

CONSTITUTION

-of the-

URBAN SWARAS RUNNING CLUB

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1. NAME

The name of the Society shall be **Urban Swaras Running Club** (hereinafter in this constitution referred to as “the Club”)

2. DEFINITIONS

- (a) **Account** includes a bank account, MPESA account, M-shwari account and other electronic money facilities where funds of the Club can be safely deposited and withdrawn from.
- (b) Any reference to ‘**the Committee**’ in this Constitution shall mean the Calendar, Routes and Events Committee established under article 8 hereunder. Any other committees formed herein shall be referred to as sub-committees.
- (c) **Misconduct** is any conduct that offends the Club’s standards and shall include and is not limited to any acts or omissions by a Club member that disrespects, demeans and causes or exposes another member or the Club to disrepute, physical or emotional injury, harassment, loss etc.
- (d) Where the context allows, the masculine shall be read to includes the feminine.

3. OBJECTS

- (1) The Club is established for the following objectives:
 - (a) Promote recreational running and bring together recreational runners;
 - (b) Encourage and improve running for healthy lifestyle;
 - (c) Promote sports tourism by scheduling runs within and outside the country;
 - (d) Promote trail and endurance running.
- (2) The Club is non-political in nature and has no political affiliations. It is also non profit making.

4. MEMBERSHIP

- (1) Membership of the Club is open to all persons of 18 years and above interested in running and being resident in Kenya.
- (2) A person shall become a member of the Club:
 - (a) on payment of an annual registration fee as shall from time to time be determined by the Committee of the Club; and

- (b) on payment of quarterly subscriptions as shall be fixed by the Committee from time to time.

Provided that the first annual registration fee shall be Ksh. 1,000 and the quarterly subscriptions shall be Ksh. 1,500 payable every quarter of the year on or before the fifteenth day of the first month of the quarter.

- (3) The Committee may determine registration fees of varying amounts and may waive the whole or part of the registration fee of any member.
- (4) The Club may by resolution of a simple majority in its General Meeting vary the amount of the annual registration fee or subscriptions determined by the Committee.

Rights and Liabilities of Members

- (5) Every member of the Club, subject to this Constitution, Rules and Regulations and bylaws that may for the time being be in force and to the payment of entrance fee, annual fees and monthly subscription, may:
 - (a) attend and participate in all runs and events of the Club;
 - (b) participate in voting at the Annual General Meeting or other meetings of the Club;
 - (c) be eligible to be elected into offices or committees of the Club.

Non-Members

- (6) Subject to the rights only available to fully paid-up members of the Club as provided for under this Constitution, non-members may attend and participate in Club runs and events whether invited by Club members or not.
- (7) The Committee shall determine, from time to time, the amount of fees for participatory or temporary membership to be paid by non-members.

Resignation by Members

- (8) A member may resign from the membership of the Club at any time by way of an e-mail addressed to the Secretary of the Club and the resignation shall take effect from the date of receipt by the Secretary of such notice, provided that a resigning member is liable for payments of subscriptions up to the date that the resignation takes place.
- (9) A member who has resigned may regain his membership by paying the registration fee and subscriptions as provided for in this Constitution.

Expulsion and Suspension of Members for Misconduct or Contravention of Constitution

- (10) The Committee may, subject to a resolution to the contrary under sub-article 15 below, expel from the Club any member:

- (a) whose conduct is in its opinion injurious to the character of the Club or to the interest of the members;
 - (b) who has violated any of the provisions of this Constitution.
- (11) Before a member is expelled, the alleged misconduct or violation of the Constitution by the member must be inquired into by the Committee, and the member must be given full opportunity to defend himself against the misconduct or violation complained about.
- (12) If a majority of the members of the Committee present when the matter is inquired into are of the opinion that the member has been guilty of such misconduct or alleged violation and has failed to satisfactorily defend himself, the Committee shall expel the member.
- (13) In lieu of expelling a member, the Committee may suspend a member for a period of time not exceeding one year.
- (14) An expelled member forfeits all the membership rights and privileges and shall not be entitled to any refund of money paid for membership but remains liable for payments of subscriptions up to the date of the expulsion.
- (15) A member who has been expelled by the Committee shall have the right to address the General Meeting concerning the expulsion and the General Meeting may by simple majority overturn the expulsion of a member on such terms as it deems fit and, in case of suspension, reduce the period of such suspension or lift it all together;

