

REPUBLIC OF KENYA

SPECIMEN CONSTITUTION FOR A PROPRIETARY CLUB

1. Name

The name of the club shall be…………………………………………………………………………………………………………………………….

Hereinafter referred to as “the club”

1. Objects
2.
3.
4.

Etc, etc

1. The objects should be as concise as possible, consent with clear definition.
2. If the club is non-political, this should be stated
3. If it is intended that the club should form branches, this should be stated as one of the objects.
4. Proprietary status
5. The club shall be a proprietary club the sole proprietors of which will be…………………………………………………….

……………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………

HEREINAFTER referred to as “The proprietors”

1. The proprietors shall provide all necessary facilities including furniture and fittings, and other equipments

reasonable necessary for the running of the club, and shall engage or dismiss servants at their sole discretion. They shall manage the affairs of the club and shall meet all the expenses and liabilities of the club and attend to all the relevant matters.

1. All subscriptions and other moneys payable to the club shall be paid to the proprietors whose receipt shall be a sufficient

discharge to the person paying the same.

1. The proprietors shall appoint a manager to conduct the day to day affairs of the club.
2. Membership
3. Any person………………………………………………………………………………………………………………………………….. over age

of….….....…...years shall be eligible for membership of the club and shall subject to the approval of the proprietors become a member on payment of membership fee of sh…………………………………………………………………...........................

1. Each member shall pay a subscription fee as follows:-
2. Annual subscription sh………………………………………………..........................................................................................
3. Half-yearly sh……………………………………………………………………………………………………………….....................
4. Every member of the club shall observe and subject to the rules obtained herein and shall obey by-laws of

the club which may be passed by the committee from time to time for the general well-being of members.

1. Each member shall be entitled to use and enjoy the facilities provided by the proprietors.
2. No member shall be responsible for any financial liability of the club save that each and every member shall

be liable to pay the annual subscriptions as required by the constitution of the club.

1. No member shall by virtue of payment of this subscription or entrance fee or by virtue of this membership

acquire or be deemed to have acquired at any time, any proprietary rights or interests whatever, in the club, the property of the club or its management or affaires.

1. The annual subscriptions shall be payable in advance on the first day of each calendar year and shall be

valid until the end of the calendar year.

1. Prospective members shall apply for membership on application form giving such particulars as may be

required by the proprietors, such forms to include an undertaking that the applicants will be bound to observe all rules and regulations of the club.

1. All applications for membership of the club shall be considered by the proprietors whose decision thereon shall be final.
2. When a candidate is elected to membership he shall be notified accordingly and on payment of this

membership fee, and annual subscription, he shall be deemed to be entitled to all the facilities and privileges of the club and be obliged to observe its rules.

1. If an elected member does not pay his membership fee and first subscription within one month from the

date when notification of his election has been posted to him, the proprietors may annul his election, but may nevertheless extend time, within their sole discretion, within which to pay the said fee or fees.

1. The proprietors may grant temporary membership by charging a minimum fee of…………

Per period of twenty four hours.

1. In the event of any member’s subscription or any other amount due to the club being in arrears, the

proprietors shall give him notice in writing at his last known address of thirty days, within which to pay his account due to the club, failing which after the expiry of the period of notice the proprietors may remove his name from the register of members and he shall thereupon cease to be a member and shall forfeit all his rights of membership. Provided that the proprietors may at any time, within their sole discretion, restore him to membership upon payment of all arrears of subscription or any other amount due then.

1. Any member may resign from the club by giving a notice in writing, to the proprietors, of his intention to do

so, in which case his subscription or any part thereof, shall not be refundable. A member whose resignation is received on or after 1st January in any year shall be liable for his subscription or for that year.

1. If any member shall be adjudicated bankrupt or who makes a composition with his creditors or if any

member is convicted of an indictable offence and a sentence of imprisonment be imposed, he shall ipso facto cease forthwith to be a member of the club.

When the adjudication order, or the conviction, as the case may be, is annulled or set aside, the member concerned may be reinstated to membership by the proprietors.

1. If the behavior or conduct of any member in the club premises is of such a nature to be derogatory or injurious to the

standing, interest or reputation of the club, or if he renders himself by word or deed, unfit for association with other members of the club, may be expelled by the proprietors.

1. Any person who resigns or is removed from membership shall not be entitled to a refund of his membership subscription

or any part thereof or any moneys contributed by him at any time.

