

ALLIANCE HIGH SCHOOL OLD BOYS' CLUB

CONSTITUTION

1. PREAMBLE AND NAME OF CLUB

The Alliance High School Old Boys' Club (herein referred to as "The Club") is hereby established as a non-profit making, voluntary association of members for the furtherance of the objects hereinafter appearing.

2. OBJECTS

The objects for which the Club is established are:

- a) To keep the Old Boys of the Alliance High School (hereinafter referred to as "The School") in touch with the School and with one another.
- b) To encourage Old Boys to live upto the ideals for which the School was founded and to put into practice the motto of the school "Strong to serve".
- c) To assist the school and its old Boys in any suitable manner, in particular in the maintenance and improvement of the standards of learning and conduct
- d) To raise or borrow money for all or any of the foregoing objects in such manner and upon such security as may from time to time be determined by the club
- e) To advance and promote education at The School by providing material and financial support; and collaborating with The School on issues such as mentorship, career guidance and custody of the heritage and culture of The School.
- f) To do all such other things as are incidental or conducive to the attainment of all or any of the foregoing objects

3. MEMBERSHIP

3.1 The Membership of the Club shall consist of:

- a) Any ex-student of the School who has received an official leaving certificate upon leaving the School and subject to the approval of the Executive Committee which approval shall not be unreasonably withheld;
- b) Any teacher, ex-teacher or other senior member of staff of the School who has served in the staff for a period of not less than three years subject to the approval of the Executive Committee;
- c) Any association, firm or corporation approved for membership by the Executive Committee;
- d) Any person elected as an honorary member of the Club

3.2 Every member of the Club shall on becoming a member, pay such fees as may be prescribed by the General Meeting of the Club from time to time. The subscription fee for Annual, Life and Corporate shall be determined by the General Meeting of the Club from time to time.

Provided that no current teacher or other senior member of staff currently serving on the Staff of the School, or honorary member, shall be liable to pay such entrance fee or subscription.

For avoidance of doubt, corporate membership shall remain valid for a period of one year from the date of approval of such membership by the Executive Committee.

3.3 The Executive Committee may elect as an honorary member of the Club any person it may think fit to honour, either for life or such period as the Committee may deem appropriate. The Executive Committee

shall also have power to elect and confer the title of Senior Member upon any member (not being of an age less than 60 years) who has rendered distinguished service to the Club, the School or the Kenyan Society generally provided that a Senior Member (other than a member exempted by reason of Clause 3.2 hereof) shall be liable to such subscription as may be prescribed.

- 3.4 The Executive Committee may issue certificates of Membership of Life, Corporate or Senior Members.
- 3.5 Any other member desiring to resign from the Club shall submit his resignation to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- 3.6 Any member of the Club may be expelled from membership if the Executive Committee so recommends and if a subsequent General Meeting of the club 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 of the Club, or that he has contravened any of the provisions of the Constitution of the Club.

The Executive Committee shall have power to suspend a member from his membership until the next General Meeting of the Club following such suspension.

- 3.7 No person who has been expelled from membership of the Club shall thereafter be admitted as a member thereof without the authority of a special resolution adopted by the Annual General Meeting.
- 3.8 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.
- 3.9 Any member who falls into arrears with his annual subscription for more than two years shall automatically cease to be member of the Club and his name shall struck off the register of members. The Executive Committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

4. **THE EXECUTIVE COMMITTEE**

- 4.1 For the proper management of the affairs of the club, an Executive Committee of the Club is hereby established.
- 4.2 A secretariat of the Club is hereby established for the better co-ordination of the affairs of the club, and the provision of support services to the Executive Committee.
- 4.3 The Executive Committee shall consist of fourteen (14) members elected at the Annual General Meeting of the Club. The Executive Committee members shall hold office for a maximum of three (3) consecutive terms of two (2) years each. At every Annual General Meeting where elections are to be held, a third (1/3) of the elected Executive Committee Members shall retire on rotation. The Executive Committee shall have power to determine the rotation criteria based on attendance to meetings and date of election of individual Committee members.
- 4.4 The Headmaster for the time being of the School shall be an ex-officio member of the Executive Committee and is hereby designated Patron of the Club.
- 4.5 The Executive Committee shall have power to co-opt up to 6 members of the Club, for such period or for such special purpose as it may deem fit.
- 4.6 In the event of death, resignation, removal, suspension or disqualification of any member of the Executive Committee during his term of office, the vacancy so created may be filled by the Club;

