFL.

13. Ordinary Members

13.1 Eligibility for Ordinary Membership

A natural person who is nominated by an Affiliated League in accordance with Rule 13.2 is entitled to be an Ordinary Member of the SACFL, provided that at no time can there be more than one Ordinary Member nominated by the same Affiliated League.

13.2 Nomination of person to be an Ordinary Member

An Affiliated League is entitled to nominate a natural person to be an Ordinary member by giving notice in writing to the Community Football Manager in a form prescribed by the Board from time to time, provided that the person so nominated must be a member of the committee or Board of Management of the nominating Affiliated League.

13.3 Granting of Ordinary Membership

Upon receipt of a notice in writing from an Affiliated League under Rule 13.2 nominating a person to become an Ordinary Member, the Community Football Manager shall, if (and only if) there is not already an Ordinary Member already nominated by that Affiliated League, cause the name of the person so nominated to be entered in the Register of Members, and that person will then become an Ordinary Member.

13.4 Cessation of Ordinary Membership

A person nominated by an Affiliated League (**‘the nominating Affiliated League’**) will cease to be an Ordinary Member, and the Community Football Manager must cause that person’s name to be deleted from the Register of Members, immediately upon:

- 13.4.1 the nominating Affiliated League ceasing to be an Affiliated League;
- 13.4.2 the person giving notice in writing to the Community Football Manager of his or her resignation as an Ordinary Member; or
- 13.4.3 the nominating Affiliated League giving written notice signed by the League’s Chairman to the Community Football Manager that the Ordinary Member nominated by the Affiliated League should cease to be an Ordinary Member, and nominating another person to be an Ordinary Member in his/her place.

13.5 Control by nominating League

The Affiliated League which has nominated a person to be an Ordinary Member must exercise control over such Ordinary Member and his or her activities as an Ordinary Member.

14. **Life Members**

- 14.1 The SACFL may at any Annual General Meeting elect not more than two Life Members being persons who have rendered outstanding service to the SACFL and who have been nominated for Life Membership by the Board.
- 14.2 Life Members will be entitled to attend but not vote at any general meeting.
- 14.3 A nomination of a person for Life Membership must be lodged with the Community Football Manager at least thirty (30) days before the relevant Annual General Meeting at which the nominee may be elected.

15. **Membership Conditions**

15.1 **Membership personal**

A right, privilege or obligation conferred or imposed on a person by reason of his or her membership of the SACFL:

- 15.1.1 Is not capable of being transferred or transmitted to another person; and
- 15.1.2 Terminates upon the cessation of his or her membership whether by death, resignation or otherwise.

15.2 **No claims**

A person who ceases to be a member of the SACFL for any reason will have no claim whatsoever against the SACFL or any Member or Office Bearer of the SACFL or upon any monies, properties, credits or other assets of the SACFL.

16. **General Meetings**

16.1 **Annual General Meeting**

The Directors must, in each calendar year, convene an Annual General Meeting of the Members in accordance with the Act.

16.2 **Time of Annual General Meeting**

The Annual General Meeting shall be held, on a day to be set by the Board, no later than the thirty-first (31st) day of March in each year.

16.3 **Notice to specify that meeting is Annual General Meeting**

The notice given in accordance with Rule 16.7 of the convening of an Annual General Meeting must expressly specify that the meeting is an Annual General Meeting.

16.4 Annual General Meetings of Leagues and Affiliated Bodies

Each Affiliated League must conduct its Annual General Meeting before the Annual General Meeting of the SACFL.

16.5 Ordinary business of Annual General Meeting

The ordinary business of an Annual General Meeting will be to:

- 16.5.1 confirm the minutes of the last Annual General Meeting;
- 16.5.2 receive reports from the Directors on the transactions of the SACFL during the last financial year;
- 16.5.3 determine the remuneration (if any) to be paid to Directors;
- 16.5.4 appoint an auditor;
- 16.5.5 consider nominations for Life Members;
- 16.5.6 provide a forum at which Ordinary Members and Life Members attending the Annual General Meeting can ask questions concerning and discuss the business and affairs of the SACFL; and
- 16.5.7 transact any other business which under these Rules or by the provisions of the Act ought to be or may be transacted at an Annual General Meeting; and

16.6 Directors may convene special general meeting

Any four (4) Directors acting together may convene a Special General Meeting whenever they think fit. A Special General Meeting is any properly convened meeting of members other than an Annual General Meeting.

16.7 Notice period for convening general meetings

- 16.7.1 Subject to Rules 16.7.2 and 16.7.3, not less than 14 days' notice of a general meeting must be given to those Members entitled to attend and/or vote at such general meeting.
- 16.7.2 Where it is proposed to pass a Special Resolution, not less than 21 days' notice of a general meeting must be given to those Members entitled to attend and vote at such general meeting.
- 16.7.3 A general meeting may be called on shorter notice than that specified in Rules 16.7.1 and 16.7.2 if Voting Members having at least 80% of the votes which may be cast by Voting Members at that meeting agree to do so.

