

# **GOR MAHIA FOOTBALL CLUB (GMFC)**



## **THE GMFC CONSTITUTION**

**JUKWA MEMBERS FINAL DRAFT MAY 2019**

**COMPILED BY: GMFC CONSTITUTIONAL REVIEW COMMITTEE**

**2019**

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## **1. NAME**

- 1.1. The name of the club shall be Gor Mahia Football Club (K'Ogalo, Green Army)
- 1.2. The Postal address of the Club shall be P. O. Box 55645-00200, Nairobi.
- 1.3. The Headquarters of the Club shall be in Nairobi.
- 1.4. The Official Colours of the club are Green for home matches, White for away matches and blue for neutral games.

## **2. ABBREVIATIONS**

Where the following abbreviations appear throughout the constitution they shall have the following meanings as set out hereunder;

- i. AGM Annual General Meeting
- ii. CAF Confederation of African Football
- iii. CECAFA Council of East and Central Africa Football Associations
- iv. CEO Chief Executive Officer
- v. EC Executive Committee
- vi. EOM Extra Ordinary Meeting
- vii. FIFA Federation of International Football Association
- viii. FKF Football Kenya Federation
- ix. GMFC GOR MAHIA FOOTBALL CLUB
- x. GM General Meeting
- xi. HE/HIS Connotes both Male and Female genders
- xii. SGM Special General Meeting

## **3. AFFILIATION**

The Club shall be affiliated to any legally recognized football association in and outside Kenya including but not limited to FKF, CAF, FIFA and shall also abide by the rules and statutes of the governing bodies.

## **4. OBJECTS**

The objects of the Club shall be;

- i. To foster, promote, teach and run sports academies to develop Sports in Kenya for all irrespective of gender
- ii. To Promote, co-ordinate and implement grassroots, national and international sports programs in collaboration with National and County governments, learning institutions, relevant sports Associations and other stakeholders.
- iii. To protect the rights of members, staff, GMFC, contractors and other stakeholders through enactment and operationalization of laws and by-laws in accordance and

adherence to the Constitution of Kenya 2010 and as amended from time to time, GMFC Constitution, The Sports Act 2013, FKF Rules and Regulations, CECAFA, CAF and FIFA statutes.

- iv. To align its operations and mandates to the provisions of the Sports Act, FKF Rules and Regulations, CECAFA, CAF and FIFA statutes.
- v. To become a vibrant, coherent, professionally managed, demand driven, transparent and accountable football brand in Kenya and Internationally
- vi. To become an economically and self-sustaining brand through implementation of a commercial strategy designed to generate increased revenues from off-field activities and improve financial performance.
- vii. To create avenues empowering the club to venture into robust legal operational business entities.

## **5. MEMBERSHIP**

- i. The club membership shall be open to any person upon payment of annual membership fee set by the EC.
- ii. Any member under the age of 18 shall not be eligible to vote or attend meetings.
- iii. Membership period shall follow the January-December calendar. Accordingly membership renewal shall take place in the first 3 months of the year closing on 31<sup>st</sup> March of every year.
- iv. In the event of a member's death, resignation or expulsion, his name shall be removed from the membership register.
- v. Where a member defaults in payment any year, it shall be noted and in the event such a member wants to continue his membership, all the arrears due must be paid in full to qualify for the renewal of membership.
- vi. The EC shall from time to time come up with membership strategy drive.

The club shall have 3 types of memberships namely;

### **1.1. Regular Member**

- a) Any person who has fully paid annual membership fee set by the EC.
- b) Persons listed in the club membership register maintained by the Secretary.
- c) Prospective members shall apply to join the Club directly to the Secretariat.
- d) Every membership applicant shall complete an Application Form containing all the requisite information for proper registration of the member.
- e) The fully paid member has a right to vote and attend meetings.

### **1.2. Honorary Member**

The Club shall propose to the EC to invite certain very distinguished personalities to be Honorary Members of the club for a period decided by the EC without payment of a fee or subscription. All such invitations shall be recommended by the EC for approval by the Annual General Meeting.

