

CONSTITUTION

1. NAME

The CLUB shall be called MWAMBA Rugby Football Club. Hereinafter referred to as "The Club"

2. OBJECTS AND RULES

- (a) Fostering and playing rugby under the rules of the Kenya Rugby Union
- (b) Playing of any other sport as may be approved by the Club Committee during the season
- (c) The Rules of the Club shall be in accordance with the rules of the Kenya Rugby Union
- (d) The rules of any competition shall be in accordance with the rules of the Kenya Rugby Union

3. MEMBERSHIP

- (a) Any person over the age of Eighteen years shall be eligible for membership of the Club and shall subject to the approval of the Committee become a member of the Club.
- (b) Applications for membership must be made in writing to and addressed to the Club Secretary.
- (c) All Applications must be submitted to the Committee and presented to the next Committee meeting for acceptance.
- (d) The Committee shall have the right to refuse any application for membership.
- (e) The Secretary shall notify a new member of his/ her acceptance and shall provide him/her with a copy of the Constitution. The treasurer shall call upon him/her to pay the amount of the subscription and, until the amount is paid, he/shall not be entitled to the full privileges of membership.
- (f) Membership does not give or grant any member any right or title to any of the assets, monies or properties of the club. The intent and meaning being that the club is the Proprietor of the whole of the assets and no member shall become entitled to any individual right to the Club's assets or effects.
- (g) Membership in the club shall be categorized into playing and non-playing members

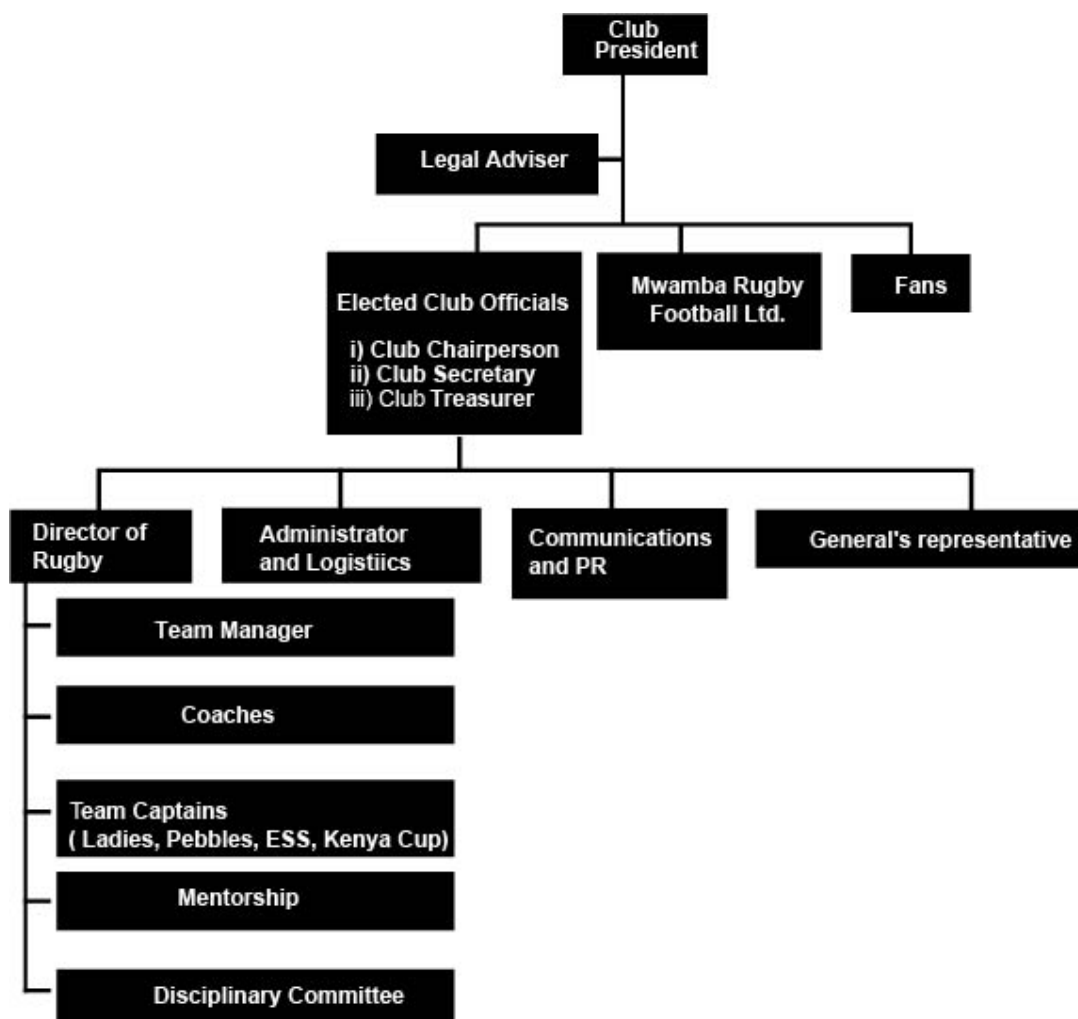
Membership Category	Membership Amount (kshs.)	Entitlements	Annual Subscriptions
Playing Members			
<i>Under 25yrs old</i>	KShs. 2,000/-	Membership card Non-Voting Members	Kshs. 1,000/-
<i>Over 25 yrs old + 2yrs+ active members</i>	Kshs. 3,000/-	Membership card Voting rights at AGM for	Kshs. 1,500/-
Non-Playing Members			
<i>Former Players and Management</i>	Kshs. 10,000/-	Membership card and Voting rights at AGM	Kshs. 5,000/-
<i>Fans and others</i>	Kshs. 8,000/-	Membership Card and Voting rights at AGM	Kshs. 4,000/-
<i>Life Members</i>	Kshs. 20,000/-	Membership Card, Season ticket to All Home games and Kababeri 7s; Voting rights at AGM	Kshs. 10,000/-