16.8 Contents of notice

A notice of a general meeting must:

- 16.8.1 specify the place, date and time of meeting;

16.8.2 in the case of special business, specify the general nature of that business.

16.9 **Failure to give notice**

The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Members will not invalidate any resolution passed at any such meeting.

17. **Proceedings at General Meetings**

17.1 **Special Business**

All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in Rule 16.5 as being the ordinary business of the Annual General Meeting is deemed to be special business.

17.2 **Quorum for general meeting**

17.2.1 The quorum for a general meeting or that part of a general meeting at which only Voting Members can vote is four (4) Voting Members.

17.2.2 The quorum for a general meeting or that part of a general meeting at which Ordinary Members can vote will be that number of persons, each being a Voting Member or Ordinary Member present in person or by proxy, who are entitled to cast not less than thirty per cent (30%) of the total number of votes that may be cast by all Voting Members and Ordinary Members.

17.2.3 No items of business shall be transacted at any general meeting unless the requisite quorum is present in person or by proxy during the time when the meeting is considering that item.

17.3 **Chairman of general meeting**

The Chairman of the Board, will preside as chairman at every general meeting of the SACFL, or, if at any general meeting the Chairman is either not present at the time appointed for holding the meeting or is unwilling to act, the Director or Directors present may choose a Director (other than the Chairman) to act as chairman of that meeting. If no Director is present or if all Directors present decline to take the chair, the Ordinary Members present must choose one of their number to act as chairman of that meeting.

17.4 **If quorum absent**

If at the expiration of half an hour from the time appointed for a general meeting other than the Annual General Meeting a quorum is not present, the meeting if the meeting is a meeting at which Ordinary Members can vote it shall be dissolved; but in any other case it shall stand adjourned to such other day, time and place as the Board may by notice appoint, and failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

17.5 Dissolution of adjourned general meeting if quorum absent

If at any adjourned general meeting a quorum is not present at the expiration of half an hour from time appointed for the adjourned general meeting, then the meeting shall be dissolved.

17.6 Chairman to have casting vote

In the case of an equality of votes at any general meeting the chairman of the meeting shall have a casting vote.

17.7 Voting: show of hands

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

17.8 Questions decided by majority

Subject to the requirements of the Act and of these Rules in relation to Special Resolutions, a resolution shall be taken to be carried if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution exceeds one half.

17.9 Declaration by chairman that resolution carried

A declaration by the chairman that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the SACFL will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

17.10 Members' right to ask questions and make comments at annual general

17.10.1 The chairman of an Annual General Meeting must allow a reasonable opportunity for the Members at the annual general meeting to ask questions about or make comments on the affairs and activities of the SACFL.

17.11 Adjournment of general meeting

17.11.1 The chairman of a general meeting may with the consent of the meeting, and shall if so directed by the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17.11.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

17.11.3 Except as provided in Rule 17.11.2, it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.

18. **Votes of Ordinary Members**

18.1 **Number of votes**

On a show of hands, every Member present in person or by proxy, at a General Meeting shall, subject to Rule 18.2, have one vote:

18.2 **Entitlement to vote**

An Ordinary Member is not entitled to vote at any general meeting:

18.2.1 Unless the Ordinary Member, or another person appointed as such by the Affiliated League responsible for the appointment of the Ordinary Member, was an Ordinary Member on the date of the notice convening the general meeting; and

18.2.2 All moneys due and payable by the Affiliated League responsible for his or her appointment have been paid to the SACFL.

18.2.3 In respect of any matter except a resolution:

(a) calling for the expulsion of an Affiliated League under Rule 9.8.2;

(b) for the election of Life Members under Rule 14.1

18.3 **Chairman to determine disputes re votes**

In the case of any dispute as to the admission or rejection of a vote the chairman of the meeting may determine the dispute and such determination made in good faith will be conclusive.

18.4 **Objections to qualification to vote**

No objection may be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting will be valid for all purposes. Any such objection made in due time must be referred to the chairman of the meeting whose decision made in good faith will be final and conclusive.

19. **Proxies**

19.1 **Right to appoint proxy**

An Ordinary Member who is entitled to attend and vote at a general meeting of the SACFL is entitled to appoint one other person whether a Member or not as his or her proxy to attend and vote instead of the Ordinary member at the meeting. A proxy has the same right to speak at a meeting as his or her appointor would have had if personally present.

19.2 **Appointment of proxy to be in writing**

An instrument appointing a proxy must be in writing under the hand of the appointor or of his or her duly authorised attorney and may contain directions

as to the manner in which the proxy shall vote in respect of any particular resolution or resolutions.