An honorary member is accorded all rights of membership including the right to attend and speak at members meeting but is not entitled to vote.

### **1.3. Life Member**

- a) Any person deemed to have rendered outstanding service to the Club.
- b) A life member shall pay a one off life membership fee set by the EC and will thereafter be exempted from paying the annual or other subscriptions.
- c) A life member is accorded all rights of membership.

### **1.4. Patron**

The patron shall be appointed by the Board of Trustees from among distinguished and honourable members of the Kenyan society.

## **6. BRANCHES**

A branch will be granted official status after:-

- a) Paying annual branch affiliation fee in full determined by EC
- b) Filling the requisite application form(s) subject to approval by the EC
- c) Being approved, cleared as the only branch operating under the said name suffixed with GMFC and issued with a certificate of registration by the EC
- d) A branch shall have a minimum of 30 members with a representative committee comprising the Chairman, Secretary and Treasurer.

The Branches shall:-

1. Promote, maintain, preserve the history and protect as well as enhance the name of GMFC
2. When called upon, support in mobilization of new members; sale of merchandise, mobilization of fans to attend matches, maintaining peace and order before during and after matches.
3. Use of any of the clubs trademark, logo, or name but with prior permission from the Club including organizing any sporting activity, clinics and tournaments. (Any breach of this clause would inevitably lead to de-registration of the branch.)

## **7. THE BOARD OF TRUSTEES**

The Board of Trustees shall be the top oversight governing Organ of the Club.

- i. The Board of Trustees shall consist of 7 members drawn from the following; the Patron, EC Chairman, and 5 members of GMFC, 3 of whom shall be technical advisors to the club in various fields affecting the club.
- ii. The 5 members of Board of trustees shall be nominated for approval by the AGM and serve for an initial period of 7 years renewable at the AGM.
- iii. A member of the Board of trustees may be removed by the AGM
- iv. The Board of trustees shall attend all the clubs AGM's

## **8. POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

1. The Board of Trustees shall appoint the Patron and elect one of them to be their Chairman.
2. The Board of Trustees shall retain proprietary powers over the assets of the Club and in this case no major asset of the Club shall be disposed off or mortgaged or charged without the Trustees' authority, particularly in relation to immovable property.
3. All land, buildings and other immovable property and all investments and securities which shall be acquired by the club, shall be vested in the GMFC Trust incorporated under the Trustees (Perpetual Succession Act) CAP.164.
4. The trustees shall pay all income received from Clubs property vested in their hands to the club Account. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable must be reported by the trustees to the Executive Committee which shall authorize expenditure as it deems fit.
5. The Board of Trustees shall oversee the Clubs development strategy and policy as authorized by the General Meeting.
6. The Board of Trustees shall receive from the EC the necessary statutory financial and management reports as are required under the Act at such intervals as shall be determined by the Board of Trustees for consideration in the General Meeting.
7. The Board of Trustees shall have the powers to create a Trust Fund Account for the Club.
8. The office of a member of the Board of Trustees shall be vacated in any of the following events namely:-
  - a) If the member resigns
  - b) If criminal charges/ misappropriation of funds have been levied against him at a court of law.
  - c) If he has been declared bankrupt
  - d) If he be found of unsound mind or become permanently incapable of performing his duties.
  - e) Upon his death.
9. Members of the Board of Trustees shall not be entitled to receive any remuneration whatsoever but shall be reimbursed all expenses incurred by them on the business of the Club or such honoraria as the Club may from time to time determine.

10. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit and determine the quorum necessary for the transaction of business.

**9. EXECUTIVE COMMITTEE (EC)**

The club shall be governed by an Executive committee consisting of 4 individuals elected by the members at an AGM.

- i. The Chairperson
- ii. Vice Chairperson
- iii. Secretary General
- iv. Honorary Treasurer

The EC shall within 3 months fill up a seat that falls vacant with a duly registered member in an acting capacity pending ratification at the next general meeting. Upon ratification, the EC member shall serve the remainder of the current term.