- (h) Each member shall pay an annual subscription fee in line with membership categories as outlined above no later than the 5th (fifth) of February each year.
- (i) On the 28th (twenty eighth) day of February every year, all members who have failed to pay the annual subscription shall be deemed to be in arrears.
- (j) The Honorary Secretary shall then deliver written notice immediately to any such member, allowing seven days in which to pay the outstanding subscription. Failure to do so entitles the club Executive Committee to terminate the offender's membership after a further short period of "grace", not exceeding twenty one days, has elapsed.
- (k) Any member who falls into arrears with his/her annual subscriptions for more than two years shall automatically cease to be a member of the Club and his/ her name shall be struck off the register of members. The Committee may however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.
- (l) Any member desiring to resign from the Club shall submit his/ her resignation to the Secretary which shall take effect from the date of receipt of such notice by the Secretary

- (m) Any member may be expelled from membership if the Committee so recommends and if a general meeting of the Club shall resolve by a two thirds majority of the members present that such member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Club or that he has contravened any of the provisions of the Constitution of the Club. The committee shall have power to suspend a member from his membership until the next general meeting of the Club following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.
- (n) Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.

4. STRUCTURE OF CLUB ADMINISTRATION

The Club administration shall be made up of both non-elective and elective posts as shown below all of whom shall be fully paid up members of the Club.



- (a) The non-elective members of the Club shall be
- (i) Club President
The President is primarily an honorary position within the Club.
He/ She will:
- ⇒ Provide advice and assistance to any of the officers of the Committee as required.
 - ⇒ Provide liaison and communication between various sections of the Club
 - ⇒ Act as a member of a sub-committee if required and if such request is deemed to be suitable
 - ⇒ Contribute to the general standards of the Club and provide and understanding of the ethos and codes of conduct required.
- (ii) The Director of Rugby
The Director of Rugby is responsible for the recruitment, development and management of players and coaches at the Club
Responsibilities:
- ⇒ Develop and implement a coordinated coaching programme throughout all the sections of the Club.
 - ⇒ Coordinating the implementation of the Clubs 'agreed playing philosophy' throughout all teams
 - ⇒ Take responsibility for the recruitment and retention of players, coaches and management and developing and maintaining links with local schools and colleges.
 - ⇒ Provide succession planning to ensure that qualified coaches are appointed to all teams and receive the appropriate training required by attending designated coaching courses
 - ⇒ Report to the Executive Committee on rugby matters and make recommendations on improvements/ initiatives that need to be implemented.
 - ⇒ Set behavioural standard policies for all teams and members at the start of the season.
 - ⇒ Liaise with the club coaches, players and team captains on matters such as playing facilities, equipment, playing gear, etc.
 - ⇒ Be aware of all administrative procedures regarding player registration and eligibility
- (iii) Administrator and Logistics Officer
The Administrator and Logistics officer shall be responsible for making travel and accommodation arrangements for fixtures in conjunction with the Team Manager.
- (iv) Communications and PR
To raise the profile of the Club in the community through information, publicity and promotion.
He/ She will:

⇒ Ensure the submission and distribution of press releases, articles, newsletters and reports internally and externally

(v) Team Manager

To plan, control and implement the activities set down by the committee, by being aware of your responsibilities, obligations, who you are accountable to and your entitlements with due regard to Club policies and procedure

He/ She will:

⇒ Prepare after consultation with the coach, an itinerary, which contains:

- Dates, training venue, time
- Dates, venue, travel and times of matches
- A list of management and players with their phone numbers.

⇒ Liaise with all team members, coaches and officials to ensure the players are appropriately dressed and informed of training, competition and Club functions.

⇒ Adjudicate any problems that may arise among team members, the Coach and supporters

⇒ Act as a liaison officer between the team and the Club

⇒ Ensure all equipment is safe, the first aid kit is ready for use

⇒ Ensure the team sheets and other rules/ regulations of the competition are observed and carried out

⇒ Distribute to players and coaches all required information and updates

(vi) Coaches

He/she will be responsible for the following tasks:

⇒ Selecting and preparing the team for matches.

⇒ Planning and preparing for training sessions and activities.

⇒ Ensuring all players get equal opportunity to take part in all club/team activities.

⇒ Setting the right example for players on and off the field.

⇒ Educating players in the ethos of rugby and the values of being a true sportsman.

⇒ Be fair in the treatment of all players at all times.

⇒ Conforming to all club and/or KRU policies on young children in sport.

⇒ Attending coaching courses.

⇒ Ensuring all activities are safe and supervised at all times.

⇒ Medical kits are immediately available for both training and matches.

(b) The elected office bearers of the Club shall be:-

(i) The Chairman

(ii) The Secretary

(iii) The Treasurer

All of whom shall be fully paid-up members of the Club and shall hold office for two two-year terms from the date of election until the succeeding Annual General Meeting

(c) All office bearers shall hold office from the date of election for two terms of two years each until the succeeding annual general meeting.

(d) The outgoing Chairman may then become the Club President and shall hold the said position for a period of four years.

(e) Any office bearer who ceases to be a member of the Club shall automatically cease to be an office bearer thereof.

(f) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in Article 3 and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

5. DUTIES OF OFFICE BEARERS

(a) The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general and committee meetings.

(b) Secretary shall deal with all the correspondence of the Club under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he shall consult the Chairman. The decision reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the committee and all general meetings of the Club and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Club and of the committee.

(c) Treasurer – the Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Club and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the Club are written up, preserved and available for inspection.

6. THE COMMITTEE

(a) The committee shall consist of all the elected office bearers of the Club and other co-opted members after the Annual General Meeting in each year; such committee members shall hold office until the following Annual General Meeting. The committee shall meet at least once a quarter for the disposal of business, adjourn or otherwise regulate their meetings, as they think fit, at such times and places as it shall resolve.

- (b) At least seven days' notice shall be given to all members of the Committee for a Committee meeting

7. DUTIES OF THE COMMITTEE

- (a) The committee shall be responsible for the management of the Club and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have power to appoint such sub-committees, as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.
- (b) All moneys disbursed on behalf of the Club shall be authorised by the committee
- (c) The quorum for meetings of the committee shall be not less than 50%+1 of said members.

8. GENERAL MEETINGS

- (a) There shall be two classes of General Meetings – Annual General Meetings and Special General Meetings.
- (b) (i) The Annual General Meeting shall be held not later than 31st July of each year. Notice in writing of such Annual General Meetings, accompanied by the annual statement of account (see Article 11) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by Press advertisement, the Club's official website and social media fora for not less than 14 days before the date of the meeting.
 - (ii) The agenda for any annual general meeting shall consist of the following:
 - (a) Confirmation of the minutes of the previous annual general meeting.
 - (b) Consideration of the accounts
 - (c) Election of office bearers and the committee members (and trustees where necessary on accordance with Article 10.
 - (d) Appointment of auditors in accordance with Article 11 (a).
 - (e) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting.
 - (f) Any other business with the approval of the Chairman.

