

KENYA RUGBY FOOTBALL UNION

CONSTITUTION

1. Name

The name of the Association shall be "KENYA RUGBY FOOTBALL UNION" (hereinafter referred to as "the Union").

2. Headquarters

The Headquarters of the Union shall be at Land Reference number 209/4529, Ngong Road, Nairobi.

3. Objects

The objects of the Union shall be:

- (a) To promote, foster, encourage, control and develop the Game of Rugby Union Football throughout the Republic of Kenya (herein referred to as "Kenya").
- (b) To arrange Trial, International and any other matches which the Union may deem necessary.
- (c) To make arrangements for the Teams visiting Kenya.
- (d) To undertake the management of Kenya representative teams both within Kenya and overseas.
- (e) To comply with the Bye-Laws, Regulations and Resolutions of the International Rugby Board (hereinafter referred to as "the IRB")
- (f) To make regulations, as to applications by individual players or teams to play or tour overseas and to approve such applications as the Union in its discretion shall think fit and to impose such penalties for failure to comply with such regulations as the Union may think fit.

- (g) To subscribe or contribute to any benevolent, charitable, national or other institution or objects of a public character which have any moral or other claim to support or aid by the Union by reason of association with amateur sport and Rugby Union Football in particular.
- (h) To do all such other things as the union may consider necessary or desirable to promote the interests of the Rugby Football Union.

4. Affiliation

The Union shall be affiliated to the IRB and shall be bound by the bye-laws of the IRB, the Laws of the game of Rugby Football as framed and interpreted from time to time by the IRB with such variations as may be necessitated by the local playing conditions as promulgated by the IRB, the Rugby Football Union of East Africa, the Confederation of African Rugby, The Kenya National Sports Council and National Olympic Committee.

5. Binding Agreement

- (a) No club affiliated to the Union may also be affiliated to any other Football organization neither shall it play any non-affiliated teams without the prior consent of the Board.
- (b) The affiliation of any club shall operate as an agreement binding such club and each of its members to abide by the Rules and Regulations of the Union and to accept and enforce all its decisions. Any breach of this agreement or any conduct which is in the opinion of the Board prejudicial to the interest of the Union or of Rugby Union Football shall render such club or any member of a club liable to suspension or expulsion or such other penalty as the Board may in its discretion decide.
- (c) No club or player shall knowingly play in any match with any suspended or expelled club or player.

6. Membership

- (a) There shall be two classes of membership drawn from the following, all Clubs and Societies playing the Game of Rugby Football in Kenya, The Kenya Rugby Referees Society (hereinafter referred to as "the KRRS"), and a Representative of Schools playing Rugby.

- (i) Full member who shall be entitled to vote at the Annual General Meeting and who shall have played eight regular fixtures during the season, including schools.
 - (ii) Affiliate members drawn from KRRS, Clubs without Regular fixtures and who shall participate at the Annual General Meeting but will not be entitled to vote thereat.
- (b) Any club desiring membership to the Union shall make application, duly sponsored by two other clubs already admitted at least four weeks prior to the date of any meeting at which the application is to be considered.
 - (c) The Board elected to run the Union shall investigate any application and make such report or recommendation as it deems fit to the General Meeting at which the application is to be considered.
 - (d) The application for admission shall be considered at a General Meeting and shall be decided by a majority of the votes represented.
 - (e) If any such application is rejected the Board shall convey the grounds for such rejection to the applicant who may then be allowed to re-apply for admission after having complied with any directives or requirements of the union.

7. Subscriptions

Each Member club or society shall pay such Annual Subscriptions, affiliation, insurance and competition fees as may be fixed by the Board from time to time.

8. Officers

- (a) The Officers of the Union shall be:-
 - (i) The Chairman;
 - (ii) The Vice-Chairman;
 - (iii) The Secretary;
 - (iv) The Treasurer;

All of whom shall be elected at an Annual General Meeting of the Union in accordance with Rule 10.