19.3 Proxy form to be lodged with the Community Football Manager before meeting

An instrument appointing a proxy and the power of attorney (if any) under which it is signed must be delivered to the Community Football Manager not less than two clear business days before the time scheduled for commencement of the meeting at which the person named in such instrument purports to vote in respect thereof.

19.4 Vote by proxy valid notwithstanding intervening revocation

A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous revocation of the proxy provided no intimation in writing of the revocation has been received by the Community Football Manager or by the chairman of the general meeting before the vote is given.

19.5 Member may indicate whether proxy is to vote for or against resolution

Any form of proxy forwarded to Ordinary Members in respect of a proposed general meeting of Members must make provision for the Ordinary Member to indicate whether he or she wishes to vote for or against any resolution (but the Member need not give that indication). Where such indication is given the proxy will not be entitled to vote on the resolution except in accordance with that indication.

19.6 Form of proxy

Every instrument of proxy whether for a specified meeting or otherwise must, as nearly as the circumstances allow, be in the following form to the effect of the following or otherwise in such form as the Directors may from time to time prescribe or accept:

“South Australian Community Football League Inc

I, *[name]* of *[address]* being an Ordinary Member of the South Australian Community Football League Inc, hereby appoint **[name] of [address]** [the chairman of the meeting] as my proxy to vote for me at the general meeting of the South Australian Community Football League Inc to be held on the _____ day of _____ 20__, and at any adjournment of that meeting.

(1) This proxy is limited to the following resolution(s):

.....
.....
.....

(2) This form is to be used **in favour of/**against the resolution.

Signed this _____ day of _____ 20__.

(1) To be inserted if desired

(2) To be inserted if desired

* Strike out whichever is not desired”

19.7 Failure to name appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the Chairman of the meeting to which it relates or of such Director as the Directors shall determine.

20. Community Football Manager

20.1 Appointment

A Chief Executive Officer to be known as the Community Football Manager must be appointed by the Board in consultation with and subject to the approval of the Football Commission.

20.2 Community Football Manager to be secretary and Public Officer

The Community Football Manager will, unless the Board otherwise determines, be the secretary and Public Officer of the SACFL for the purposes of the Act.

20.3 Powers of Community Football Manager

The Board may from time to time entrust to and confer upon a Community Football Manager for the time being such of the powers exercisable under these Rules by the Board as it may decide, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it deems expedient.

The Board may confer such powers either collaterally with or to the exclusion of and in satisfaction of all or any of the powers of the Board in that behalf and may at any time revoke, withdraw, alter or vary all or any such powers. Regardless of anything contained in this Rule 20.3 every Community Football Manager shall at all times and in all respects be subject to the direction and control of the Board.

21. Minutes

21.1 Minutes of all proceedings to be kept

The Board must cause minutes of all proceedings of general meetings and of the Board (including committees) to be duly entered in books kept for the purpose in accordance with the requirements of the Act.

22. **Alteration of these Rules and Purposes**

- 22.1 Subject to Rule 22.2 these Rules may not be amended or repealed and replaced except by a special resolution of the Voting Members of the SACFL present and voting at a general meeting.
- 22.2 Subject to any law to the contrary, whilst the SACFL continues to exist (or if it ceases to exist, whilst its successor in title or any assignee of its major undertaking continues to exist) any special resolution of Voting Members of the SACFL amending, repealing and replacing this Constitution will have no force or effect until such amendment or repeal and replacement has been approved by the League Commission.

23. **Application of funds**

The income and property of the SACFL must be applied towards the promotion and furtherance of its objects and no part of such income or property may be paid or transferred directly or indirectly by way of bonus, gratuity or otherwise to any Member or Office Bearer, except however that nothing contained in this clause shall prevent payment or remuneration in good faith to any Member or Office Bearer or other person in return for any services actually rendered to the SACFL.

24. **Common Seal**

24.1 **Custody of Seal**

The Common Seal of the SACFL must be kept in the custody of the Community Football Manager.

24.2 **Use of Seal**

The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signature either of two Directors or one Director and the Community Football Manager.

25. **Books and Records**

Except as otherwise provided in these Rules the Community Football Manager must keep in his or her custody or under his or her control all books, documents and securities of the SACFL.

26. **Surplus Assets on Dissolution**

- 26.1 The SACFL may be dissolved by a Special Resolution of Voting Members.
- 26.2 If, upon the dissolution or winding up of the SACFL there remains after satisfaction of all of its debts and liabilities, any property whatsoever, the same must not be paid or distributed amongst the Members or Directors of the SACFL but, if and so far as it can be done, must be given or transferred to some other institution or institutions, body or bodies having purposes or objectives similar to the purposes of the SACFL to be determined by the Voting Members of the SACFL at or before the

time of dissolution or winding up or in default of such determination, by a Judge or such Court in South Australia as may have or acquire jurisdiction in the matter.

