



PARKLANDS SPORTS CLUB

CONSTITUTION

Reviewed and adopted at the Special General Meeting held on
4th December 2015

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Section 1

The Club

- i) The Club hereinafter referred to as the "Club" shall be called "PARKLANDS SPORTS CLUB."
- ii) The Club shall operate as a private members club under the Laws of Kenya.
- iii) The address of the club shall be Parklands Sports Club, Ojijo Road, Off Museum Hill Road, Parklands P.O Box 40116 – 00100 Nairobi.
- iv) For the purposes of this Constitution, Rules and By-laws, the word "CLUB" shall include all the land, the buildings and all improvements thereon belonging to the Club, whether temporary or permanent.
- v) The property of the Club shall **vest on Trustees** on behalf of members. No member by reasons of his membership shall have an assignable or transferable interest in the property of the Club.
- vi) The colours of the Club shall be Green, Gold, Maroon, Black, White and Grey while the logo shall be a Rhino head.

Section 2

Objects

The objects of the Club shall be:

- (i) To promote and encourage sports and games on the Club premises and in Kenya generally;
- (ii) To provide recreational and social facilities for members;
- (iii) To construct and maintain such facilities as may be required from time to time so as to give effect for the purpose for which the club was made.
- (iv) To provide residential facilities for use as may be determined from time to time by the Main Committee.
- (v) Such other objects as the members may at the General Meeting decide provided that such objects shall not be inconsistent with this constitution.

Section3

Trustees

- (i) The Club shall have five (5) trustees, all of whom shall be elected by simple majority at the AGM from amongst respected members of the club.
- (ii) The Trustees shall be elected from full members of at least 15 years standing and shall be proposed and seconded by a full member. The proposal shall be delivered to the Honorary Secretary at least 10 days before the date of election.
- (iii) The trustees shall elect a Chair and a Vice Chair from amongst themselves.
- (iv) The Trustees shall be registered as a corporate body under the Trustees (Perpetual Succession) Act, chapter (164) of the laws of Kenya.
- (v) The name of the corporate body shall be "Parklands Sports Club Trustees" and the Trustees shall henceforth be known by that name.
- (vi) Trustees may be removed from office in the same way as is laid down for the expulsion of members and vacancies thus created shall be filled by persons elected at a general meeting resolving the expulsion.

- (vii) In the event of a vacancy occurring within the Trustees, an election to fill that vacancy shall be held at the next general meeting and the person so elected shall serve upto the end of the term when the next elections shall be due.
- (viii) The Trustees shall be provided with a common seal, round in design and with the name "Parklands Sports Club Registered Trustees" around its circumference.
- (ix) The Common seal shall at all times be kept by the Trustees in safe custody at a reputable bank.
- (x) The common seal shall be affixed to documents in the presence of at least three Trustees and pursuant to Resolutions of the Trustees themselves and of the Main Committee.
- (xi) The fixed and funded (movable and immovable) property of the Club shall be vested in the Trustees, provided that the trustees shall not in their own right have the power to acquire, charge or alienate immovable property of the club except as directed by a resolution of a general meeting passed by at least 3/4 of the members present and voting.
- (xii) Despite the provision above, the trustees shall serve for 4 years and are eligible for re-election for another 4 years. The first two to retire shall however not be

eligible for immediate re-election, but shall be eligible thereafter to serve for a further one term if elected.

- (xiii) The persons to retire as described above shall be determined by the elected trustees but in the event of failure to agree, this will be determined by secret ballot conducted by the chairperson of the trustees.
- (xiv) The Trustees shall not manage or be involved in the day today management of the club except in the event of the Main Committee resigning or being removed under Section 10 (iv).

Section 4

Membership

The Club shall consist of such number of members as the Main Committee from time to time determine.

Full Membership shall be open to persons of not less than twenty five years of age and shall consist of the following categories:-

(i) **Honorary Life Membership**

An Honorary life Member is a Member, who has been a Full Member of the club for a period of not less than fifteen years, and who by reasons of having performed outstanding meritorial service to the Club has had his name proposed in writing by a Full Member to the Main Committee, and has been elected as such by the unanimous vote of the Main Committee and ratified at the AGM. A Life Member shall pay no further subscriptions but shall be liable to pay other levies and charges payable by Full Members from time to time and shall enjoy all the privileges of Full Membership for life unless he is expelled or resigns from the Club.

(ii) **Life Members**

a) A life Member is a Member who has been a Full member for a period of not less than thirty five years and has attained age of seventy years and thereafter shall pay no further subscriptions but

shall be liable to pay such other levies and charges as may be determined by the Main Committee from time to time. He shall enjoy all the privileges of Full membership for life unless he is expelled or resigns from the Club. Life Membership shall ipso facto be conferred upon the widow or widower of the life Member. Provided that he or she meets the above conditions.

- b) Once every year, at the last Main Committee meeting preceding the Annual General Meeting, the Hon Secretary shall present the list of persons eligible for Life membership for consideration. Upon approval, the Main Committee shall present the full list at the Annual General Meeting for consideration or endorsement.