- (i) in the case if any member of the Executive Committee holding a substantive position, from persons who are then, or have any time previously been members of the Executive Committee.
- (ii) in the case of any other member, from among the members of the club.

5. **DUTIES POWERS & PROCEDURES OF THE EXECUTIVE COMMITTEE**

- 5.1 The Executive Committee shall be responsible for the proper management of the Club and for that purpose may give to the Chairman or any other member of the Executive Committee directions as to the manner in which that shall perform their duties.
- 5.2 The Executive Committee may from time to time appoint committees or sub-committees consisting of members of the Club and may except as otherwise expressly provided by this Constitution, delegate to any such committee or sub-committee all or any of the powers of the Executive Committee.

Any committee or sub-committees appointed by the Executive Committee may, with prior approval of the Executive Committee, co-opt additional members who may not need to be members of the club.
- 5.3 Except as otherwise expressly provided by this Constitution, the Executive Committee may exercise all the powers of the Club; and no regulations made under the Constitution shall invalidate any prior act of the Executive Committee which would have been valid of the regulations had not been made.

6. **OFFICER OF THE CLUB**

- 6.1 The Chairman, the Vice Chairman, the Secretary and the Treasurer of the Club shall be elected from among the members of the Executive Committee at the Annual General Meeting every two years and shall take and hold office in accordance with Clause 4.3 of this Constitution.
- 6.2 There shall be an Assistant Secretary, Assistant Treasurer and other officers of the Club as the Executive Committee may from time to time appoint.
- 6.3 The Headmaster for the time being of the School shall be the Patron of the Club and shall be an ex-officio member of the Executive Committee and of the Club. He shall be given all notices of the meetings of the Executive Committee and of the Club and shall be entitled to attend or be represented thereat, but shall not be entitled to vote at such meetings.
- 6.4 All officers of the Club shall be fully paid-up members of the Club and any officer who ceases to be a member of the Club shall automatically cease to be an officer thereof.
- 6.5 Any officer of the Club (whether elected or appointed) who is absent at three consecutive meetings of the Executive Committee without any apology and/or reasonable cause may be specifically discussed by the Executive Committee and a decision taken thereon. Without prejudice to any other provision of this Constitution, the Executive Committee shall have power to remove from any office any co-opted or appointed officer of the Club with the consent of not less than two-thirds of its members present at the meeting which considers such removal. In the case of elected officer of the Club, the Executive Committee shall have the power to suspend the office and shall notify the subsequent General Meeting of the suspension for consideration, unless the same be sooner lifted. A two-thirds majority of the General Meeting shall be required to ratify such suspension.
- 6.6 Vacancies created pursuant to Clauses 6.4 and 6.5 hereof shall be in accordance with Clause 4.6

7 **DUTIES OF OFFICES OF THE CLUB**

- 7.1 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.
- 7.2 Vice- Chairman- the Vice-Chairman shall perform any duties of the Chairman in his absence.
- 7.3 Secretary- the Secretary shall deal with all the 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 the Chairman is not available the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next Executive Committee meeting. He shall issue notices convening the 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 Executive Committee.
- 7.4 Assistant Secretary- in case of the absence of the Secretary, the Assistant Secretary Shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or the Executive Committee whether the Secretary is present or not.
- 7.5 Treasurer- The Treasurer shall receive and also disburse, under the directions of the Executive Committee, all monies belonging to the Club and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid out by him. The Treasurer shall be responsible to the Executive Committee and to the members that proper books of accounts of all moneys received and paid out by the Club are written up, preserved and available for inspection.
- 7.6 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.