**10. RESPONSIBILITIES OF THE EC OFFICE BEARERS**

**a) The Chairperson**

The Chairperson shall be a degree holder in any field from an accredited institution.

- i. The Chairperson shall provide leadership and ensure the club is run efficiently administratively, financially and socially support the on and off field activities.
- ii. The Chairperson shall preside over all the AGM/ Committee meetings and liaise with the secretary over the agenda of each meeting.
- iii. The Chairperson shall manage the overall strategic operation and direction of the Club.
- iv. The Chairperson shall be responsible for authorization and approval of any expenditure on behalf of the clubs funds in liaison with the treasurer.
- v. The Chairperson shall be the Club's representative at all functions. Where he cannot attend, he may delegate to the Vice Chairperson or any other Club member.

**b) Vice Chairperson**

The Vice Chairperson shall be a degree holder in any field from an accredited institution.

- i. The Vice Chairperson shall perform any duties delegated to him by the Chairperson in his absence.
- ii. The Vice Chairperson shall work with the CEO to ensure that all sectors of the club's football operations and managed effectively and efficiently to maximize on field performance.

- iii. The Vice Chairperson shall be the head of the Technical department and shall ensure that it functions smoothly in liaisons with the chair and other technical staffs
- iv. The Vice Chairperson shall ensure that the coaches, players and support staff are carrying out their duties as required and are remunerated.
- v. He shall oversee the football development programmes including the GMFC youth Team.

**c) Secretary General**

The Secretary General shall be a degree holder in any relevant field from an accredited institution.

The Secretary General shall: -

- i. Ensure that appropriate administrative support is accorded the EC
- ii. Maintain tight governance and control over EC meeting Agenda and documenting meeting minutes with clear action
- iii. Prepare & send in accordance with the EC direction as well as receive and distribute in a timely manner the correspondence to the club.
- iv. Prepare a comprehensive report of all activities of the club for presentation to the membership at the AGM.
- v. Establish a planning calendar for the year (Mid-year performance review, Budget Reviews, Revenue stream review)
- vi. Oversee the operations of membership, marketing and communication teams.
- vii. Take the responsibility of publishing the club events.
- viii. Attend league or association meetings
- ix. Maintain an accurate copy of the club rules and By-laws and undertake any other duties necessary in the running of the Club.

**d) The Honorary Treasurer**

The treasurer shall be a degree holder in any relevant field from an accredited institution or equivalent professional qualification and registered member of a regulatory body.

- i. The Treasurer shall oversee the implementation of financial management and reporting systems to ensure that the club, EC and members have an accurate, true and correct understanding of the financial status of the club.
- ii. In agreement with the Club officials, the treasurer shall oversee the drafting of the budget plan formulated by the EC.



- iii. The treasurer shall monitor the budget throughout the year and prepare treasurers report on annual accounts for the AGM
- iv. Oversee the operations of the finance and fundraising team and any funding exposures the club may take on.

## **11. ELECTION OF THE EXECUTIVE COMMITTEE**

- a) A candidate is eligible for election only if he has been an active member for a period not less than 3 years and having been nominated by a minimum of 20 Branches or an equivalent number of fully registered members.
- b) The candidate shall fill the prescribed nomination form and submit the same to the election board.
- c) Election of the office bearers shall be held every four years at the AGM in the year of election. Eligibility for re-election shall be for a period of one term only.
- d) No person shall be eligible for election as a member of the EC if;
  - i. One has been adversely named by a relevant body in an inquiry report endorsed by an AGM or Extra Ordinary General Meeting for mismanagement or corrupt practices whilst still members of the EC in the last ten years, or named in any other national inquiries where he/she has been shown to be engaging in dishonest activities.
  - ii. If he/she has been convicted of any offence involving dishonesty or is imprisoned for a period exceeding three months.
  - iii. Has caused the Club a loss of any nature;
  - iv. Is an undischarged bankrupt;
  - v. Is below the age of 21 years or not of sound mind;
  - vi. Has not presented a valid certificate of good conduct
  - vii. Has not presented a clearance certificate from Credit Reference Bureau (CRB)
  - viii. Is an EC member of another existing entity in competition with the Club;
- e) Any office bearer who ceases to be a member of the Club shall automatically cease to be an office bearer thereof.
- f) Office bearers may be removed from office in the same way as is laid down for the suspension and expulsion of members as stated in this Constitution and vacancies shall be filled in accordance with the provisions of this Constitution.
- g) An elected official shall not hold more than one position at a time in the Club.