5. FEES AND SUBSCRIPTIONS

- (1) Subscription fees are payable by members, whether or not they attend Club runs and events, and, are not transferrable to other members or months.
- (2) A list of paid-up members shall be circulated by the Treasurer in the third week of every month with a demand that those in arrears pay up immediately.
- (3) Any member who falls into arrears for a period of one quarter shall by that fact be suspended from the Club and shall forfeit all rights of membership. The Committee may, however, at its discretion, reinstate such member upon the payment of the total amount of subscriptions outstanding.

6. OFFICE BEARERS

- (1) The office bearers of the Club shall be:
 - (a) The Chairperson;
 - (b) The Secretary also known as the Madam/Master Co-ordinator;

(c) The Treasurer;

(d) Trail Queen/King.

all of whom shall be fully paid-up members of the Club and shall be elected at the Annual General Meeting when elections are due.

- (2) All office bearers shall hold office from the date of election or re-election for a period of two years but shall be eligible for re-election.
- (3) Any office bearer who ceases to be a member of the Club shall automatically cease to be an office bearer thereof.
- (4) Office Bearers shall not all vacate office at once and in order to achieve this, the Annual General Meeting may defer by not more than six (6) months, the day that one or more office bearers elected may assume office.
- (5) At least one office bearer shall be of the opposite gender.
- (6) Office bearers may be suspended or removed from office in the same way as it is laid down for the suspension and expulsion of members in clause 4(10)-(15) above and vacancies thus created shall be filled by persons elected at the General Meeting resolving the expulsion.
- (7) In case of a vacancy arising during the term of office of an office bearer, the remaining office bearers may:
 - (a) appoint one from amongst themselves to fill the vacancy in an acting capacity until the next annual or special general meeting where the vacancy shall be filled substantively;
 - (b) appoint a member of the Committee to fill the vacancy in an acting capacity until the next annual or special general meeting where the vacancy shall be filled substantively;
 - (c) call for a special general meeting to fill the vacancy.

7. QUALIFICATIONS AND DUTIES OF OFFICE BEARERS

Chairperson

Qualifications for Chairperson

- (1) (a) Candidates for the office of Chairperson must:
 - (i) have been active Club members for at least four (4) years;
 - (ii) have served as members of the Committee for at least four (4) years;

- (iii) be current with subscriptions;
- (iv) have participated in and completed at least two marathons;
- (v) be demonstrably committed to the Club.

Duties of Chairperson

- (b) The Chairperson shall, unless prevented by illness or other sufficient cause:
 - (i) preside over all meetings of the Club, the Committee and at all General Meetings;
 - (ii) give general direction and leadership to the Club;
 - (iii) liaise with and give instructions to the Committee, other Office Bearers and general membership of the Club for the better management of the Club;
 - (iv) flag off runs in the absence of the Trail King/Queen;
- (c) In the absence of the Chairperson or in situations where he is not able to preside over a meeting, the officer bearers shall appoint amongst themselves to perform any duties of the Chairperson.

Madam/Master Co-Ordinator (Secretary)

Qualifications for Madam/Master Co-Ordinator

- (2) (a) Candidates for the office of Madam/Master Co-Ordinator must:-
 - (i) have been active Club members for at least three (3) years;
 - (ii) be current with subscriptions;
 - (iii) have participated in and completed at least two (2) half marathons;
 - (iv) be demonstrably committed to the Club.