(iii) **Full Members**

- (a) A Full Member is one who has been elected as such by the Main Committee. He shall be entitled to all privileges of the Club including voting at any General Meeting and shall be eligible for election as an Officer or member of the Main Committee subject to the qualifications imposed by clause 6.2 (iv).
- (b) Full Membership shall be conferred upon the wife or husband of the deceased member whose name appears in the register of the club.

(iv) **Temporary Members**

Temporary Members are Members who have been elected as such by the Main Committee. Applications for Temporary Membership shall be in writing on the prescribed form addressed to the Honorary Secretary and shall be proposed and seconded by two members. Temporary membership will not be open to Kenyans residing in Nairobi.

(a) Local Temporary Member

The applicant, upon approval by the balloting committee and subject to the restrictions imposed by this constitution on Temporary Members, shall be entitled to use all the Club facilities for a maximum period of 90 days from the date of his application. Such an application shall be renewable for a further period of 90 days provided that such renewal shall be subject to a further payment of the prescribed fees. Such Temporary Members shall not again be eligible as such until the expiration of six months from the termination of the period of temporary membership unless by special sanction of the Main Committee, provided the total period of membership does not exceed three years. Such a member will be required to pay such fees as may be fixed by the Main Committee for each renewal period.

Temporary Members shall be entitled to use all the facilities of the Club except that they shall not be

entitled to serve on the Main Committee nor vote at any General Meeting nor claim any share of the property of the Club upon its dissolution.

Temporary Members shall not be entitled to introduce guests to the Club except their spouses and minor children.

Temporary Members shall be entitled to compete in any club sporting event and shall be eligible for inclusion in any sports team representing the Club at a game or match organized or controlled by any sports body or association.

Candidates for Temporary Membership awaiting election may not use the Club or its facilities until their application has been ratified by the balloting committee. The applicant shall pay the approved fee in advance and in one installment. The Main Committee reserves the right to terminate without notice any temporary membership prior to the expiry date and no refunds shall be made.

(b) International Temporary Member

Any non citizen who is in Kenya for a short period may be eligible to apply for international temporary membership in the same way, and may be granted membership for one year, renewable once. All rights, obligations and privileges in (a) above shall apply.

(v) **Spouse Members**

- a) A Spouse member is a person who is married to a full member and has been nominated as such by the full member concerned and shall on nomination as aforesaid ipso facto be entitled to use all the facilities of the Club.
- b) A full member is only entitled to nominate one person as the spouse member.
- c) In the event of dissolution of marriage, the full member may withdraw the name of the spouse member.

(vi) **Junior Member**

A Junior Member is a child of a Full Member who has been elected as such, and who has paid the prescribed fee for the time being payable for such Junior Membership as fixed by an Annual General Meeting.

Notwithstanding the provisions of section above, no person shall qualify for election as a junior member unless the said person has attained the age of twenty one years but is below the age of twenty five

Junior Members shall be entitled to all the benefits and privileges of membership except that they shall not be entitled to be Officers or Members of the Main Committee, neither shall they attend or participate in a general meeting or introduce guests.

A junior member who has applied for membership on reaching the age of 25 years may be allowed a maximum of up to 2 years to regularize their membership status as a full member.

(vii) **Reciprocating Members**

A Reciprocating Member is a member of a Club with which the Club currently enjoys such reciprocating relationship. Such member shall at the sole discretion of the Main Committee be permitted to visit and use the Club facilities for a maximum of 24 days per year and only on production of proof of membership of his Home Club, and on signing the Reciprocating Members register provided for that purpose. A reciprocating member shall not introduce guests to the Club. Notwithstanding anything hereinbefore in this clause contained the Main Committee may at its sole discretion refuse reciprocity to any person regardless of the existence of reciprocating relationship between the Club and the Home Club of such person or group of persons.

Reciprocation shall only be applicable for clubs and individuals located outside a radius of 100km from Nairobi.

(viii) **Country Members**

A country member is an existing Member of the Club who during the currency of his membership changes

his residence from Nairobi to another location within Kenya which is 100 kilometers or more from the Nairobi City boundary. Such member shall apply in writing to the Main Committee as a Country Member and subject to such election, the member shall thereafter be entitled to one-third reduction in the quarterly subscriptions than current provided that if such member relocates his residence to within a radius of 100 kilometers from the City Boundary he shall immediately notify the Honorary Secretary and shall immediately revert to his earlier class of membership.

(ix) **International Members**

An international member is an existing member of the Club who during currency of his membership changes his residence from Kenya to another country and opts, subject to the written approval of the Main Committee, to retain membership of the Club. Such Member shall be entitled to 50% reduction in the quarterly subscriptions than current. PROVIDED that if such member resumes permanent residence in Kenya he shall immediately notify the Honorary Secretary and shall immediately revert to his earlier class of membership.

(x) **Distinguished Interim Member**

A Distinguished Interim Member is a Member who has been invited by the Main Committee and who has

been elected as such by the Main Committee in accordance with this Rule and the next three succeeding Rules.

A Distinguished Interim Member shall not be liable for the payment of either entrance fee or subscriptions and shall be entitled to all the benefits and privileges of membership except they shall not be entitled to be Officers or Members of the Main Committee, nor to compete in any Club Championship without the express sanction of the Main Committee, nor to vote at any General Meeting or claim any share of the property of the Club upon its dissolution.