8. **GENERAL MEETINGS**

- 8.1 There shall be two classes of general meetings – Annual General Meetings and Special General Meetings.
- 8.2 The Annual General Meeting shall be held not later than 30th September in each year at the School or such other venue as the Executive Committee shall determine. Notice of such Annual General Meeting shall be sent to all members not less than 21 days before the date of the meeting and, in addition where practicable by press advertisement not less than 7 days before the date of the meeting.
- 8.3 The agenda of the Annual General Meeting shall consist of the following, among other items:
- a) Confirmation of the minutes of the previous General Meeting
 - b) Consideration of the accounts

c) Elections of Committee members and, officers of the Club, and appointment of auditor and trustees as necessary.

e) Such other matters as the Executive Committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary after at least seven days before the date of the meeting.

e) Any other business with the approval of the Chairman.

8.4.1 A Special General Meeting may be called for any specific purpose by the Executive Committee. Notice in writing of such a meeting shall be sent to all members not less than 14 days before the date thereof and, in addition, where applicable by press advertisement not less than seven days before the date of the meeting.

8.4.2 A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than 40 members and such meeting shall be as shown in rule 8.4.1 and no matter shall be discussed other than that stated in the requisition.

8.5 Any member wishing to bring any matter before the Annual General Meeting for resolution or discussion may do so only if he shall have given notice on that behalf to the Secretary at least 14 days before the date fixed for resolution or discussion or by leave for all the members of the Club present at such meeting.

8.6 Quorum for the General meetings shall not be less than one quarter of the registered members of the Club.

9 **PROCEDURE AT GERAL MEETINGS & MEETINGS OF THE EXECUTIVE COMMITTEE**

a) At all meetings of the Club the Chairman shall preside, or in his absence, the Vice-Chairman, or in the absence of both these officers, a Chairman elected from amongst the members present.

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

c) Resolution shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second casting vote.

d) The Executive Committee shall cause proper minutes of all general meetings of the Club and of the Executive Committee to be taken and recorded and shall present to the Annual General Meeting a full report of the activities of the Club.

10 **TRUSTEES**

10.1 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 seven (7) trustees who shall be members of the Club and shall be appointed at an Annual General Meeting for a period of Five (5) years from the date of the Annual General Meeting.

10.1A The Chairman and the Treasurer of the Club shall become trustees at the beginning of their respective terms and shall serve as such until the end of their term in office.

10.2 On retirement, such trustees shall be eligible for re-election for a further term of three years. An Annual 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 Annual General Meeting. Provided that a trustee who has held office for two consecutive terms shall not be eligible for re-election until the expiry of three years from the date he last held office.

10.3 The trustees shall have power to invest and deal with moneys of the club not immediately required in such manner as may from time to time be determined by the Club, and shall pay all the income received from property vested in them to the Treasurer. Any expenditure in respect of such property which is the opinion of the trustees is necessary or desirable shall be reported by the trustees to the Executive Committee which shall authorise expenditure of such moneys as thinks fit.

11 **AUDITOR**

- a) An Auditor shall be appointed for the following year by the Annual General Meeting. All the Club's Accounts records and documents shall be open 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 upto a date which shall be not 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 certify that they are correct, duly vouched and in accordance with the law or report to the Club in what 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 a member of the Executive Committee of the Club.

12 **APPLICATION FOR CLUB FUNDS & THE ESTABLISHMENT OF AN ENDOWMENT FUND**

12.1 The Alliance High School Old Boys' Club Endowment Fund is hereby established for the purpose of promoting the well-being of the Club, the School and education of present and past students of the school generally. The Endowment Fund shall be administered in such a manner as the Executive Committee, with the approval of the Club shall deem fit. Funds raised shall be invested and interest raised thereby used exclusively in the interest of the School, including bursary for needy students.