Duties of Madam/Master Co-Ordinator

- (b) The Madam/Master Co-Ordinator shall:-
 - (i) deal with and keep all the correspondence of the Club under the general supervision of the Committee. He/she shall, where necessary, consult the other office bearers;

- (ii) issue notices convening all meetings of the Committee and all General Meetings of the Club;
- (iii) be responsible for taking and keeping minutes of all Club meetings and for the preservation of all records of proceedings of the Club and Committee.
- (iv) communicate to Club members and receive communications on behalf of the Club;
- (v) maintain a register of the members of the Club;
- (vi) on behalf of the Club, communicate with other Clubs, institutions or persons;

The Treasurer

Qualifications for Treasurer

(3) (a) Candidates for the office of Treasurer must:-

- (i) have been active Club members for at least three (3) years;
- (ii) be current with subscriptions;
- (iii) have participated in and completed at least two (2) half marathons;
- (iv) be demonstrably committed to the Club.

Duties of Treasurer

(b) The Treasurer shall:-

- (i) receive and shall also disburse, under the directions of the Committee, all moneys belonging to the Club;
- (ii) issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him;
- (iii) receive and bank in Club accounts all monies from Club members, sales of Club merchandise and donors;
- (iv) ensure that all Club members are current with their payments;
- (v) prepare statements of receipts and expenses;
- (vi) prepare budgets in consultation with the other office bearers;
- (vii) submit financial statements to the members after every quarter;

- (viii) reimburse to members expenses reasonably incurred by such members in furtherance of Club objectives;
- (ix) disburse to the Trail Fox amounts needed for scouting, marking and supporting the runs;
- (x) be responsible to the Committee and to the *members* that proper books of account of all moneys received and paid by the Club are written up, preserved and available for inspection.

Trail King/Queen

Qualifications for Trail King/Queen

- (4) (a) There is hereby established the office of Trail King/Queen who must:-
- (i) have been an active Club member for at least four (4) years;
 - (ii) be current with subscriptions;
 - (iii) have participated in and completed at least two (2) half marathons;
 - (iv) be demonstrably committed to the Club.

Duties of the Trail King/Queen

- (b) The Trail King/Queen shall:-
- (i) scout routes;
 - (ii) prepare draft calendar of runs for deliberation and adoption by the Committee;
 - (iii) oversee the marking of routes and supply of water to runners during runs;
 - (iv) organize teams to represent the Club in events;
 - (v) ensure that all runs are of good standards and are well organized;
 - (vi) flag off runs;

Patron

Qualifications for Trail King/Queen

- (5) (a) There is hereby established the office of Patron of the Club who shall be elected at the Annual General Meetings of the Club when elections of that office are due, and who shall serve for renewable terms of three (3) years.

- (b) The candidates for the office of the patron shall be elected by at least two thirds (2/3) of Club members present and voting and shall be members:
 - (i) who are at least fifty (50) years of age;
 - (ii) who have participated in and completed at least one (1) half marathon;
- (c) The Patron may, if requested by any office bearer, and at his sole discretion, attend any meeting of the office bearers or of the Committee.
- (d) The roles of the Patron shall, among others be to:-
 - (i) preside at elections of the office bearers, provided that the Chairperson, shall preside at elections for Patron.
 - (ii) announce and declare in-coming office bearers and Committee members;
 - (iii) grace meetings of the Club, as leader of delegation, with other Clubs, organizations and institutions;
 - (iv) hand over Club donations to beneficiaries;
 - (v) project good image of the Club;
 - (vi) ensure harmony in the Club as the chief conciliator;
 - (vii) embody the spirit and aspirations of the Club;
 - (viii) generally, help see to the achievement of the objectives of the Club.

Resignation of Office Bearers, Committee Members and Patron

- (6) The Patron, any Office Bearer or Committee member may resign office immediately or on a future date after giving notice, by letter addressed to the Chairperson, or, in the case of the resignation of the Chairperson, addressed to the Patron.
- (7) The Patron or any officials or Committee member may be expelled or suspended from the Club in like manner as that of the Club members.
- (8) A suspended official shall cease to hold office for the duration of the suspension.
- (9) On expulsion, the Committee shall appoint a replacement from suitably qualified members to fill the vacancy until the next annual general meeting at which the replacement may be confirmed or another suitably qualified member may be elected for the remainder of the term of the suspended member.