The Main Committee shall have power to invite any person to become a Distinguished Interim Member of the Club for one unbroken period not exceeding three months in any one year. The names of all such persons shall be entered in the book kept for the purpose.

The Main Committee shall have the right to invite players engaged in tournaments arranged by the Club Board or any Sub-Committee acting on its behalf to become a Distinguished Interim Member for the day or days upon which such tournaments take place and the names of such persons shall be entered in the book kept for the purpose.

The Main Committee may also invite any person holding a public or religious office to become a Distinguished Interim Member of the Club during his period of office. Provided that such names shall be placed on the notice board for members for noting.

Section 5

Admission of Members

Part A-Procedure

- i) Except as is otherwise prescribed in this constitution, every candidate for election to membership shall be proposed and seconded by Full Members each of at least three year's standing and balloted by the Main Committee or sub committee authorized by the main committee provided that no Member shall propose and/or second more than Ten (10) candidates in any 12 continuous months.
- ii) Every proposal for membership shall be made in writing in the manner prescribed by the Main Committee from time to time.
- iii) The Proposer and Secunder of a candidate for election awaiting ballot shall be jointly and severally responsible for the debts to the Club incurred by such candidates. Should such candidate's club account be unpaid at the end of the month in which the account is rendered the candidate's proposer and Secunder shall be required to pay.
- iv) The name of every candidate, other than candidates for Temporary Membership together with the names of his proposer and Secunder shall be submitted to the Main

Committee for mention, and after approval shall be exhibited on the Main Notice Board of the Club for a period of three months. The ballot for every candidate shall be carried out after expiry of three months from the date of his or her mention as aforesaid PROVIDED that, the Main Committee may in any particular case extend or reduce this period.

- v) Every candidate for Full Membership shall after his name has been exhibited on the notice board and pending ballot enjoy the privileges of a temporary Member.
- vi) Any Member having any objection to a candidate for admission to membership may state his or her objection in a letter to the Hon. Secretary and any such communication shall be treated as confidential.
- vii) In the event that no objection is received, the Main Committee shall be at liberty to admit such applicant as a member of the club.

Part B – Balloting

- i) For the purpose of balloting of new members, the Main Committee shall act as a Balloting Committee. The Main Committee is hereby empowered to make such rules of procedure in connection with the election of members, as it may deem expedient and such as do not conflict with this constitution. The Balloting Committee shall

normally sit once in each calendar month. 50% plus one of the members shall form a quorum.

- ii) No candidate shall be elected unless at least half cast in his favour and three votes against shall automatically exclude.
- iii) If a candidate fails to obtain the necessary number of votes but has not been excluded a second ballot shall be carried out at the next meeting of the Balloting Committee. Failure to be elected at such second ballot shall result in the candidate's rejection.
- iv) A candidate who has been excluded shall not again be proposed for membership or introduced to the Club as a guest within a period of 2 years.
- v) A candidate who has been rejected (insufficient votes cast in his favour) shall not again be proposed for membership or introduced to the Club as a guest within a period of twelve months without the consent of the Main Committee.
- vi) Upon election the Honorary Secretary shall send to each new Member a notice of his election or nomination, a copy of the constitution and Bye-laws and a statement of his financial obligations.

Part C -Guests

- i) Any person eligible for membership of the Club may be introduced as a guest by any Full Member of the Club.
- ii) The Member introducing a guest shall enter the name of the guest and other particulars required in the book provided for that purpose. Failure to comply with this Rule shall render the Member at fault liable to such disciplinary action as the Main Committee may determine.
- iii) The Member introducing a guest shall be personally responsible for his conduct while on the premises of the Club and shall pay all dues required by the Club in respect of such guest.
- iv) Rules (i),(ii), (iii) and (v) shall not apply to non-members participating in sports and games previously approved by the Main Committee. Such non members shall be subject to such regulations as may be made from time to time by the Main Committee in accordance with this constitution and Bye-laws.
- v) No Member may introduce into the Club premises or grounds more than FOUR guests at any one time without the prior consent of the Main Committee. No member shall introduce any one person as a guest more than thrice in each calendar month.

- vi) The Main Committee shall have the power to prohibit, restrict and/or limit the number of guests who may be invited into the Club's premises or grounds at any time, or for any occasion at its discretion.

Section 6

6.0 Management Of The Club

The Management of the club shall be vested in the Main Committee which shall comprise of the Executive Committee and other members of the Main Committee of which shall be elected at the annual general meeting called for that purpose.

6:1 EXECUTIVE COMMITTEE

The Executive Committee shall comprise of:-

- i) The Chairperson
- ii) Deputy Chairperson
- iii) The Honorary Treasurer
- iv) The Honorary Secretary

Who shall also be referred to as Officers of the Club. A member offering himself or herself for election as a member of Executive Committee must have served in the Main Committee for a minimum of 2 years.