12.2 The funds of the Club may only be used for the following purposes:

- i. Any activity organised in the interest of the School or the Club.
- ii. Helping a charitable cause decided upon by members of the Club.
- iii. Reimbursement of expenses incurred by officers or members of the Club in the course of their work for the Club.

12.3 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 Executive Committee.

12.4 No payments shall be made out of the bank account without a resolution of the Executive Committee authorising such payment and all cheques on such account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Club who shall be appointed by the Executive Committee.

- 12.5 A sum not exceeding Kshs. 5,000/= or such other amount as may be determined by the Executive Committee from time to time may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- 12.6 The Executive Committee shall have power to suspend any officer of the Club who it has reasonable cause to believe is not properly accounting for the funds or property of the Club and shall have power to appoint any other member of the Executive Committee 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.
- 12.7 The financial year of the Club shall be from 1st January to 31st December.

13 **BRANCHES**

- 13.1 Branches of the Club may be formed anywhere within the Republic of Kenya with the approval of the Executive Committee and the Registrar of Societies and each such branch will adopt as far as possible, the same Constitution as that of the headquarters. All such branches shall be registered under the Societies Act in exactly the same way as the headquarters.

Where there are no less than ten Old Boys ordinarily resident in any country coming together with the intention of forming a branch of the Club, and with the approval of the Executive Committee, a branch of the Club may be formed outside the Republic. Such a branch shall be registered in accordance with the Municipal Laws of the country in which it is formed. Provided however that nothing hereinbefore stated shall confer any validity to any provision of the Constitution or Articles of such a branch which is ultra vires this Constitution.

For the avoidance of doubt,

- a) The aims and objects of a branch of the Club shall 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 rule 14.
 - c) The provisions of Clause 15 shall apply to branches but, in addition, branches shall not be dissolved without consultation with their headquarters.
- 13.3 Branches of the Club will be required to remit to the headquarters all funds raised and 75% of all moneys received by way of entrance fees and subscription after due deduction of all administrative costs. Any issue arising from this arrangement may be resolved by the Executive Committee of the Branch and the headquarters, and if unresolved shall be presented at the Annual General Meeting for determination.

14 **AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution of the Club must be approved by at least a two-thirds majority of members at a General Meeting of the society. They cannot, however, be implemented without the prior consent in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.

15 **DISSOLUTION**

- 15.1 The Club shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in Clause 8.6.

If nor quorum at the meeting shall be submitted to a further general meeting which 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.

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

15.3 When the dissolution of the Club has been approved by the Registrar of Societies, no further action shall be taken by the Executive Committee or any officer of the Club in connection with the aims of the Club other than to get in and liquidate all the assets of the Club. Subject to payment of all the debts of the Club, the balance thereof shall vest and be remitted to the school and /or vest in another organization with similar objectives for the benefit of The School.

16 **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 at the registered office of the Club during ordinary working days by any officer or member of the Club on giving not less than seven days notice in writing to the Club.

17 **REGULATIONS**

The Executive Committee may, subject to the provisions of this Constitution, make regulations which shall be binding on all members of the Club, prescribing all or any of the following matters:

- a) annual subscriptions;
- b) manner of application for memberships of the Club;
- c) grounds for, and procedure relating to, expulsion of members of the Club;
- d) registration of members from the Club;
- e) regulation of powers exercisable by the Executive Committee and any committee or sub-committees thereof, and delegation of powers;
- f) manner of convening meetings of the Executive Committee, sub-committees, and quorums and procedures thereof;
- g) manner of convening general meetings of the Club, and quorums and procedures thereof
- h) manner of election, removal and replacement of the Chairman, the Vice Chairman and the other members of the Executive Committee; and
- i) such other matters as may be deemed by the Executive Committee to be necessary for the promotion of the subjects and the regulation of the affairs of the Club.

*******END*******