- (b) Any person may be proposed as an officer by the Board or by any Member. Any such nomination must be received by the Secretary at least 7 days before the date of the relevant Annual General Meeting.
- (c) All Officers shall hold office from the date of election until the succeeding Annual General Meeting (subject to paragraph (d) below) but shall be eligible for re-election.
- (d) Any Officer shall automatically cease to be such if:-
 - (i) He fails to attend three consecutive meetings of the Board without proper cause.
 - (ii) He is removed from the office at a general meeting of the Union by a resolution passed by a two-thirds majority of the votes of representatives of Members present.
- (e) Where an Officer is removed from office under the provisions of subparagraph (d) (ii) above, the vacancy so created shall be filled by a person elected for that purpose at the same meeting resolving the removal of the previous Officer.
- (f) Subject as mentioned above, any vacancy among the officers occurring between Annual General Meetings shall be filled by a majority vote of the Board within 14 days.

9. Duties of Officers

- (a) **CHAIRMAN** – The Chairman shall, unless prevented by illness or other sufficient cause, preside at all meetings of the Board and at all general meetings of the Union and shall be primarily responsible for directing the exercising and carrying out the powers, objects and functions of the Union.
- (b) **VICE-CHAIRMAN** – the Vice-Chairman shall perform any duties of the Chairman in his absence.
- (c) **SECRETARY** – the Secretary shall deal with all the correspondence of the Union under the general supervision of the Board shall issue notices convening all meetings of the Board and all general meetings of the Union, shall keep minutes of all such meetings and shall be responsible for the preservation of all records of the Union and the Board.

- (d) **TREASURER** – the treasurer shall receive and disburse, under the directions of the Board all moneys belonging to the Union and shall be responsible to the Board and to the Members for ensuring that proper books of account are written up, preserved and available for inspection.

10. Board

The Board shall consist of:

- (a) The Officers of the Union;
- (b) The Executive Officer of the Union who shall be an ex-officio member;
- (c) Not more than Six Members of the Board whose nominations shall be received with those of the officers and who shall be elected at an Annual General meeting of the Union and who shall hold office for not more than two consecutive terms of two years each.
- (d) The Board shall retire by rotation the first half to retire shall be determined by lot and thereafter half shall retire every two years provided that the Chairman and the Secretary shall not retire at the same time.
- (e) Except where it is specifically provided herein that anything shall be done in a General Meeting, the powers, objects, functions and management of the union shall be exercised and carried out by the Board.
- (f) The Board shall meet at least once a month in-season and as frequently as necessary out-of season at the Union's Headquarters or elsewhere as shall be decided by the Board.
- (g) The Chairman, or in his absence the Vice-Chairman, may call a meeting at any time and such a meeting shall be called within 14 days of receipt of a requisition thereof presented to the Secretary by the representatives of at least 3 Members setting out the nature of the business they wish the Board to discuss.
- (h) The quorum for a meeting of the Board shall be not less than 5 Members entitled to vote including at least 2 Officers.

- (i) Voting at Board meetings shall be by simple majority on a show of hands unless a secret vote is called for by at least two Board members. In the event of a tie, the Chairman shall have a second or casting vote.
- (j) The Board shall have power to co-opt persons to serve on the Board but such co-opted persons shall not have powers to vote.
- (k) The Board shall have power to employ such officers as it deems appropriate for the running of the Secretariat and to remove them.
- (l) The Board shall have power to appoint the following sub-committees
 - 1. Disciplinary
 - 2. Finance
 - 3. Tours and Fixtures
 - 4. National Squad Management
 - 5. Administration
 - 6. Development Management Committee
- (m) Without in any way derogating from the powers conferred upon it elsewhere in this Constitution, the Board shall have the following powers and duties;
 - (i) To act as an appeals committee in all disputes arising between Members;
 - (ii) To frame any rules or lay down any procedure for the conduct of its business or the carrying out of its duties and functions and to amend the same from time to time provided always that no such rule or procedure shall prevail over this Constitution;
 - (iii) To determine upon the playing colours and the design and colour of any uniform of the Union and to determine who shall be allowed to use or wear the same.

11. General Meetings.

- (a) There shall be two classes of General Meetings of the Union.
 - (i) Annual General Meetings.
 - (ii) Special General Meetings.
- (b) The Annual General Meeting of the Union of which twenty-eight (28) days notice in writing must be given, shall be held not later than the twenty-eighth day of February in each year, on such day as the Board at their absolute discretion shall decide.