6:2 TENURE, POWERS AND COMPOSITION OF THE MAIN COMMITTEE

- i) The Main Committee shall comprise of:
 - a) Executive Committee
 - b) Ten Ordinary members.
 - c) Not more than three members co-opted by the Main Committee as prescribed in this Constitution
 - d) The Immediate Past Chairperson as ex-officio

- member but without voting rights
- ii) The Main committee shall be responsible for the sound management of the club.
 - iii) Members of the Main Committee shall be elected at the Annual General Meeting called for such purpose by secret ballot and shall hold office for the following period:
 - a) Members of the Executive Committee shall hold office for a term of 1 year and may be re-elected for a further 2 terms for any one office.
 - b) The ordinary members shall hold office for a term of 2 years and may be re elected for a further one term.
 - iv) Any full member of the Club may offer himself for election as a member of the Main Committee provided that such member shall have been a Full Member of the Club for a continuous period of not less than three years prior to the date of the meeting at which he offers himself for election.

Any such member shall be proposed and seconded in writing by two Full Members of the Club and the proposal shall be delivered to the Honorary Secretary at least 14 days before the date of election.

- v) No person shall qualify to propose or second another Member for election as aforesaid unless the person has

been a Full member of the Club for not less than THREE years.

- vi) Subject to clause (viii), the Main Committee shall have power to fill up any vacancies in their number as and when they occur provided that the person nominated by the Main Committee to fill such vacancy shall be qualified to be elected to the Main Committee as provided by rule 6.2(iv).
- vii) The Main Committee shall have powers to appoint within their rank the deputy hon. secretary, deputy hon. treasurer who shall act in the absence of the substantive officer.
- viii) The Main Committee shall have powers to appoint such sub committees, AD HOC Committees and their respective Convenors and Co-convenors as it may consider necessary and delegate to such Sub-committees such of its powers as it may deem expedient.
- ix) If the person elected as Chairperson resigns or is otherwise removed from office, the deputy chairman shall act as the chairman for the remainder of the term, provided that if the remainder of the term shall be more than 6 months then that shall constitute a term limit. No member shall be elected or serve as a Member of the Executive Committee of the Club in the same

position as such officer for more than three consecutive terms.

- x) No member shall be elected or serve on the Main Committee of the Club or as Officer of the Club for more than 12 consecutive years.
- xi) The Executive Committee shall guide the Main Committee on all policy matters of the club.

6:3 - POWERS AND DUTIES OF OFFICE BEARERS

1. THE CHAIRPERSON

- i) The chairperson shall be the official spokesperson of the Main Committee and shall be answerable to members for all his official actions or omissions.
- ii) He shall preside over all meetings of the Executive, Main Committee, Special General meeting and the Annual General meeting.
- iii) In Case of emergency, the Chairperson shall have powers jointly with the Secretary, and the Treasurer to take such actions as may be necessary on behalf of the Main Committee but such action so taken shall be reported to the Main Committee for ratification.
- iv) The Chairperson shall be entitled to a deliberative vote, but will also have second vote or casting at all the meetings he is empowered by the constitution to chair.
- v) Chairperson shall be accountable to Main Committee and Members.

2. THE DEPUTY CHAIRPERSON

- i) The Deputy Chairperson shall deputize for the Chairperson in his absence.
- ii) He shall also perform such other duties as may be assigned to him by the Executive Committee and/or Chairperson and shall be answerable to the Main Committee and the members.
- iii) Deputy Chairperson shall be accountable to Main committee and members.

3. THE HON. SECRETARY

- i) The Secretary shall be the Secretary of the Executive and the Main Committee and shall be answerable to the Main Committee and members for all his actions and omissions.
- ii) He shall issue notice of all the meetings of the Committee.
- iii) He shall, in liaison with the General Manager, maintain a record of all members of the club.
- iv) He shall take and keep true record of the minutes of all the meetings of the Committee.
- v) He shall be responsible to the Main Committee for all the day to day administrative affairs of the Club by-laws.
- vi) He shall conduct all correspondences in the name of the committee.
- vii) In case of emergency, the secretary shall have powers, jointly with the Chairman, and Treasurer, to

take such actions as may be necessary on behalf of the Executive committee.

- viii) He shall also perform any other duties as may be assigned to him by the Main Committee and/or the Chairperson.

4. THE HON. TREASURER

- i) The Treasurer shall be responsible for maintaining the Books of Accounts of the Club and for entering therein true and accurate details of all monies received and payments made on behalf of the Committee. He shall also be responsible for the safe custody of all monies, movable property and assets and shall be accountable for the same. He shall be answerable to the Main Committee and Members.
- ii) He shall render to the Main Committee a true and fair financial statement as and when required.
- iii) He shall be responsible for the preparation and submission to the Main Committee for approval before the annual General Meeting an income and expenditure account covering the year in issue and a Balance Sheet of its assets and liabilities.
- iv) After such Annual Accounts shall have been duly audited by a qualified Auditor appointed by the Committee, the accounts shall be approved and signed by the Chairman, the Hon. Treasurer and the Hon. Secretary, before being taken to the

members of the Club at the Annual General Meeting.