- (c) A Special General Meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof, and where practicable by Press advertisement, the Club's official website and social media fora not less than 7 days before the date of such meeting.
- (d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than 75% of the Club's registered members and such meetings shall be held with 21 days from the date of the requisition. The notice for such meeting shall be as shown in Article 8 (c) and no matter shall be discussed other than stated in the requisition.
- (e) Quorum for general meetings shall be not less than two-thirds of the members present.

9. PROCEDURE AT MEETINGS

- (a) At all meetings of the Club the Chairman, or in his absence secretary, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- (b) The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- (c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second casting vote.

10. TRUSTEES

- (a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Club shall be vested in the names of Mwamba Rugby Football Limited, a private Limited Company. The Company Trustees shall be members of the Club and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- (b) The trustees in close collaboration with the treasurer shall use as needed income received from property vested in the trustees for the benefit of the club. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorise expenditure of such moneys as it thinks fit.

11. AUDITOR

- (a) An auditor shall be appointed for the following year by the annual general meeting. All the Club's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Club in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
- (b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- (c) No auditor shall be an office bearer or a member of the committee of the Club.

12. FINANCIALS

The financial year of the Club shall be from 1st January to 31st December.

- (a) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Club in any bank or banks approved by the committee.
- (b) No payments shall be made out of the bank account without a resolution of the committee authorising such payment all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Club who shall be appointed by the committee.
- (e) The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Club and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

13. BRANCHES

Branches of the Club may be formed with the approval of the committee and the Registrar of Club and they will adopt the same constitution as that of the headquarters with the following exception:

- (a) The aims and objects will not include the formation of branches.
- (b) Amendments to the constitution can only be made by the headquarters of the Club in accordance with the provisions of Article 15.
- (c) The provisions of Article 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

14. CODE OF CONDUCT

- (a) All members of the Club are expected to play, or support the playing of the game in accordance with the spirit of good sportsmanship and fair play.
- (b) In particular, playing members should ensure that in their playing of the game, and also in their general behaviour, they at no time indulge in actions which could blemish the good name of the club or bring the reputation of the game into disrepute, including but not limited to: insulting opponents, making offensive remarks or gestures to the referee/ touch judges or opposition supporters; deliberately feigning injury, taking property belonging to opponents or their club, playing under the influence of excessive alcohol or the influence of drugs, making racist/ sexist comments or behaving in any way to cause offence.
- (c) Failure to adhere to the above can warrant sanctions from the disciplinary committee that shall be comprised of:
 - i) The Director of Rugby, acting upon advisement of the various team captains and the Team Manager
 - ii) The Coach
 - iii) The General's Representative
- (d) Sanction imposed shall be at the discretion of the Disciplinary committee. These include:
 - i) Fines
 - ii) Suspension
 - iii) Expulsion
 - iv) A combination of any of the above.

- (e) Misconduct including but not limited to insubordination, misappropriation of Club funds, going against club objectives amongst members of the Club administration or non-playing members shall be handled by a disciplinary committee comprising of:
 - i) Two members of the Executive
 - ii) Club President
 - iii) Two members of the Board of Directors

15. AMENDMENTS TO THE CONSTITUTION

Any of the provisions of this Constitution may be repealed, amended or added to in any manner and new provisions may be inserted by an Annual or Special General Meeting of the Club provided:

That notice of motion to repeal, amend, add to or insert any provision shall have been received by the Honorary Secretary not less than 14 days prior to the General Meeting at which such meeting will be considered.

That such notice specifies the alteration to be proposed.

That the proposal appears in the Agenda for the General Meeting.

That two thirds of the members entitled to vote are in favour of the motion.

16. DISSOLUTION

- (a) The Club shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Club shall be submitted to a further general meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the Club at least 14 days before the date of the meeting. The quorum for this second meeting shall be the numbers present.
- (b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- (c) When the dissolution of the Club has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the Club in connection with the aims of the Club other than to get in and liquidate for cash all the assets of the Club. Subject to the payment of all the debts of the Club, the balance thereof

shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Club shall be available for inspection at the registered office of the Club by any officer or member of the Club on giving not less than seven days' notice in writing to the Club. (This rule applies to registered Club only).