8. CALENDAR, ROUTES AND EVENTS (CRE) COMMITTEE

- (1) There is hereby established a Calendar, Routes and Events (CRE) Committee (in this Constitution referred to as the Committee) which shall be the management committee of the Club.
- (2) The Committee shall be comprised of:
 - (a) The Chairperson;
 - (b) Madam/Master Co-Ordinator;
 - (c) Treasurer;
 - (d) Trail King/Queen; and
 - (e) eight (8) other members elected by the Club at its AGM.
- (3) The eight (8) Committee members must be fully paid-up members who have been active for at least two (2) consecutive years and participated in and completed at least two (2) half marathons.

Duties/functions of the Committee

- (4) The duties and functions of the Committee shall be to:
 - (a) deliberate on and approve the Calendar of runs prepared by the Trail Queen/King;
 - (b) set out routes and distances;
 - (c) approve Club events;
 - (d) approve Club expenditure;
 - (e) determine Club colours and purchase of running apparel for the members;
 - (f) take care of logistics for travel, accommodation, hydration and food during events;
 - (g) determine the number of charitable events per calendar year and the nature and extent of help and participation of the Club;
 - (h) adjudicate and settle disputes of any kind arising among members and between members and the Club;
 - (i) take disciplinary action against errant members or officials.

- (5) The Committee shall meet at such times and places as it shall resolve and shall meet at least once in every three months.
- (6) Quorum for the Committee meetings shall be six (6) provided that at least two officials shall be in attendance.
- (7) The decisions of the Committee shall be by simple majority and the Chairperson shall have a second or casting vote in case of a tie.
- (8) The Chairperson of the Club shall chair Committee meetings and in his/her absence, Committee shall appoint one of its members to chair the meeting.
- (9) Committee members shall serve for two (2) years and shall be eligible for re-election.
- (10) For the better and effective running of the Club, the Committee shall have powers to appoint such sub-committees as it may consider desirable to make reports to the Committee upon which such action shall be taken as seems to the Committee desirable.
- (11) Any casual vacancies for members of the Committee caused by death, resignation or any other reasons shall be filled by the Committee until the next General Meeting of the Club.

9. GENERAL MEETINGS

- (1) There shall be two classes of General Meetings namely:
 - (a) Annual General Meetings;
 - (b) Special General Meetings.
- (2) Annual General Meetings shall be held once every year.
- (3) Notice in writing of such Annual General Meeting, stating the date and the venue, and accompanied by the annual statement of accounts and the agenda for the meeting shall be sent to all members through email and WhatsApp or any other suitable mode not less than 21 days before the date of the meeting.
- (4) The agenda for any Annual General Meeting shall consist of the following:
 - (i) confirming minutes of the previous Annual General Meeting and dealing with matters arising therefrom;
 - (ii) election of office bearers, Committee members, Trail King/Queen and Patron, when due;
 - (iii) receiving report from the Chairperson;
 - (iv) receiving and consideration of audited accounts;

- (v) appointment of an auditor, when due;
 - (vi) determining or approving entrance and subscription fees;
 - (vii) amending the Constitution;
 - (viii) determinization of cases of misconduct sent to it by the Committee;
 - (ix) such other matters as the Committee may decide or as to which notice shall have been given in writing by a member to the Secretary at least seven (7) days before the date of the meeting;
 - (x) any other business with the approval of the Chairperson.
- (5) 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.
 - (6) A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of a majority of the members and such meetings shall be held with 21 days of the date of the requisition. The notice for such meeting shall be as shown in clause 9(3) with the necessary modifications and no matter shall be discussed other than that stated in the requisition.
 - (7) Quorum for Annual General Meetings shall be not less than two thirds of the registered members of the Club whilst the quorum for a Special General Meeting shall be not less than one third of the registered members of the club.
 - (8) Where it is not possible, for whatever reason, to raise the quorum for General Meetings to the number specified in this Constitution, a notice calling for another General Meeting shall be issued in the manner provided in this Constitution and the number of members present in the said second General Meeting shall be sufficient to form a quorum.