- v) In case of emergency, the treasurer shall have powers jointly with the Chairman and the secretary to take such actions as may be necessary on behalf of Main committee.
- vi) The Treasurer shall prepare an Annual Budget and submit it to the Main Committee as may be directed by the same.
- vii) He shall maintain an inventory of all movable and immovable assets and an up-to-date record of all liabilities of the Club.
- viii) He shall, jointly with the Chairman, Deputy Chairperson and Secretary operate all the Club's bank accounts provided that the cheques shall be signed by any two of these officers, with either the treasurer or the secretary as mandatory signatory with either of the other two as second signatory.
- ix) The Treasurer shall report to every Main Committee meeting and at every meeting of the Committee the financial position of the Club at the latest practicable date, and shall be responsible to the Executive Committee for the control of Revenue and expenditure.
- x) All other accounts of the Club in whatever form shall be operated as (viii) above.

Section 7

Meetings of the Main Committee

Part (a) -Procedure

- i) The Main Committee shall meet at least once in every month but on the requisition of the Chairman or of five members of the Main Committee a Special Meeting may be called at any time.
- ii) The Club Chairperson shall be the Chair of all Meetings of the Main Committee. In the absence of the Chairman, the Deputy Chairperson, but in the absence of the Chairperson and the Deputy Chairperson, the members of the Main Committee shall elect a Chairman from amongst themselves.
- iii) The quorum for all meetings of the Main Committee and the relevant sub committees shall be 50% plus one of the Members. In case of a tie of votes upon any proposal, the Chairperson of the meeting shall have a second or casting vote.
- iv) Should a member of the Main Committee during his term of office be absent from three consecutive meetings during the year without leave of absence or reasonable excuse, he shall automatically cease to be a member of the Main Committee.
- v) The Honorary Secretary in liaison with the General Manager shall keep minutes for all Meetings of the Main Committee and its sub-committees.

Part (b) -POWERS AND PRIVILEGES OF THE MAIN COMMITTEE AND SUB-COMMITTEES

- i) All acts done by the authority of the Main Committee or any of its Sub committees in good faith and with the authority of the Club expressed or implied shall be deemed to be acts of the Club and the Members thereof. Such acts shall be binding on the individual members of the Club during their period of membership and for a period of one year from the date of cessation of membership. Every Trustee and every member of the Main Committee shall be indemnified by the Club and the Members thereof for any costs, losses and expenses which any Trustee or member of the Main Committee may incur by reason of such acts.

- ii) Subject to sanction being given by a resolution passed by a majority vote of two-thirds of the Full Members present and voting at a General Meeting of the Club, the Main Committee shall be empowered to raise or borrow sums of money for the benefit of the Club in such manner as the aforesaid resolution may direct. Any sum or sums so borrowed may be secured by the Trustees by the issue of Debentures or by the creation of a legal Charge/mortgage over the immovable property of the Club, or in such other manner as they may deem fit. All members of the Club at the time of the passing of the aforesaid

resolution, or becoming so thereafter shall be deemed to have assented to the same.

- iii) All documents other than those relating to the alienation and acquisition of the immovable property of the Club required to be signed on behalf of the Club shall be sufficiently so signed if signed by the Chairperson or the Deputy-Chairperson, and counter signed by the Honorary Treasurer or the Honorary Secretary. All documents so signed shall be binding on the Club and all the Members thereof.
- iv) The Main Committee shall have power to develop, issue, repeal and amend such rules or bye-laws and directions as they may from time to time think necessary for the management and welfare of the Club. Such rules or Bye-laws and directions shall be adopted by the members at the General Meeting.
- v) The Main Committee shall have power to sell or purchase such materials, stocks, equipment and appliances as may be deemed necessary for the running or maintenance of the Club.
- vi) The Main Committee may levy an admission fee at any sports, games or other events which may be held on the grounds or premises of the Club and may reserve the right to refuse admission to any non-members.

- vii) When any part of the Club and/or grounds are leased, hired or loaned by the Main Committee to any other Club or Association for matches or other function with the right to charge spectators or others for admission any Member of the Club attending such matches or functions shall notwithstanding his membership be liable to pay the fixed charge for admission.
- viii) The Main Committee shall have the power to employ a Club General Manager on such terms and conditions as they shall think fit.
- ix) The Main Committee shall have the power to engage such number of employees whether permanent or casual as the Main Committee may consider necessary for the smooth running of the Club.
- x) The Main Committee shall have the power to dispense with the services of the General Manager or any other employee in accordance with the law.
- xi) The Main Committee shall have the power to determine and prescribe the hours during which the Club shall remain open.
- xii) The Main Committee may lease, hire out or permit the use of any part of the Club premises to any person or organization on such terms and conditions as the Main Committee may consider necessary provided

that if such lease shall be for a period in excess of 12 calendar months, or otherwise constitute controlled tenancy the Main Committee shall obtain the ratification of 2/3 of the full members present and voting in an Annual General Meeting or a Special General Meeting.