## **12. POWERS OF THE EC**

The EC shall be the governing Authority and have the power to;

1. Ensure that proper records and accounts of the Club's funds are well kept as well as its properties, capital, reserves, liabilities, income and expenses;
2. Ensure the implementation of the Club's procedures and policies such as personnel, financial management, financial statements, the annual budget, and the long- term business plan.
3. Employ and fix the remuneration for staff, set and define appropriate terms and conditions of service, job descriptions and specifications of the goals and objectives for the Club;
4. Report to the annual general meeting on the activities occurring since the last annual meeting, the annual plan and budgets, financial statements audited by the auditor and the proposed use of surplus funds for the fiscal year.
5. Impose fines
6. Affiliate the Club and maintain liaison with any other organization or institution approved by the General meeting.
7. Perform and authorize any action or duty as is necessary to preserve the sound management of the Club consistent with the Sports Act 2013, Rules and this Constitution.
8. Ensure that the Club shall after the end of each financial year, submit to the Annual General Meeting, in the prescribed format -
  - i. An audited balance sheet, showing its assets and liabilities;
  - ii. A copy of the auditor's report.
9. Monitor and Control the affairs of the club.
10. Exercise such functions as may be exercised by the club other than those functions that are required by this Constitution to be exercised by a GM of members of the Club or the Administrative staff.
11. Perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the Club.
12. Form Sub-Committees (consisting of such member or members of the club as the Executive deems fit) which it deems necessary to aid the running of the Club.
13. Identify, develop and manage the recruitment and exit of personnel to man the club secretariat.
14. Admit or reject any player seeking registration with, or transfer from the club.
15. Admit or reject applications for different branches seeking affiliation to GMFC.
16. Admit or reject persons seeking Club Membership.

17. Determine disputes between members, players, managers, coaches etc.
18. Approve or refuse application for transfer regarding any player of the club.
19. Ensure that the club grounds are up to Federation standards.
20. Formulate By-Laws under which the club will operate each year.
21. Determine budgets for particular club activities.
22. Authorize the disbursement of monies on behalf of the Club.
23. Provide sporting and related social facilities, sporting equipment. Coaching, medical treatment and match expenses towards GMFC Youth team.

### **13. PAYMENT OF EC MEMBERS**

- a) No member of the EC shall be a paid or salaried officer of the club. Any member in these positions shall be entitled to allowances and repayment of out-of-pocket expenses for doing club business.
- b) Where such disbursements mentioned above are to be made, an itemized account shall be lodged with EC for approval.

### **14. SECRETARIAT**

There shall be a secretariat consisting of the following: the CEO, Finance Officer, Chief Security Officer, Media and Publicity Officer and Support Staff.

- a) The Secretariat shall be headed by a CEO recruited by the EC following a transparent and competitive recruitment process.
- b) The Secretariat shall sit at the Headquarters of the Club.
- c) The Secretariat shall engage in the day to day running of the Club's affairs as clearly laid out in the constitution under the supervision of the EC.
- d) The EC may engage any employees as it may from time to time deem necessary to work at the Secretariat including but not limited to a Chief Security Officer and Chief Finance Officer.
- e) The EC shall determine the remuneration and the terms of Service of the CEO and any other person engaged as an employee at the Secretariat.

The secretariat shall comprise of:-

#### **1. The CEO**

The CEO shall be a degree holder in any relevant field from an accredited institution, registered member of a Professional/regulatory body and have suitable managerial experience.

