



**THE CONSTITUTION**

**OF**

**AFC LEOPARDS SPORTS CLUB**

**AS RATIFIED BY MEMBERS IN THE  
S.G.M. OF 13<sup>TH</sup> NOVEMBER 2011**

## **1. NAME**

The name of the club shall be AFC Leopards Sports Club

## **2. CLUB COLOURS**

The official colors of the club shall be blue and white, normally used as home jersey colours.

## **3. OBJECTS**

- a) To promote the game of soccer and other athletic sports and pastimes, and to encourage social interaction between the members of the Club.
- b) To promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and matches for the playing of soccer or any other athletic sport or pastimes, and to offer, give or contribute towards prizes, medals, and awards therefore, and to promote, give or support dinners, balls, concerts and other entertainment.
- c) To establish, promote, assist in establishing or promoting, and subscribe to, affiliate with or become a member of any other association or clubs whose objects are of complimentary and supplementary value to the club.
- d) To provide for and acquire a clubhouse, a ground and any other property for the use of the club and its members.
- e) To provide for rules, regulations and by- laws which the club shall deem necessary for overall proper, professional and efficient management of the club and discipline of players and to do all and other lawful things as are incidental or conducive to the attainment of the above objects.
- f) To seek establish and sustain partnership with, and sponsorship by corporate association, persons and/or any other body to acquire financial, material, moral and/or any other support for the club so as to make it financially sustainable.
- g) To provide for rules, regulations and by- laws which the club shall deem necessary to ensure accountability, transparency, ethical and good corporate governance in the management of the club.

- h) To provide for a collective investment vehicle or holding company for members of the club to pull resources for the purpose of professionalizing and investing in the club and other related ventures beneficial to the club.
- i) To do all other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- j) The club is non- political.

#### **4. MEMBERSHIP**

##### a.) **CLASSES OF MEMBERSHIP**

There shall be two categories of membership here below listed:

- i. Super Membership
- ii. Ordinary Membership

##### **i. Super Membership**

To join Super Membership an applicant shall pay membership fee of Kenya Shillings Twelve Thousand Only (Kshs 12,000) per year.

##### **Benefits:**

Super Membership shall attract the following privileges and benefits:

- i. One free main stand season ticket for all home local matches
- ii. One free replica jersey available at the time.
- iii. Other privileges and benefits that befit the status of these members as may be agreed upon and effected by a resolution of the Executive Committee.

##### **ii. Ordinary Membership**

An Ordinary member shall pay Kenya Shillings One Thousand and Two Hundred Only (Kshs 1,200) per year.

##### **Benefits:**

- (i) Priority in purchasing season tickets in case demand outstrips supply.

(ii) Any privileges and benefits accruing from ordinary membership shall be set and determined by the executive committee from time to time.

(b) Any person co-opted to the executive committee of the club shall not take office without first paying the membership fee.

(c) Every member of the club shall be issued with a membership certificate and may obtain a copy of this constitution on payment of Kenya shillings 100. An electronic copy may also be sent to each member for free.

(d) Any member desiring to resign from the club shall submit his resignation to the secretary general, which shall take effect from the date of receipt by the secretary general of such notice.

(e) Any member may be expelled from membership if the committee so recommends and if a general meeting of the society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the society, 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 expulsion is to be considered. Provided where a member is suspended or expelled by the resolution of the executive committee, he shall have a right of appeal to the general meeting of the club whose decision shall be final

(f) 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.

(g) Any member who defaults to pay his annual subscription for more than six months may cease to be a member and upon notice to him his name shall be struck off the register of members. The Executive Committee shall, however, have power to reinstate such member on payment of the total amount of the subscription then outstanding.

(h) All members seeking elective offices in the club shall pay non refundable application fees as follows:

Chairman	Kenya Shillings Five Hundred thousand	(500,000) only
Vice Chairman	Kenya Shillings Two Hundred Thousand	(200,000) only
Secretary General	Kenya Shillings Two Hundred Thousand	(200,000) only
Treasurer	Kenya Shillings Two Hundred Thousand	(200,000) only
Organizing Secretary.	Kenya Shillings Two Hundred Thousand	(200,000) only
Assistants	Kenya Shillings One Hundred Thousand	(100,000) only
Committee member	Kshs. Kenya Shillings Twenty Thousand	(20,000) only

(i) The above fees are eligible for review by the executive committee after every five years and will not appreciate or depreciate with more than 50%. The changes will be effected through the executive committee resolution by a two-third majority vote.

## **5. OFFICE BEARERS**

(a) The office bearers of the club shall be-

- (i) The Chairman
- (ii) The Vice-Chairman
- (iii) The Secretary General
- (iv) The Assistant Secretary
- (v) The Treasurer
- (vi) The Assistant Treasurer
- (vii) The Organizing Secretary
- (viii) The Assistant Organizing Secretary

All of whom shall be fully paid-up Super Members of the club and shall be elected at the annual general meeting when applicable to be held and shall hold office for three years. They will assume office from date of election and shall be eligible for re-election provided that no officer shall serve for more than two consecutive terms of three years each.

