

# CONSTITUTION OF THE COMMON FRIENDS CLUB

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# CONSTITUTION OF THE COMMON FRIENDS CLUB

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## **1. NAME**

The name of the society shall be the Common Friends Club. In this Constitution referred to as “the Club”,

## **2. THE REGISTERED OFFICE**

The registered office of the Club shall be in such place within the republic of Kenya as shall be determined by the executive officials of the Club.

## **3. BRANCHES AND CHAPTERS OF THE CLUB**

The Club may establish such chapters and branches as are considered necessary for the furtherance of the achievement of its objectives. In particular, where there are fewer than ten members in a County or Sub-County, the Club may establish a chapter and appoint a Chair and Secretary of the chapter. Where there are ten or more members residing in a County or a Sub-County, a branch may be established. The officials of a branch will be elected by the branch members.

The main purpose of chapters and branches is to facilitate the coordination of activities of the Club within the County or Sub-County.

## **4. THE OBJECTIVES OF THE CLUB**

- a. The primary objectives of the Club shall be to bring together members to enable them:
  - i. Forge entrepreneurial cooperation through pooling resources for investment purposes.
  - ii. Address common social and economic risks that they face from day to day.
- b. Other objectives of the Club are:-
  - i. To foster unity amongst members.
  - ii. Promote thrift among members.
  - iii. Diversify members technical knowledge in various fields
  - iv. Encourage and support one another in times of need.
  - v. Such other objectives as may be agreed upon from time to time.

## **5. MEMBERSHIP TO THE CLUB**

- a) Any person who is 18 years old and above and who is an indigenous person from Western Kenya or has ancestral roots within the geographical region generally known as Western Kenya may be a member upon fulfilling the prevailing terms and conditions for membership.
- b) Any other person who is 18 years old and above and who upon application is considered acceptable to the Directors of the Club may upon fulfilling the prevailing terms and conditions for membership be admitted as a member.
- c) Any group of persons who collectively fulfil the requirements in (a) or (b) above may be admitted as a “corporate” member.

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- d) The Club shall establish rules and regulations to address the following aspects of membership:
  - i. Determine the categories of members
  - ii. The conditions applicable to each category of membership;
  - iii. Requirements for validity of membership, suspension of membership, termination of membership, and re-instatement of membership upon termination.
  - iv. Disciplinary and other rules applicable to members.

### 6. COMMITTEES AND OFFICE BEARER'S OF THE CLUB

The following shall be the Committees and Offices established by the Club:

- a) **The Directors Committee:** this shall comprise of not more than twenty (20) members. Admission to become a director shall be by virtue of the existence of a vacancy. Continuance as a director shall be subject to continued fulfilment of the conditions established for such office.
- b) **The Executive Committee:** this shall comprise of a Chairman, a Vice-Chairman, a Secretary, a Treasurer and an Organizing Secretary/Welfare Chairman. The Executive Committee shall be elected by the Directors.
- c) **Any other Committee:** this may be established by the Directors during a meeting where at least two-thirds (2/3) of the Directors approve of its establishment.

All office bearers shall be fully paid-up members of the Club.

All elected office bearers will hold office for a term of two years from the date of election. This may be renewed for a further term of two years.

An elected office bearer shall automatically cease to be an official if (i) he/she ceases to be a member; (ii) he/she resigns from office; (iii) another person is subsequently elected in the same office; (iv) upon conviction of a criminal offence involving theft or fraud; (v) upon certification by a doctor to be of unsound mind; and (vi) upon death.

### 7. DUTIES OF ELECTED OFFICE BEARERS

#### a. Chairman

He/she will report to the Directors and shall:

- i) Preside over the meetings of the Club.
- ii) Sign reports/minutes of such meetings.
- iii) In January of every year give members of the Club a statement on the state of the Club and plans for the year.
- iv) Approve all expenditure vouchers.

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- v) In consultation with the Secretary, convene emergency or special meetings.
- vi) Perform any functions that may be assigned to him by the Club.

### **b. The Vice Chairman**

- i) He/she will report to the Chairman and shall:-
- ii) In the absence of the Chairman, perform the Chairman's duties
- iii) Perform any such functions as may be assigned to him by the Chairman

### **c. The Secretary**

- i) He/she will report to the Chairman and he shall:
- ii) Write, receive and ensure that all correspondence, reports and documents of the Club are safely kept.
- iii) In consultation with the Chairman convene regular and scheduled meetings and set the agenda for meetings
- iv) Take minutes or notes of all the Club meetings.
- v) Be responsible for and keep an inventory of all club property
- vi) Ensure that a register of all the members of the Club is maintained.
- vii) Perform any other functions assigned to him from time to time by the Chairman.