- (c) General Meetings of the Union shall consist of delegates appointed by the member clubs, the officers of the Union, a Referees' Representative appointed by the Kenya Rugby Referees' Society (who shall not be entitled to vote) and a representative of the schools in Kenya playing the Game of Rugby Union Football.
- Notice of the appointment of a delegate, signed by the Secretary of his club or body as the case may be, must be received by the Secretary of the Union not less than three days before the date of the meeting at which the delegates is to act.
- (d) At any meeting of the Union, two delegates may represent their club or society provided that:
- (i) No delegates shall represent more than one club;
 - (ii) A full member club be entitled to only one vote;
 - (iii) Any one delegate of a full member may exercise the vote to which his club is entitled.
- (e) All questions concerning the appointment of delegates and their validity shall be decided by the Chairman of the General Meeting
- (f) The business to be transacted at the Annual General meeting shall be:
- (i) Receiving and considering the Board's Report for the past year;
 - (ii) Receiving and considering the Balance Sheet and the Statement of Accounts for the past year;
 - (iii) Election of such officers and Directors Board who shall retire by rotation (and trustees where necessary in accordance with the rule 17(b));
 - (iv) Appointment of auditors in accordance with rule 18;
 - (v) Such other matters as the Board may decide or as to which notice shall have been given in writing by a member or members to the secretary at least 14 days before the date of the meeting.
- (g) Delegates shall consider motions relating to any matters in respect of which proper notice in accordance with these rules has been given and pass or

reject such motions save that all matters of finance shall be referred to the Board for the final decision.

12. Special General Meetings.

- (a) The Secretary shall convene a Special Meeting, at any time if he receives a requisition to that effect, signed by the Chairman and Secretaries of at least five clubs stating the nature of the business proposed to be transacted.
- (b)]The Board shall have power at any time to convene a Special General Meeting for the transaction of such business as it considers necessary or expedient in the interests of the Union.
- (c) Fourteen (14) days' clear notice shall be given to all members of the date, place and time of a Special General Meeting and of the business proposed to be transacted thereat.

13. Quorum

A quorum at a general meeting shall be ten (10) of the Members entitled to vote thereat. Provided that if at a General Meeting the members present together with the officers shall be 10 then only 2 of the officers shall be entitled to vote.

14. Voting

At all general meetings of the Union, the voting shall be by secret ballot unless decided by more than fifty per cent (50%) of the delegates present and voting.

If at any general meeting a quorum is not attained within 30minutes, the meeting shall be adjourned to a date thirty (30) days later. Notice in writing of such adjourned meeting shall be sent to all members not less than fourteen (14) days before the date thereof. If at such adjourned meeting a quorum is not present, the persons present and entitled to vote shall constitute a quorum.

15. The Executive Officer

The Board shall appoint an Executive Officer responsible to the Board for implementation of all Union policy and whose function shall include, running the Secretariat on a day to day basis at the direction of the Board, keeping records of the Union and Members, liaison with Members, coordinating fixtures and any other duties as may be directed by the Board.

16. Procedure at meetings

- (a) At all meetings of Union 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:
- (b) The Chairman may take 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 or casting vote.

17. Trustees

- (a) The property of the Union shall be vested in at least two and not more than four trustees.
- (b) The trustees who shall not be members of the Union shall be appointed at a general meeting.
- (c) Each nominee shall be recommended to the Board for consideration and, if approved by the Board, be submitted at the Annual General Meeting for confirmation.
- (d) The trustees so appointed shall apply to have themselves registered as body corporate under the Trustees (Perpetual Succession) Act, Chapter 164 and shall take away whatever action from time to time to have all and any property of the Union vested in them and shall hold the same subject to the directions of the Board who shall be responsible for the proper care and maintenance thereof and entitled to the full control thereof.
- (e) The Trustees shall hold office until death or resignation or until removal from office by the Union in a General Meeting and any vacancy arising may be filled in a General Meeting.
- (f) Trustees shall be indemnified against all risk and expense out of the property and funds of the Union.