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

(b) Any office bearer may be suspended or removed from office or expelled from the club in the same manner as laid down for the suspension or expulsion of members in rule 4(e) and vacancies thereby created shall be filled by members of the executive committee subject to the confirmation of any expulsion by the general meeting of the club.

## **6. DUTIES OF OFFICE BEARERS**

(a).Chairman – the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the executive committee and at all general meetings and it shall be his duty to ensure that the club is properly managed and carrying out its objects.

(b).Vice-Chairman – the vice-Chairman shall perform any duties of the Chairman in his absence.

(c).Secretary General – the Secretary General shall deal with official correspondence of the club under the general supervision of the executive committee. In cases of urgent matters where the executive committee cannot be consulted, he shall consult the Chairman or if he is not available, the Vice-Chairman. He shall issue notices convening all meetings of the executive 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.

(d).Assistant Secretary General-in the absence of the Secretary General, the Assistant Secretary General shall perform all the duties of the Secretary General and such other duties as shall be assigned to him by the Secretary General or executive committee.

(e).Treasurer-the Treasurer shall receive and shall also disburse, under the directions of the executive committee, all moneys belonging to the club and shall issue receipts of all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the executive 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. He shall also submit to the executive committee and general meeting an audited financial statement.

(f).Assistant Treasurer-the Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the executive committee and in the absence of the Treasurer shall perform the duties of the Treasurer.

(g).Organizing Secretary. The organizing secretary shall be responsible for organizing the fixtures and to arrange for and inform the club of all friendly and league matches and in this regard shall liaise with the team manager, coach and captain in such a way as to ensure that no conflicting fixtures occur. He will coordinate activities of the technical bench and the playing unit.

(h).Assistant Organizing Secretary shall perform such duties as may be specifically assigned to him by the Organizing Secretary or by the executive committee and in the absence of the Organizing Secretary shall perform the duties of the Organizing Secretary.

## **7. THE EXECUTIVE COMMITTEE**

(a).The executive committee shall consist of all the office bearers of the club, the Chief Executive Officer (CEO) also doubling as Head of Secretariat attending as ex-officio and three (3) other committee members elected at the annual general meeting; such executive committee members shall hold office for three years until the following annual general meeting where applicable. The executive committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months. The executive committee may co-opt up-to three members, one of whom shall be of opposite gender, who must be paid up members and may serve for a specific period or for the period of the executive committee.

(b).Any casual vacancies for members of the committee caused by death or resignation shall be filled by the executive committee until the next annual general meeting of the club. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 5(b).

## **8. DUTIES OF THE EXECUTIVE COMMITTEE**

(a).The committee shall be responsible for the formulation of club policies and for that purpose may supervise or give directions to the office bearers, and the secretariat, as 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 authorized by the committee.

(c).The quorum for meetings of the committee shall be not less than one-third of the members thereof.

## **9. THE SECRETARIAT**

- i. There shall be a Secretariat headed by the Chief Executive Officer (CEO) who will be appointed by the Executive Committee on a two year (2) renewable performance contract.
- ii. The CEO's duty shall be to implement and supervise the functions and policies of the Executive Committee, thus running the day to day activities of the club.

- iii. The CEO will also advise the Executive Committee on practical management strategies to achieve set objectives.
- iv. The CEO will directly be responsible for the club's commercialization and ensure a positive balance sheet.
- v. The CEO's position will be competitively sourced and shall be advertised in the club's official website and through a nationally circulating newspaper if possible.
- vi. The CEO will be answerable to the Executive Committee from which his office will get delegated powers.
- vii. The Secretariat staff shall report to the executive committee through the CEO, and the job descriptions of all other secretariat employees, shall be contained in their respective job contracts to be issued to them by the executive committee before taking up their respective appointments.
- viii. The secretariat physical location will act as the official offices of the club.

## **(10) BRANCH NETWORK**

### **(a)**

- i. The club shall open location based branches in Kenya and across borders based on the strength of the support base. These branches shall act, as the main source of membership and a strong branch network shall be encouraged. There however shall be an exception only approved by the simple majority of the Executive Committee to cater for emerging trends.
- ii. It shall be permissible for a branch member to transfer his membership from one branch to another provided that a member who so transfers shall stay for at least three months in the new branch before he/she may qualify to vie for an elective branch or club position.
- iii. In all its activities, the club shall rely on the branch network as the main link of communications and operation with its supporters.
- iv. The branches shall be at liberty to engage in any lawful activities to raise funds to assist both the clubs' and branches' operations provided that such activities shall be within the broader aims and objectives of the club and the clubs' collective good.
- v. The branch shall be allowed to retain 50% of profits from such ventures (excluding membership fees) while 50% of the profits shall be remitted to the club.

- vi. The executive committee shall retain the right to approve of any such branch activities by way of a resolution if it's of the considered view that the planned activity may either cast the club image in adverse light or that it may attract no meaningful benefit whatsoever to the club
- vii. Any activity so disapproved shall stand disapproved provided that the branch involved shall have been given a fair opportunity to state its case at the meeting in which the decision is made.