1. Office bearers.
2. The office bearers shall be:-
3. The chairman
4. The vice-chairman
5. The secretary
6. Duties of the office bearers.
7. The chairman: the chairman shall, unless prevented by illness or other sufficient causes preside over

all meetings of the committee and at all general meetings.

1. Vice-chairman:- the vice-chairman shall perform any duties of the chairman in his absence.
2. Secretary:-the secretary shall deal with all the correspondents of the club under the general
3. supervision of the committee. In cases of urgency where the committee cannot be consulted, he shall consult the proprietors, or if they are not available, the chairman, or if he is not available, the vice-chairman. The decision reached shall be subject to ratification or otherwise, at the next committee and all general meetings of the club and shall be responsible for keeping minutes of all records of proceedings of the club and the committee.

 The office bearers may from time to time delegate the exercise of any of the foregoing powers to such persons as they shall think fit.,

1. The committee
2. The committee shall consist of all office bearers of the club and……………………..other person elected by

members in the general meeting. Such members shall hold office until the following annual general meeting unless disqualified under the provisions of rule 4.

1. The committee shall meet at such times and places as it shall resolve, but shall meet not less than once in

any three months.

1. Any casual vacancies for members of the committee, caused by death, resignation or expulsion shall be

filled by another nominated by the committee and such nominated committee member shall hold office until the following annual general meeting.

1. The quorum for meetings of the committee shall not be less than………………..members.
2. Duties of committee

The committee shall exercise the powers given to it by this constitution and these rules, and such other powers of

 management as it may from time to time undertake at the request of, and or with the consent of the proprietor.

 The committee shall have power to appoint such sub-committee as it may seem desirable to make reports to it, upon which such actions shall be taken as seem desirable.

1. General meetings
2. There shall be two classes of general meetings-annual general meeting and special general meetings.
3. I) the annual general meeting shall be held not later than…………………… in each year. Notice in writing of

such general meeting, accompanied by the annual statement of account. (See rule 11(b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where applicable, notice by press advertisements shall also be given not less than 14 days before the date of the meeting.

ii) The agenda for the annual general meeting shall consist of the following:-

1. Confirmation of the minutes of the previous meeting
2. Consideration of account.
3. Election of office bearers and the committee members(and trustees where necessary) in accordance with rule(a)
4. Appointment of auditors in accordance with rule 11 (a)
5. 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 at least four weeks before the date of the meeting.
6. Any other business with the approval of the chairman.
7. 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 7days before the date thereof and where practicable by press advertisements not less than 7 days before the date of such meeting.

1. A special general meeting may also be requisitioned for specific purpose by order in writing to the secretary

of not less than……………………………….members and such meeting shall be held within 21 days of the date of requisition. The notice of such meeting shall be as shown in rule 8(c), and no matter shall be discussed other than that stated in the requisition.

1. Quorum for general meetings shall be not less than………………………of the registered members of the club.
2. Procedure at meetings
3. At all meetings of the club the chairman, or in his absence, the vice-chairman, or in the absence of both the officers, a

member selected by the committee shall take the chair.

1. The chairman may at his discretion limit the number of persons permitted to speak in favor of and against

any motion.

1. Resolution shall be decided by simple voting by a show of hands. In the case of equality of votes, the

Chairman shall have the second or casting vote.

1. Trustees
2. 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……………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-election. 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

1. 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.

1. Auditor
2. An auditor shall be appointed for the following year by the annual general meeting. All the clubs accounts,

records and documents shall be open to inspection of the auditor at any time

The treasure shall produce and account of his receipts and payments and statement of assets and liabilities made up to a date which shall not be less than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law.

1. 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 them him.

1. No auditor shall be an office bearer or a member of the committee of the club.
2. Funds

The funds of the club shall be used at the sole discretion of the proprietors.

1. Amendments to the constitution.

Amendments to the constitution of the club must be approved by the proprietors and at least two-thirds majority of the members at the general meeting of the club. They cannot however, be implemented without the prior permission, in writing, of the registrar.

1. Dissolution.
2. The club shall be dissolved if at any time the proprietors so desire; they shall pass a resolution for dissolution of the club.
3. No dissolution shall be effected without the prior permission in writing of the registrar, obtained upon

application to him made in writing and signed by three office bearers.

1. When the dissolution of the club has been approved by the registrar no further action shall be taken by the

committee or any office bearer of the club. Subject to the payment of all the debts of the club, balance thereof shall be distributed in such other manner as may be resolved by the proprietors of the club.

1. 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.

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