- xiii) The Main Committee shall have the power to waive or suspend the payment of subscriptions by any Member provided such Member shall apply in writing to the Main Committee for such waiver or suspension and the Main Committee shall in its discretion feel that the waiver or suspension is justified in the circumstances provided that such suspension or waiver shall be for a maximum period of 12 calendar months unless renewed by a resolution of the Main Committee.
- xiv) The Main Committee shall have power to enter into reciprocating arrangement with such other Clubs as the Main Committee may deem beneficial to Members.
- xv) The Main Committee shall, subject to approval by a two-thirds majority of the Members present and voting at a General Meeting, have power to impose any levy, deposit, minimum expenditure requirement or any other form of charge on Members for such amounts and for such purpose or purposes as the Members may approve.

- xvi) The Main Committee may waive penalties payable by a member if the member requests in writing and demonstrates that they were hospitalized or shows other compelling reasons for such waiver.

Part (c) - THE SUB COMMITTEES

- i) The Main Committee under the direction of the Chairperson may appoint committees or Sub Committees and Adhoc committees to deal with any activities deemed fit by the Main Committee and may lay down the standing responsibilities and purposes of such committees or sub committees.
- ii) The Main Committee may delegate any of its powers to such Sub committees or Ad Hoc Committees, whether or not consisting of a member or members of their body as they think appropriate. Any Subcommittee or Ad Hoc Committees so formed shall in exercise of power of delegation conform to any regulations that may be imposed on them by the Executive Committee including powers to co opt experts.
- iii) Each committee or Subcommittee shall have a secretary appointed by the Management but approved by the Main Committee who shall keep a proper record of the proceedings at all its meetings and a record of the persons in attendance.

- iv) The deliberations or proceedings of sub-committees shall be available to the Main Committee for ratification and action where necessary.
- v) The meeting or proceedings of sub-committees or commissions shall be governed by the Rules regulating the meetings or proceeding of the Main committee.
- vi) Members of Committees appointed under rule i or ii shall not be entitled to any remuneration for their service but the Executive Committee may authorize the payment to any such member of reasonable and proper out-of-pocket expenses incurred by them in the performance of their duties or otherwise in connection with the affairs of the Committee.
- vii) Persons appointed to serve in any commissions, ad Hoc or Sub committees shall be indemnified from liability for any misdeeds arising from their actions on behalf of the committees so long as these misdeeds were not done deliberately, and were lawfully done in the normal course of their duties, and in good faith.
- viii) All resolutions passed at any meeting of any subcommittee and all acts done by person lawfully, acting as a member of any subcommittee, shall as regards all persons dealing in good faith with the committee, be binding on the committee not

withstanding any defects in the appointment of any such member or person was disqualified and had continued to be a member of any subcommittee and had not been entitled to vote.

Section 8

Conduct of Members

Part (a) - EXPULSION

- i) In the case of infringement of these rules and by-laws or if the conduct of any Member in or out of the Club, in the opinion of the Main Committee is injurious to the reputation of the Club, the Main Committee may take such action as it may deem fit. Should such action take the form of expulsion, the Member so expelled shall forthwith cease to be a Member of the Club, subject to the right of appeal to the Trustees within 30 days. If the Trustees uphold the expulsion, he may appeal to the next annual general meeting. A two-thirds majority vote of the full Members present and voting at such General Meeting shall be required to confirm the action of the Main Committee. If the expulsion be not confirmed, the Member shall be reinstated immediately. For the purposes of this clause, the Trustees shall act as an appeals tribunal and shall make their own rules of procedure which shall be binding on all members of the Club.
- ii) Any member breaking, damaging or removing any property of the Club including removal, mutilation or destruction of any newspaper, periodical or book belonging to the Club shall pay for the cost of reinstatement, except when it is shown to the satisfaction of the Main Committee that such breaking or damaging

was purely accidental in which case the amount to be charged shall be left to the discretion of the Main Committee. Such action may also result in expulsion or any other lesser penalty determined by the Main Committee.

- iii) Pending investigation by the Main Committee of the matters referred to in rules (i) and (ii) above, or of any other matter of indiscipline or breach of the Clubs Constitution and Bye-laws, the Main Committee may suspend the Member or Members concerned from membership of the Club for a period not exceeding 60 days and on such terms and conditions as the Main Committee may in its absolute discretion consider appropriate, PROVIDED that such suspension shall not exempt such Member or Members from payment of subscription during the period of suspension.

Part (b) -CESSATION OF MEMBERSHIP

- i) If a Member's quarterly account shall remain outstanding for a period of 30 days, a surcharge calculated at the rate of 10% of the amount due shall be added on to the account. If such account remains outstanding for another 30 days, the name of such member shall immediately be 'Posted' on Club Notice Boards where upon such member shall immediately be suspended from membership of the Club AND if such account shall still remain outstanding for another 30 days, such member shall cease to be a member of the Club unless the Main Committee on consideration decides that there are extenuating circumstances.

- ii) Resignation of membership shall be by letter addressed to the Honorary Secretary or the General Manager and the resignation shall take effect upon receipt of such letter by either of the two provided that the member resigning shall remain responsible for payment of all subscriptions and other debts due to the club as at the date of his resignation.
- iii) A Member who has been committed to prison by a Court of Law for a criminal offence for a period of more than 1 year shall cease to be a Member of the Club unless the Main Committee decides otherwise.