The CEO shall be the head of the secretariat;

- i. He shall develop and implement the GMFC strategic plan, execute an appropriate supporting business plan and reporting methodology Develop policies and strategies for financial management including all revenues, expenses and investments. Ensure rigorous accountability and long terms stability through conservative fiscal management of resources.
- ii. Guide and integrate secretariat efforts to realign all investments, business processes and reinforce organizational structures to ensure effectiveness and efficiency.
- iii. Encourage and facilitate the application of technology to make optimal use of resources.
- iv. Provide leadership in long term visions necessary to increase GMFC's fund base.
- v. Shall be in charge of match day activities both in and out of the country.
- vi. Drive commercial outcomes to maximize the financial performance of the club
- vii. Develop and implement marketing and business plans to maintain and increase revenues from existing operations and to develop new business opportunities.
- viii. Provide significant input into budgeting process and ensure efficient and effective process in place ensuring compliance.
- ix. Protect and enhance the image of the club
- x. Attend EC meetings; take agenda, minutes and materials.
- xi. Ensure compliance with legal and regulatory obligations

## **2. The Finance Officer**

The Finance Officer shall be a degree holder with an Accounting/ Finance qualification from an accredited institution and be registered member of a professional body.

The Finance Officer shall be in charge of the Club's financial arm;-

- i. Ensuring compliance with the Club's financial procedures, policies and controls
- ii. Reviewing from time to time the accounting systems and controls in place and making recommendations for improvements where necessary
- iii. Maintaining control of Club's investments and ensuring maximization of returns
- iv. Preparing monthly and quarterly budgetary reports, cash flow reports and other management and board reports and monthly tax returns to KRA
- v. Managing the processing of payments and receipts and ensuring effective cash management practices
- vi. Managing the preparation of monthly/ quarterly management accounts and end of year accounts
- vii. Ensuring the preparation of monthly bank reconciliation

- viii. Handling tax planning
- ix. Overseeing the clubs fundraising activities.
- x. Account for gate collections after matches.

### **3. The Chief Security Officer**

The Chief Security Officer shall be a diploma holder or possess experience in Security & Safety.

The Chief Security Officer shall;-

- i. Be responsible for security and safety matters and in charge of all stewards including those belonging to the GMFC Branches.
- ii. Establish safety guidelines and priorities
- iii. Enforce security measures during matches
- iv. Manage staff and ensures their training in safety and security measures
- v. Maintain a database of stewards
- vi. Respond to emergencies

### **4. The Media Liaison Officer**

The Media Liaison Officer shall be a degree holder in Mass Communications.

The Media Liaison officer shall;

- i. Be responsible for communication and publicity of GMFC
- ii. Spearhead membership recruitment drive
- iii. Be in charge of the club merchandise advertisement and promotion
- iv. Promote the activities of GMFC in the local media including but not limited to Radio and TV interviews, Newspaper, Facebook, Twitter, Instagram.
- v. Manage clubs website, publish club magazine, captures match reporting and all Club events
- vi. Protect the club name and image socially and undertake publicity tasks,
- vii. Manage any public comments concerning any situation or incident that may be reflect on the public well being of the club in conjunction with the Secretary General.
- viii. Ensure coverage of all incidents of the team within and abroad and report concisely on them

## **15. AUTHORITY TO SIGN DOCUMENTS**

- a) The mandate to sign shall be any three authorised signatories with a caveat that; all Clubs' documents including Contracts, Cheques, Bank Transfers, and all other Bank Instruments shall bear the Chairman's signature and two other authorised signatories. In

the absence of the Chairman, the Vice Chairman shall sign on behalf of the Chairman with his express written consent and approval. Hence, the authorized signatories are:-

- i. Chairman
- ii. Vice Chairman;
- iii. The Secretary General;
- iv. The CEO
- v. Honorary Treasurer;