### **d. The Treasurer**

He/she will report to the Chairman and will be responsible to the members for:

- i) Receiving and disbursing all moneys belonging to the Club in accordance with any resolution of the Club.
- ii) Issuing receipts for all cash received
- iii) Preparing and preserving vouchers of all money paid out.
- iv) Keeping proper books of accounts in respect of all money received & spent and assets & liabilities of the CLUB.
- v) Periodically preparing financial reports as required by the Committee.
- vi) Making available all documents, passbooks and payment vouchers for inspection as necessary
- vii) All matters regarding the Club's finances
- viii) Performing any other functions that may be assigned by the Club.

### **e. Organizing Secretary/Welfare Chairman**

He/she will report to the Chairman and shall:-

- i) Act as the primary link between the members and the Executive committee in relation to any welfare matters.
- ii) Coordinate the logistics of the Club to facilitate the smooth organization of any activities/events including meetings, retreats and welfare matters.
- iii) Monitor the recruitment of members and where applicable advise on the necessity to establish branches.
- iv) Coordinate the activities of any branch so as to ensure that it functions within the established constitution, rules and regulations.

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- v) Where necessary identify suitable persons to guide the Club on social and spiritual matters.

### 8. POLICY ORGANS OF THE CLUB

The Club shall have two policy organs, namely the Monthly Meeting of Directors and the Annual General Meeting.

In addition to the policy organs, the Directors may appoint:

- a. **A Patron:** whose main role will to encourage and counsel the directors of the Club and at least once in a year to address the members.
- b. **Advisory Council:** whose main role shall be to review and as applicable monitor the long-term plans of the Club and offer guidance to the directors.

### 9. MANAGEMENT OF THE CLUB

- a) There shall be an Executive Committee of the Club, which shall comprise of all the elected officials and shall be responsible for:
  - i) Managing the day to day activities of the Club.
  - ii) Formulating operational rules and procedures for consideration, approval and adoption by Directors.
  - iii) Ensuring that the Club's plans of the Club for any year are prepared and approved in January of that year.
  - iv) Preparing a short and long-term investment strategy for consideration, approval and adoption by the Club.
  - v) Appointing any officers, servants or agents of the Club as is necessary for the furtherance of the Club's objectives.
  - vi) Generally ensuring that the Club complies with all the relevant provisions of the Society's Act (CAP 108) and any other relevant laws.
- b) The Executive Committee may meet as many times as it deems necessary for (it to ensure) the smooth running of The Club.
- c) The Executive Committee: -
  - i) May co-opt one or more directors and define the role of the co-opted director.
  - ii) May during its meeting invite experts or other persons whose knowledge and/or input is considered necessary to further the aims of the Club.
  - iii) Shall ensure that minutes of its meetings are maintained.
- d) The Directors may appoint any committee or sub-committee deemed necessary to further the objects of the Club.

### 10. BORROWING AND OTHER POWERS



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The borrowing powers of the Club shall be established and approved from time to time as is necessary for the expedient functioning of the Club. In particular:

- a. The Executive Committee shall have power to borrow such sums of money as would have been approved by the Directors; and
- b. The Executive Committee shall have the power to establish such entities as will have been approved by the Directors.
- c. The Executive Committee shall have all such powers as may be reasonably exercised to ensure the smooth running of the Club and the protection of the Club's interest and property.

### 11. MEETINGS

There are four categories of meetings that may be held by the Club namely:

- a. The Annual General Meeting (AGM) of members
- b. The AGM of Directors
- c. The Monthly Meeting of directors
- d. Special General Meeting of Members

Except for the monthly meetings of Directors, the notice of any meeting must state the venue, date and time. The notice must also specify the Agenda.

#### **a. The Annual General Meeting (AGM)**

There shall be two (2) types of AGMs. One shall be the AGM of Directors and the other the AGM of all the members. The two AGMs:-

- (i) shall be held on separate days but not later than 30th June following the end of the financial year. The Directors AGM shall precede the AGM of all the members.
- (ii) At least seven days notice will be given for the AGM.
- (iii) Quorum for the AGM shall be: in case of the Directors AGM at least half of the Directors and in the case of the AGM of the Members at least 30 Members or twenty five percent (25%) of the active members on register whichever is lower.

#### **b. The Monthly Meeting of Directors**

- (i) The Directors shall meet at least once every month unless otherwise advised by the Executive Committee.
- (ii) Quorum for the Monthly meeting shall be at least one-third of the Directors.