**(b).Qualifications of A Club Branch**

To qualify as a registered and recognized branch, the branch shall

- i. Pay a prescribed fee for affiliation/registration of Kenya Shillings Ten Thousand Only (Ksh.10, 000) one off.
- ii. Recruit, register and maintain a minimum of Twenty Five (25) paid up members per annum
- iii. Complete and submit a prescribed branch registration form to the club secretariat.
- iv. Maintain a relatively fixed abode/physical address for the branch including a branch email address.
- v. Hold regular branch meetings as per the club constitution
- vi. Submit annual branch returns to the secretariat which annual returns shall include minutes of branch meetings, updated branch membership registers and any other requirement as shall be prescribed under the clubs rules.

**(c).Branch Officials**

Every branch shall hold elections as prescribed by its members and elect the following officials for a three year term:

- i. Chairman
- ii. Vice Chairman
- iii. Secretary General
- iv. Treasurer
- v. Organizing Secretary
- vi. Assistant Secretary General

- vii. Assistant Treasurer
- viii. Assistant Organizing Secretary
- ix. Committee Members (3)

## **11. GENERAL MEETINGS**

(a) There shall be two classes of general meetings-annual general meetings and special general meetings.

(i) The annual general meeting shall be held not later than 30<sup>th</sup> of June in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and by Press advertisement in a nationally circulated daily newspaper 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 where applicable (and appointment of trustees where applicable).
- (d) Appointment of auditors.
- (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 general at least four weeks before the date of the meeting.
- (f) Any other business with the approval of the Chairman.

(b) 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 by Press advertisement in a nationally circulated daily newspaper not less than 7 days before the date of such meeting.

(c) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than half of members and such meetings shall be held in 21 days of the date of the requisition. The notice for such meeting shall be as advertised and no matter shall be discussed other than that stated in the requisition.

(d) All paid up members of the club will attend the general meetings of the club.

(e) Quorum for general meetings shall be not less than one-third of the members as described in article (d) above, all registered and paid up three (3) or more months before the date of the general meeting.

## **12. PROCEDURE AT MEETINGS**

(a) At all meetings of the club the Chairman, or in his absence, the Vice-Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.

The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.

(b) Resolutions of non elective agenda items other than elections of office bearers shall be decided by simple voting by a show of hands or by acclamation. In the case of equality of votes, the Chairman shall have a second or casting vote.

(c) Elections. Elections of national office bearers shall be by secret ballot and shall be conducted by a 5- member Electoral Board to comprise one appointee of each registered branch (top 5 branches in terms of registered and paid up members) who must not be contesting for any elective position at the national level. The board shall be named by the sitting Executive Committee not later than 30 days before the date of the elections and shall stand dissolved not later than two weeks after successful elections .It will elect its chairman and secretary within its membership. One must have been a paid up member for at least three (3) months before seeking national office.

### **13. 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 not less than Three (3) Trustees who 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-appointment. 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 shall pay all income received from property vested in the trustees to the Treasurer. 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 authorize expenditure of such moneys as it thinks fit.

### **14. AUDITOR**

(a) An auditor shall be appointed for the following year by the annual general meeting. All the society'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 they respect they are found to be incorrect, unvouched 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.

### **15. FUNDS**

(a) The funds of the club may only be used for the promotion of the objects of the club and it shall be lawful for the club to pay members of the playing unit and technical bench competitive salaries and/or allowances as negotiated by the executive committee and/or the secretariat and further that it shall be lawful for the club to pay to the members of the secretariat competitive salaries and/or allowances for their services as the executive committee shall deem fit.

(b).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.

(c).No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by any three of the mandated four signatories including the chairman and the treasurer of the club.

(d).A sum not exceeding Kenya Shillings One Hundred Thousands Only (Kshs 100,000) may be kept by the Treasurer/Secretariat for petty disbursements of which proper account shall be kept.

(e).The executive 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.

(f).The financial year of the club shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **16. AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the club must be approved by at least a two-thirds majority of members present at an annual general meeting of the club. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

## **17. DISSOLUTION**

(a).The club shall not be dissolved except by a resolution passed at an annual 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 10 (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 his 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 number of members 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 hereof the office bearers.

(c).When the dissolution of the club has been approved by the Registrar, no further action shall be taken by 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. Subjects 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.

## **18. 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.

**19. TRANSITION**

Upon the adoption of this constitution all office bearers then in office shall serve their full one year term and shall be eligible to seek a fresh mandate under new constitutional order provided that no office bearer shall serve for more than two consecutive terms of three years each. The Executive Office may however decide through a simple majority vote to call for early elections to take advantage of the prevailing football fixtures so as not to interfere with the in-season activities.

**20. EFFECTIVE DATE**

This constitution shall come into effect upon its adoption/ratification by the General Meeting convened for the purpose.

**21. REPEAL OF PREVIOUS CONSTITUTION**

Upon adoption of this proposed new constitution, the constitution currently in force shall stand repealed on the effective date.

**THIS CONSTITUTION ADOPTED ON  
THE 13<sup>TH</sup> DAY OF NOVEMBER 2011**

.....**END OF CONSTITUTION**.....