## **16. GENERAL MEETINGS**

### **1. ANNUAL GENERAL MEETING (AGM)**

- a) The AGM shall be the governing authority of the Club and shall be held yearly at such a time and place as may be decided upon and communicated by the EC.
- b) The AGM shall be convened by the Secretary General with the approval of the Chairman of the Club by giving 21 days Notice to each member or by means of a public Notice.
- c) The AGM shall be attended by all office bearers and the fully paid up members of the Club.
- d) The Chairman or in his absence the Vice Chairman shall preside over the AGM.
- e) The Quorum for the AGM shall be a minimum of 25% of fully registered members.
- f) The Quorum for passing a vote at the AGM shall be a minimum of 2/3 of the Club members present.
- g) Any member wishing to forward any agenda for discussion at the AGM shall do so in writing to the Secretary General of the Club 14 days prior to the date of the AGM.
- h) Only recognized members of the Club shall be permitted to participate in the AGM or stand for election for any of the EC positions.
- i) The agenda for any AGM shall consist the following;
  - i. Confirmation of minutes of the of the previous meeting
  - ii. Receive a report of the club's finances over the previous year
  - iii. Appointment of auditors
  - iv. Election of members of the EC
  - v. Any other business approved by the Chairman.
  - vi. Elect the Members' of Trustees and examine their Annual Report;
  - vii. Consider expulsion of a member when in its opinion it would not be in the interest of the club for them to remain a member.

- viii. Elect, suspend or remove members or any member of the Executive Committee provided that proper notice and the purpose of the meeting has been given in advance;
- ix. Fix the honoraria, bonuses and other allowances if any, for Executive Committee or the employees.
- x. Pass/ approve By-Laws, Rules and Regulations of the Club.
- j) Voting shall be done by secret ballot and in accordance with Article 81 of the Constitution of Kenya, 2010.
- k) In a tie of Votes, the Chairman shall have the casting vote.

## **2. MINUTES OF MEETINGS**

The club secretary or in their absence a member of the EC shall enter the minutes of the AGM into the Minute book of the club. All approved minutes including any alterations by resolution at the next the AGM must bear the signature of the Chairman and the Secretary present at the meeting.

## **3. NOTICE OF AGM OR SGM OR EXTRA ORDINARY MEETING**

- a) Except as noted above, at least twenty one (21) clear days' notice shall be given in the case of an Annual General Meeting and fourteen (14) days for a Special General Meeting
- b) For a Special General Meeting to hold, the petitioners must state the written object of the meeting duly signed by members. The requisition shall be deposited in the registered office of the Club.
- c) The notice of the Special General Meeting shall clearly specify all the issues to be discussed whereby only such issues shall be considered for discussion.
- d) The extraordinary general meeting shall have all the powers of the AGM and it shall be run in the same manner as the AGM.

## **17. TENURE**

All office bearers shall serve for one term constituting 4 years, renewable for a further term.

## **18. ELECTION BOARD**

- a) The core function of EB shall be planning, organizing, directing, conducting, supervising and coordinating clubs election
- b) An ad hoc election board shall be constituted by the Board of Trustees
- c) The board shall consist of 3 members; 1 of whom shall be drawn from the members, 1 from Board of trustees and 1 from the Clergy.
- d) The duties shall encompass:
  - i. To ensure a free and fair electoral process

- ii. Vetting all candidates aspiring for office as well as the members register.
- iii. Accreditation of election observers
- iv. Taking all necessary measure to ensure club elections are transparent and peaceful

### **Club Election guideline**

1. The secretary shall give the notice to the club members 21 days prior to the election date
2. The EB shall receive all the nomination papers from all the candidates and publish the names.
3. Election shall be by secret ballot if more than one candidate applies, or is nominated for the same position.
4. Only active eligible Club Members shall have the right to nominate, be nominated or vote at the election.
5. Only eligible members present at the AGM OR Extra Ordinary General Meeting may vote. No proxy votes will be accepted.
6. The Chairman has a casting vote in case of a tie.
7. All fully paid up members are eligible to vote.

### **19. TICKETING**

The club shall adopt and implement E-Ticketing as its' preferred mode for match ticket sales.

### **20. PLAYING UNIT**

The playing unit shall comprise of:-.