Part (c) - RE-ADMISSION

- i) The Main Committee shall be empowered at its discretion and on payment of all outstanding dues to the Club to reinstate such a member struck off as per clause (i), subject to payment of an extra administrative surcharge as will be determined by the Main Committee from time to time.
- ii) Any person who has ceased to be a member of the Club under the provisions of Rule b (ii) and b (iii) may apply in writing for re-admission to class of membership of which he was previously a Member. The Main Committee may accept such application and a Member so re-admitted shall pay such entrance fee and subscriptions as are current at the date of applying for re-admission.

Section 9

Membership Fees and Subscriptions

Part (a) - JOINING FEE

- i) The fees payable by candidates for election to the various classes of membership are payable at the time of the application for the relevant class of membership, and the fees so payable and subscriptions in respect of the various classes of membership shall be fixed by the Annual General Meeting or Special General Meeting from time to time provided that any increases in the said fees or subscriptions shall not be effective unless passed by a simple majority of the members present and voting at the meeting at which such increases are proposed. Provided further that any member who pays his full annual subscriptions in advance shall be granted such a remission as the Main Committee may decide.
- ii) A Junior Member who seeks election forthwith as a Full Member at the age of 25 years, shall if elected pay such fee as determined by the Annual General Meeting or the Special General Meeting less the amount previously paid upon taking up Junior Membership.

Part (b) -MEMBERS ACCOUNTS

- i) Members' accounts shall be made up at the beginning of each quarter and mailed to the Member at his last known address or any other means of communication. The account so mailed by post or emailed shall be

deemed to have been received by the member 7 days after mailing and shall be payable on receipt.

- ii) If a member's quarterly account shall remain outstanding for a period of 30 days, a surcharge calculated at the rate of 10% of the amount due shall be added on the account. If such account remains outstanding for another 30 days the name of such members shall be posted on all club notice boards whereupon such members shall immediately be suspended from membership of the club and if such account shall still remain outstanding for another 30 days such member shall cease to be a member of the Club unless the Main Committee on consideration decides that there are extenuating circumstances.
- iii) The Main Committee shall be empowered at its discretion and on payment of all outstanding dues to the Club to reinstate such (struck off) member, subject to payment of an extra administrative surcharge as will be determined by the Main Committee from time to time.
- iv) In the case of any unpaid account the Main Committee may take such legal steps for recovery as may be necessary.

Notwithstanding the provisions of rule (ii) and (iii), the Main Committee may at any time call upon any member of the Club to pay forthwith any account due and in the event of failure to pay may take any action it may deem necessary to recover the debt.

Part (c) -ANNUAL ACCOUNTS

The yearly accounts shall be closed on the last day of December in each year. The accounts shall be audited, and circulated to the members.

Part (d) - INSPECTION OF ACCOUNTS AND MEMBERS' REGISTER

The books of accounts and all documents relating thereto and a list of the members of the club shall be available for inspection by a member of the club on giving not less than fourteen (14) days notice in writing to the Honorary Secretary.

Section 10

General Meetings

- i) There shall be two classes of General Meetings; - Annual General Meetings and Special General Meetings:

The Annual General Meeting shall be held not later than the 30th day of April in each year. Twenty one days previous notice shall be given in writing or emailed to all full members accompanied by an Audited copy of Financial Report and an Agenda as known of the Business to be transacted at such meeting.

The business to come before such meeting shall be;

- a) Confirmation of the Minutes of the last Annual General Meeting and any Special General Meeting;
- b) Matters arising out of such Minutes;
- c) The presentation of the Chairman's report;
- d) Reports of any Special Sub-Committee
- e) Discussion and adoption of the Accounts for the year;
- f) To Appoint Auditors and to authorize the Main Committee to fix their remuneration.
- g) Any other business of which not less than seven days previous notice shall have been given in writing to the Honorary Secretary, which notice must be exhibited on the Club Main Notice Board for at least seven days prior to the date of the meeting. For

- purposes of paragraph (vi) & (vii) no advance or proxy voting shall be permitted.
- h) Election of Executive Committee;
 - i) Election of the Main Committee;
 - j) Election of trustees when applicable.
- ii) Any member desirous of bringing forward a resolution upon any subject must first send written notice of the same to the Honorary Secretary at least fourteen days before the date of the meeting.
- iii) A Special General Meeting may be called at any time by the Main Committee or at the written request of minimum of 100 members of the Club. Notice of any such meeting must be given to enable it to be exhibited in the club for at least TWENTY ONE days, and a notice of the meeting shall be given by the Honorary Secretary to each Full member at least TWENTY ONE days before the date of the meeting.
- iv) In the event that the Main Committee resigns or is removed from office, the Trustees shall take over the management of the club and shall convene, run and oversee the Special General Meeting within thirty days to elect a Main Committee.
- v) At any Annual or Special General Meeting no subjects other than those of which the prescribed notice has been given shall be discussed.
- vi) At any General Meeting, 150 Full Members present in

person shall form a quorum. If there is no quorum in the first one hour, the meeting shall stand adjourned to a later date but not more than 30 days from the date of that General meeting. At the reconvened General meeting the quorum shall be 100.