18. Accounts and Audit

- (a) The Board shall cause proper books of account to be kept of the income and expenditure of the Union and of the property, assets and liabilities of the Union.
- (b) The accounts of the income and expenditure and the Balance Sheet of the Union for the year ended on the 31st December immediately preceding shall in year be delivered to the Auditor to be examined audited and signed by him.
- (c) The Accounts shall be audited by the Auditor appointed at the previous Annual General Meeting. A copy of the Audited Accounts together with the Auditors Certificate shall be sent to each club at least Seven days before the date fixed for the Annual General Meeting.

19. Funds

- (a) The funds of the society may only be used for the purposes of promoting, fostering, encouraging and development of the Game of Rugby Football throughout Kenya;
- (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 Union in any bank or banks approved by the Board.
- (c) The Board 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 society 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.
- (d) The financial year of the Union shall be from 1st January to 31st December.

20. Branches

Branches of the Union may be formed with the approval of the Board and the Registrar of societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

- (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 society in accordance with the provisions of rule 21.
- (c) The provisions of the rule 24 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

21. Amendments to this Constitution and bye Laws

Amendments to the constitution of the Union must be approved by at least a two-thirds majority of the votes of representatives of Members at a general meeting of the Union.

22. Saving Clause

If any case should occur which, in the opinion of the Board is not provided for, it shall be determined by the Board in such manner, as the Board in its sole discretion shall deem expedient.

23. Appeal Council

- (a) From the decision of the Board on all matters coming within its power or referred to it there shall be a right of appeal to an Appeal Council, whose decision shall be final.
- (b) Members of the Appeal Council shall not be members of the Board of the Union or officers of any club.
- (c) The Appeal Council shall appoint its own Chairman.
- (d) In the event of the Chairman not being available for a particular hearing, the Appeal Council shall appoint an acting Chairman from within its members.
- (e) If there is an equality of votes on any matter, the chairman shall have a second casting vote.

- (f) In appropriate circumstances, the Chairman of the Appeal Council shall have power to co-opt an additional member or members.

- (g) The Chairman of the Appeal Council shall arrange for a minimum of the three members (including any co-opted members) to hear any appeal.
- (h) The Appeal Council shall be elected at the Annual General Meeting of the Union;
- (i) Each nominee shall be recommended to the Board for consideration and, if approved by the Board, be submitted for election at the Union;
- (j) Written notification of the nomination of any person to the Appeal Council must be given to the Secretary at least fourteen days before the Board Meeting at which the nomination is to be considered. At least three-fourths of the members present of the Board must vote in favour of the nominees before the name may be submitted to the Annual General Meeting;
- (k) The Annual General Meeting shall elect a maximum of five members to the Appeal Council;
- (l) Voting shall be by ballot.

24. Appeal Deposit

- (a) An appeal must be lodged with the Executive Officer within Seven(7) days of the decision from which the appeal arises:
- (b) A deposit of not less than Two Thousand Shillings (Shs.2,000/=) or such greater amounts as may be determined by the Appeal Council from time to time shall be payable in respect of any appeal for which an official receipt must be obtained.
- (c) The Appeal Court may decide that part or all of the deposit be forfeited if the appeal is deemed to be frivolous or vexatious.

25. Indemnity

Every Officer of the Union for the time being and his executors and administrators shall be entitled to be indemnified out of the assets of the Union from against all actions, claims, demands, costs, losses, damages and expenses which he shall or may incur or sustain by reason or on account of any obligation undertaken by him on behalf of the Union in his capacity as such Officer or by reason or on account of any liability incurred by him in his capacity as an officer, provided always in the case of a liability incurred in his capacity as an officer that such liability was not incurred through his own fraud or wilful default.

26. Dissolution

- (a) The Union shall not be dissolved except by a resolution passed at a general meeting by a least a two-thirds majority of the votes of representatives of Members present thereat.
- (b) On dissolution of the Union, no further action shall be taken by the Board or any Officer of the Union in connection with the aims of the Union other than to get in and liquidate for cash all assets of the Union. Subject to the payment of all the debts to the Union, the balance thereof shall be distributed in such manner as may be resolved by the meeting at which the resolution for dissolution is passed.