27. **Audit**

27.1 **Appointment of Auditor**

An auditor must be appointed by the Voting Members at the Annual General Meeting.

27.2 **Accounts to be examined**

The accounts of the SACFL must be examined annually by the auditor, who must certify as to the truth and fairness of the balance sheet, profit and loss account accompanying the accounts and schedules to be submitted to the annual general meeting.

27.3 **Limitations on auditor**

A person carrying out the duties of auditor must not be a Member of the SACFL, nor be a person who is interested in any transactions of or with the SACFL.

28. **Laws of the Game**

Each Affiliated League must adopt the laws of the game of Australian Football as defined from time to time by the Australian Football League.

29. **Pecuniary Interest**

29.1 **Declaration required**

At any meeting of Directors or any committee or at any general meeting a Director, Member or employee, consultant or agent of the SACFL ("staff") must disclose on a form prescribed from time to time by the Directors and in respect of any item listed on the agenda for that meeting if he or she has a pecuniary interest, whether direct or indirect, in any such item.

29.2 **Contents of declaration**

A declaration of pecuniary interest by a Director, Member or staff in the prescribed form must include the following: the name of any company, trust, partnership, association or other body in which the Director, Member or staff, or a member of his or her family, holds a beneficial and/or legal interest which he or she considers might appear to raise a material conflict between his or her private interest and his or her duty as a Director, Member or staff of the SACFL.

29.3 **Obligations at meetings – Disclosure of Interest**

29.3.1 Where the Director, Member or member of staff is present at a meeting he or she must disclose his or her interest in the item of the agenda before consideration or discussion of that item. Where the Director, Member or member of staff will not be in attendance at

the meeting he or she must disclose his or her interest to the Community Football Manager before the meeting.

29.3.2 The Director, Member or member of staff may (but need not) remain in the room during consideration of the item and may take part in the consideration and discussion but may not move or second or vote on the motion in respect of that item.

29.3.3 When a vote is taken on the item in which the Director, Member or member of staff has an interest the Director, Member or member of staff must leave the room and remain outside of hearing and view of the room. When leaving the room the Chairman of the meeting must be notified. The disclosure must be recorded in the minutes.

29.4 **Recording**

The Community Football Manager shall record in the minutes:

29.4.1 The declaration of pecuniary interest in the agenda item and the nature thereof; and

29.4.2 When the Director, Member or staff leaves the meeting and when he or she returns.

30. **Inspection of Records**

The Directors may determine whether and to what extent, and at what time and places, and under what conditions the accounting records and other documents of the SACFL will be open to the inspection of Members other than Directors, and a Member does not except as provided by law or as may be authorised by the Directors have the right to inspect or to require or receive any information or to require discovery of any record or document of the SACFL or any information respecting any detail of the SACFL affairs including any matter which is or may be in the nature of a trade secret or confidential information relating to the conduct of the business of the SACFL.

31. **Indemnity**

To the maximum extent permitted by law, the SACFL shall indemnify and keep indemnified every Member, Director, Public Officer, Community Football Manager, member of any Committee appointed pursuant to these Rules, Treasurer or Operations Manager out of the property of the SACFL against all actions, claims, suits, judgments, liabilities, damages, demands, losses, costs, charges and expenses (including legal expenses) whatsoever which he or she may directly or indirectly incur or be put to as a Member, Director, Public Officer, Community Football Manager, member of any Committee appointed pursuant to these Rules, Treasurer or Operations Manager of the SACFL.

32. **Matters Not Dealt With**

Any matter of any kind whatsoever concerning the furtherance of Football or the Objects of the SACFL or any matter ancillary or incidental thereto which is not dealt with or provided for in these Rules may be dealt with in such manner as the Board determines.

33. Notices

33.1 Method of service of notices

A notice may be served by the SACFL upon any Member by any of the following methods:

- 33.1.1 by serving it upon the Member personally;
- 33.1.2 by leaving it at the Member's address as recorded in the Register of Members;
- 33.1.3 by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Member's address as recorded in the Register of Members; or
- 33.1.4 by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices upon the Member.

33.2 Time of service by post

Any notice sent by post shall be deemed to have been served on the second business day following that on which the letter, envelope or wrapper containing the same is posted as aforesaid and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by the Community Football Manager or other officer of the SACFL that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

33.3 Time of service by facsimile transmission

Any notice sent by facsimile transmission shall be deemed to have been served on the day following that on which the facsimile is transmitted and in proving such service it shall be sufficient to prove that the facsimile was properly addressed and transmitted. A certificate in writing signed by any Director, Community Football Manager or other officer of the SACFL that the facsimile was so addressed and transmitted shall be conclusive evidence thereof.