- vii) Any full member may nominate the spouse member to attend the General Meeting on their behalf provided that any such nomination shall be done in writing to the Hon Secretary at least seven (7) days before the General Meeting.
- viii) Any spouse member attending the General Meeting pursuant to clause (vii) above, shall be entitled to participate and vote in the General Meeting but shall not be entitled to offer themselves for election of any office under the Constitution.
- ix) The Chairperson of the Club, or the Chairperson of the Trustees in the event of (iv) above, as the case may be, shall Chair all Annual and any Special General Meetings. In the absence of the Chairperson, the Deputy Chairperson shall chair the meeting. In the absence of the Chairman and the Deputy Chairperson, any member of the Executive shall chair the meeting or else the Full Members present shall nominate either a member from the Main Committee in order of seniority or one from amongst their number to act as Chairman of the Meeting.
- x) At every General Meeting at which any election is to be

conducted, the members present shall appoint a returning officer on the floor of the meeting, and who shall preside over the elections.

- xi) Every fully paid Member shall be entitled to one vote. In the case of equality of votes on any motion the Chairperson shall have a second or casting vote.
- xii) Every election shall be by secret ballot by a member present and voting in person at the time when election is called. For avoidance of doubt there shall be no voting by proxy unless as defined in clause (vii).

Section 11

Bank Accounts

- i) A Bank Account shall be kept at such Bank or Banks and such Branch or Branches as shall be determined by the Main Committee and all monies received on behalf of the Club shall be deposited to the credit of such account(s).

- ii) All payments except for petty disbursements shall be made by a cheque or electronic transfer. Such electronic transfer or cheques issued on behalf of the Club shall be signed by the Honorary Treasurer or Hon secretary (Deputy Secretary in absence of the Secretary) and countersigned by the Chairperson or the Deputy Chairperson for the time being. In the absence of any of the signatory for a prolonged period, the Main Committee shall appoint a temporary signatory from amongst elected members of the Main Committee who will assume the functions of the substantive office in acting capacity.

Section 12

Amendments to the Constitution

- i) This Constitution shall not be rescinded, amended or added to, except by resolution of an Annual or Special General Meeting of Full Members of the Club passed by a vote of not less than two-thirds of the members of the Club present and voting.
- ii) If a proposal for amendment originates from a member, the written text of such amendments shall be submitted to the Hon. Secretary in writing at least 14 days before the date of the meeting at which such amendments is to be discussed. The Hon Secretary shall circulate the proposal to the members with the notice of the Annual or Special General Meeting.
- iii) If a proposal for amendment originates from the Main Committee, the Hon Secretary shall circulate the written text of such amendments to every member of the club at least twenty one days before the date of the meeting at which the amendments is to be discussed.

Section 13

Club House, Staff and General

- i) Gambling is prohibited on the premises of the Club except with prior written permission of the Main Committee and no gambling or betting debts shall be settled through the Club accounts except by consent of the Main Committee.

- ii) No employee or other person in the service of the club shall be reprimanded or in any way be punished by a member. All complaints shall be made to the Hon Secretary or the General Manager for consideration by the Main Committee.

Section 14

Winding up

- i) The Club may be wound up only by a resolution passed at an Annual or Special General meeting by a majority of two-thirds of all the Full Members of the Club.
- ii) No such winding up resolution shall be considered unless notice of the proposal has been given in writing to all Full Members at least six calendar months prior to the date of the meeting.
- iii) Upon the passing of a winding up resolution as aforesaid the Main Committee and the Trustees shall implement the resolution and may employ such professional advisors as may be deemed necessary to assist in the winding up process.
- iv) Subject to payment of all lawful creditors, the net assets of the Club shall be distributed among the Full Members whose names appear in the register on the date when the winding up resolution was passed.

Section 15

Miscellaneous

- i) The price of meals, refreshments, tobacco, cigarettes and drinks shall be determined by the Main Committee from time to time and shall be exhibited in the Club.
- ii) All purchases by members for items mentioned in (i) above shall be paid for in cash or cash equivalent approved by the Main Committee.
- iii) It shall be the duty of every member to notify the Honorary Secretary or the General Manager in writing of any change of address and failure to advise the Honorary Secretary of such change shall not absolve the member concerned from payment of subscriptions.
- iv) In this constitution, words importing the masculine gender only include the feminine gender as the case may be.

Section 16

Transitional and Consequential Provisions

- i) This Constitution shall come into force immediately on its approval.
- ii) The Constitution in force immediately before the effective date shall stand repealed on the effective date.
- iii) The persons occupying the offices of the Chairperson, Deputy Chairperson, Hon Secretary, Hon. Treasurer and members of the Main Committee immediately before the effective date shall continue to serve as such, in accordance with the former Constitution until the first elections held under this Constitution, unless they vacate office in terms of the former Constitution.
- iv) Any member who served or is serving in the previous or current Committee in any capacity will be deemed to have served in accordance with the previous constitution so as not to unduly advantage or disadvantage any such member.
- v) Upon approval of this constitution, the Main Committee shall within ninety days, review and retain or adjust the full list of distinguished interim members previously known as honorary members.