1. The Senior Team
  2. The Youth Teams
  3. The Women Team
- a) There shall be a recruitment panel consisting Chairman, CEO and the Technical bench.
  - b) The Club shall conduct recruitment of players from any race, tribe or nationality.
  - c) The minutes of the sitting panel shall be documented, signed and presented at the next EC meeting.
  - d) The recruited players will be required to sign a formal contract and Code of conduct binding them to the Club.
  - e) The club shall take charge of recruitment, development, sale and smooth transition of the youth to the senior team.

### **21. FUNDS AND ACCOUNTS**



- a) The funds of the club shall come from grants, sponsorship, bank loans or overdrafts, levies, donations, membership fees, annual subscriptions, sale of Players and Merchandise, games and events as may be organized by the club
- b) A bank account shall be opened and maintained in the name of the club
- c) No funds shall be drawn from the club account except by Cheque or other Banking instruments signed by the three of the five authorized signatories
- d) All income payable to the club shall be received by the finance officer and deposited in the club's account.
- e) All Clubs financial transactions shall be done through the bank and no cash transactions shall be allowed.
- f) The financial year of the Club shall be the same as the Calendar year which is from 1<sup>st</sup> January to 31<sup>st</sup> December every year.
- g) The club shall have power to borrow money from financial institutions or any other person for its development projects and generally for the purposes of its objects and grant security for such borrowing as required by the lender. All borrowings must have prior approval of the AGM.
- h) All club borrowings shall be pegged on the yearly budget.

## **22. AUDITOR**

- a) No external auditor shall be an official or a member of the EC.
- b) The AGM shall appoint a reputable, well established and known audit company to perform the audit of accounts of the Club at the end of each financial year.
- c) A report of these accounts shall be prepared and submitted to be shown as the Club's financial position at an AGM.

## **23. RULES AND REGULATIONS**

The club shall have rules and regulations which shall include, but not be limited to the following:

- a) **Discipline of a member:** A member or player maybe suspended or expelled from the Club as may be determined by the EC if;
  - i. He disobeys the standing orders of the EC.
  - ii. He willfully registers in another team other than GMFC
  - iii. He is found guilty of influencing other players of the Club with the intention to create bad feelings between the EC and the players or among the players themselves.
  - iv. He reveals confidential information to any other rival Clubs and teams.

- v. He plays privately for another team on a contract of payment or is revealed to be accepting some kind of inducement.
  - vi. He acts in a manner detrimental to the interest of the Club and its supporters.
  - vii. He deliberately refuses to play for no good reason.
  - viii. He is disrespectful to the Club officials, other players and members.
- b) **Any member or player found guilty** shall be warned, prohibited from accessing the Club facilities, suspended from membership, or expelled as a sanction for the misconduct.
  - c) **Any player sanctioned** shall have the right to appeal the decision in writing within 7 days of the decision being passed.
  - d) **Self representation:** Any member sanctioned shall be allowed to state his case in person.
  - e) **Discharge of Club's property:** The club property shall be applied in furtherance of the objects of the club. The distribution of profits or proceeds arising from the sale of club property to members is prohibited.
  - f) **Common Responsibility:** Every EC member shares collective responsibility and ownership of agreed decisions irrespective of their personal view or vote on the matter.
  - g) **Membership Fee payment:** Any member who fails to pay an annual subscription or falls into arrears with his annual subscriptions for more than six months shall automatically cease to be a member of the Club and his name shall be struck off the register of members.
  - h) **Membership Fee Refund:** 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 money contributed by him at any time.
  - i) **Expulsion of a Member:** Any member may be expelled from the Club if the Executive Committee so recommends the AGM/SGM resolves by a two thirds majority of the members present that such a member's activities affect the reputation or the dignity of the Club or has contravened any of the provisions of the constitution of the Club.
  - j) **Suspension of a Member:** The EC shall have the power to suspend a member from his or her membership until the next AGM and that member shall have the right to address the GM at which his expulsion is to be considered.
  - k) **Appeal by a Member:** Any member of the club affected by a suspension decision of the EC may appeal such a decision, and appeal may be given a hearing at the AGM/SGM.