10. PROCEDURE AT MEETINGS

- (1) At all meetings of the Club the Chairperson, or in his absence, another office bearer selected by the meeting, shall preside over the meeting.
- (2) The Chairperson may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- (3) Resolutions shall be decided by simple majority voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.
- (4) Every fully paid-up member of the Club may be present at all General Meetings of the Club and may give one vote and no more upon every question provided that in case of equality of votes, the Chairperson of the meeting may have a second or casting vote.

11. TRUSTEES

- (1) 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 four (4) trustees who shall be members of the Club and shall be appointed at an Annual General Meeting for a period of three years at a time. On retirement such trustees shall be eligible for re-election.
- (2) 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.
- (3) 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 opinion of trustees is necessary or desirable shall be reported by the trustees to the Committee which shall authorize expenditure of such moneys as it thinks is fit.

12. AUDITOR

- (1) An auditor shall be appointed for the following two years by the Annual General Meeting when elections are due.
- (2) All the Club's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of 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.
- (3) The Auditor shall examine such annual accounts and statements and either confirm that they are correct, duly vouched for and in accordance with the law or report to the Club in what respect they are found to be incorrect, unvouched for or not in accordance with the law.
- (4) 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.
- (5) An auditor may be paid such honorarium for his duties as may be resolved by the Annual General Meeting appointing him.
- (6) The auditor shall not be an office bearer or a member of the Committee of the Club.

13. FUNDS OF THE CLUB AND EXPENSES OF OFFICIALS AND COMMITTEE MEMBERS

- (1) The sources of the funds of the Club shall be from membership fees, subscriptions and from the sale of club apparel and calendars and the said funds may only be used for furthering the objectives of the Club.

- (2) All expenses of the officials, patron and the Committee reasonably incurred on behalf of the Club will be paid by the Club.
- (3) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited in the designated bank account or accounts and no payments shall be made out of the bank account or accounts without a resolution of the Committee authorizing such payments and all cheques on such bank account shall be signed by the Treasurer and any of the other office bearers of the Club as shall have been provided for in the signing mandates with the banks.
- (4) A sum not exceeding Ksh. 30,000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- (5) The Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Club and shall have power to appoint another person in his place. Such suspension shall be reported to a General Meeting to be convened on a date not later than two months from the date of such suspension and the General Meeting shall have full power to decide what further action should be taken in the matter.
- (6) The financial year of the Club shall be from 1st October of one year to the 30th September of the following year.

14. BRANCHES

The Club may form branches with the approval of the Committee and the Registrar of Societies and the branches will adopt this constitution 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 Club in accordance with the provisions of clause 15 below.
- (c) The provisions of clause 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

15. AMENDMENTS TO THE CONSTITUTION

This constitution may be amended or repealed by at least two thirds ($\frac{2}{3}$) majority of paid-up members present and voting 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.

16. GRIEVANCE HANDLING

- (1) Disputes between Club members or the Club and its members shall be resolved by the Committee of the Club.

- (2) The Committee shall formulate rules and procedures to be followed when handling disputes in the Club.

17. RULES AND REGULATIONS

- (1) The Committee may make rules and regulations for the better carrying of the activities and the objectives of the Club as well as the procedures of the Club with respect to various matters.
- (2) Without prejudice to the generality of sub-clause (1), the rules and regulations of the Club may be made for the following purposes –
 - (a) defining the procedures to be followed in conducting disciplinary hearings for misconduct, violations of the Club constitution and rules under Clause 4 and other connected matters;
 - (b) Regulating the procedure to be followed in adjudicating and settling disputes of any kind arising among members and between members and the Club;
 - (c) Any other matters that are expedient and necessary for the better running and functioning of the Club.

18. DISSOLUTION

- (1) The Club shall not be dissolved except by a resolution passed at a General Meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in clause 9 (8). If no quorum is obtained, the proposal to dissolve the Club shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Club at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

- (2) When dissolution of the Club has been approved by the Registrar no further action should be taken by the Committee or any office bearer of the Club in connection with the aims of the Club other than to get in and liquidate for cash all the assets of the Club. Subject to payment of all the debts of the Club, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

19. 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 official or member of the Club on giving not less than seven (7) days notice in writing to the Club.