#### **c. Special General Meeting**

A special meeting may be convened by either:

- (i) The Secretary in consultation with the Chairman

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- (ii) The Secretary upon the petition of any member after obtaining consent from at least half of the members on the register
- (iii) Quorum for a special meeting shall be at least half of the registered members.

In case elected officials are absent from any meeting, the members present may appoint amongst them:

- i) A member to preside over the meeting; and
- ii) A member to take minutes of the meeting.

### **12. RESOLUTIONS OF THE CLUB**

- a) All resolutions of the Club except as provided for elsewhere in this constitution shall where there is a difference in opinion be put to vote and be decided by a simple majority
- b) In case there is a tie in the voting then the person presiding shall have a casting vote in addition to his deliberative vote.

### **13. TRUSTEES**

The Directors may appoint such number (not exceeding 5) of trustees of the Club as they deem appropriate to be responsible for amongst other things:

- a) Safeguarding the assets of the Club.
- b) Where any of the beneficiaries of the assets of the Club is a minor, the trustees shall protect the interest of such a minor.
- c) Instituting any proceedings to recover or redeem the Club's funds or properties held by other parties not authorized to hold the same.
- d) Taking over the running of the Club -until other officials are elected-where all elected officials of the Club resign or cease to be members.

The directors may establish a trust to undertake the above functions.

### **14. FUNDS**

- a) The funds of the Club shall be used for the following purposes:
  - a. Running administrative affairs of the Club.
  - b. Assistance to the members of the Club as per existing rules.
  - c. To refund any members who have exited the Club.
  - d. For investment in real estate, securities, bonds and other capital/long term investments.
  - e. For establishing and investment in any approved ventures.
  - f. Charitable donations as determined by the Directors.

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- b) All moneys received by the Treasurer shall be paid into the Club's accounts within 72hrs.

### **15. ELECTIONS AND ELECTION PROCEDURES**

The Club shall conduct at appropriate times an election of the Executive Committee. The general rules for election shall be as follows:

- a. The Club shall hold an election of the Executive Committee at least once every two years. The persons elected shall in the intervening years continue in office subject to approval at the AGM of Directors.
- b. An election shall be supervised by an official appointed by the Executive Committee.
- c. Only fully paid up members shall be eligible to vote during the election of Directors.
- d. Notice of a general election shall be at least two weeks to the date of the election.
- e. Candidates offering themselves for election shall be nominated by at least two members.
- f. Names and details of candidates vying for various positions shall be circulated with the notice for the general election.
- g. Where more than one candidate is presented for any position, the Secretary shall prepare ballot papers with the names of the competing candidates to enable each Director vote for their preferred candidate.
- h. Candidates seeking election are free to canvass other directors to elect them.

### **16. AUDIT OF THE CLUB'S ACCOUNTS**

The Club shall during the AGM of Members appoint an auditor for the subsequent year. The auditor shall:

- a) Have access to all the club's books, records and vouchers.
- b) Examine financial statements prepared by the directors
- c) Prepare a report on the records or financial statements examined by him.
- d) Ensure that the Directors present to the Members during the AGM a copy of the auditor's report and the financial statements to which they relate
- e) Each Member of the Club is entitled to receive a copy of the annual financial statements and a copy of the auditor's report on the same.

### **17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of accounts and all documents relating thereto and a list of members of the Club shall be available for inspection by any Member at the registered office of the Club:

- a) Upon giving not less than seven (7) days notice in writing to the Secretary of the Club and
- b) Upon payment of Kshs1,000 inspection fee.

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### **18. AMENDMENTS TO THE NAME, CONSTITUTION & RULES OF THE CLUB**

Amendments to this Constitution may only be made where over half the Directors present and voting during a Directors AGM vote for such amendments.

### **19. DISSOLUTION OF THE CLUB**

- a) The Club shall not be dissolved except by a resolution passed at a general meeting of members by a vote of at least three quarters (3/4) of the members on the register of members.
- b) If quorum is not obtained at the meeting during which the matter of dissolving the Club was to be considered, then the motion to dissolve the Club shall be considered defeated.
- c) A proposal to dissolve the Club shall not be effected without prior written approval from the Registrar of Societies.
- d) When a resolution to dissolve the Club is passed the elected officials and trustees will:
  - i) Take the necessary action to preserve the assets of the Club.
  - ii) Utilise the Clubs resources in settlement of valid claims of third parties not related or affiliated to The Club.
  - iii) Utilise the balance of the Clubs resources to settle liabilities separate from contributions and due to members of the Club.
  - iv) Distribute the balance of cash and assets as per an agreed formula.