- l) **Rights after Suspension/ Expulsion:** A member who is suspended or expelled from the Club will not be allowed to attend any activity organized by the Club including all the home matches of the Club.
- m) **Ticketing:** E-Ticketing is the most preferred mechanism for GMFC Match ticket sales.
- n) **Confidentiality of meetings:** All persons present are obliged to respect the confidential nature of the deliberations, and are not permitted to disclose them.
- o) **Rules, Regulations & By-Laws:** The EC shall have the power to propose, and seek approval of the AGM/ SGM to pass and publish the Rules, Regulations and By-Laws.

#### **24. AMENDMENTS TO THE CONSTITUTION**

Constitution Amendments can be proposed by a member of the club or EC and submitted in writing at least 21 days prior to the AGM or an SGM called to deal with such amendments.

- a) **Amendment Quorum:** Amendments, deletions or additions may be made to this Constitution at an AGM subject to confirmation by 2/3 majority of members present at the Annual general meeting and subject to notices of such proposals being received by the Secretary General at least 21 days before date of the meeting.
- b) **Amendment of the Constitution:** This constitution may be amended in accordance with the procedure set forth in this Constitution, but no amendment shall become effective until it is approved by the AGM and registered a under The Sports Act, 2013.
- c) **Acquisition of the Constitution:** A member may purchase a certified copy of this Constitution from the registered office of the Club upon payment of a fee that is to be established by the EC.

#### **25. DISSOLUTION**

The club may be dissolved by a resolution passed by at least 2/3 majority of members at a Annual general meeting, In the event of dissolution of the club and after payment of all debts and liabilities, its' remaining property shall be distributed or disposed as agreed and passed at the AGM.

#### **26. GENERAL**

If any of the provisions of this Constitution shall be prohibited by or judged by a Court of Law with jurisdiction to determine the matter to be unlawful, void or unenforceable such provision shall to the extent required be severed from this Constitution. The remaining provisions of this Constitution shall not as far as possible be changed or modified and all other terms and conditions not so severed shall continue in full force and effect.

## **27. TRANSITION**

1. This constitution shall come into effect once it is adopted at the SGM and registered with the relevant authorities.
2. An Ad hoc election Board shall be constituted by the EC to conduct the first election under this constitution.
3. Those who are fully registered members in 2018 & 2019 by the time of adoption of this constitution shall be eligible to vote and vie for elections.
4. The elections for all the positions shall be held within 6 months after the adoption of this Constitution.
5. There shall be formed a transition committee immediately after the first elections under this constitution composed of 7 persons and shall be drawn from the following:-
  - i. 2 from Honorary members
  - ii. 2 from General members (1 of whom will be drawn from the branches)
  - iii. 1 from Board of Trustees
  - iv. The Chairman of EC
  - v. 1 nominated from outside the membership with special expertise
6. The Committee shall meet and elect their Chairman and Secretary
7. The Transition Committee shall be mandated to:
  - i. review the legal, operational and business structure of the Club.
  - ii. consult all stakeholders of the club including the current Members, Executive Committee members, employees of the Club, governmental authorities, football federation, fans, past and present business partners and sponsors on the necessary reforms of the club;
  - iii. draft a report of their findings including recommendations of the ideal legal, operational and business structure of the Club and present the report to the General Meeting
  - iv. propose at least two legal, operational and business structure models to the General Meeting
  - v. subject to the approval of the General Meeting oversee the implementation of the new legal structure.
  - vi. subject to the approval of the Executive Committee transition the Club's assets and liabilities, rights and obligations into the new structure
8. The club shall include in the budget the transition committee expenses
9. The transition committee shall cease to exist upon adoption and implementation of the new approved business structure.

**Signed Sealed and Delivered by the said  
[Chairman]**

In the presence of

Advocate

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**Signed Sealed and Delivered by the said  
[Vice Chairman]**

In the presence of

Advocate

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**Signed Sealed and Delivered by the said  
[Secretary]**

In the presence of

Advocate

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**Signed Sealed and Delivered by the said  
[Treasurer]**

In the presence of

Advocate

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