



**UNIVERSITY OF NAIROBI**

**THE CONSTITUTION  
OF  
THE SENIOR COMMON ROOM  
OF  
THE UNIVERSITY OF NAIROBI**

*Amended, Circulated for SCR Members' Input from 19<sup>th</sup> April to  
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## Contents

PREAMBLE .....	4
Chapter I: Definitions .....	4
Article 1 .....	4
Chapter II: Objectives .....	5
Article 2 .....	5
Chapter III: Membership .....	5
Article 3: Application for Membership .....	5
Article 4: Rights of Members.....	5
Article 5: Responsibilities of Members .....	6
Article 6: Membership Fees.....	6
Chapter IV: Officials .....	6
Article 7: List of Officials.....	6
Article 8: Responsibilities of the Chair .....	6
Article 9: Responsibilities of the Deputy Chair .....	7
Article 10: Responsibilities of the Secretary .....	7
Article 11: Responsibilities of the Deputy Secretary .....	7
Article 12: Responsibilities of the Treasurer .....	7
Article 13: Responsibilities of the Deputy Treasurer .....	8
Chapter V: Administrative Organs.....	8
Article 14: List of Administrative Organs .....	8
Article 15: The General Assembly.....	8
Article 16: Meetings of the General Assembly.....	9
Article 17: The Executive Committee.....	9
Chapter VI: Standing Committees .....	9
Article 18: Standing Committees .....	9
Article 19: Internal Audit Committee.....	10
Article 20: The Disciplinary Committee .....	10
Chapter VII: Meetings .....	10
Article 21: General Meetings.....	10
Article 22: Requisitioning of Special General Meetings.....	11
Article 23: Meetings of the Executive Committee.....	11
Article 24: Meetings of the Standing Committees .....	11
Chapter VIII: Elections.....	11
Article 25 .....	12
Chapter IX: Finances.....	12
Article 26: Invoices .....	12
Article 27: Payment of Overtime .....	12
Article 28: Payments by the Club .....	12
Article 29: Signatories .....	12
Article 30: Embezzlement .....	12
Chapter X: Employees of the Club .....	13
Article 31 .....	13

Chapter XI: General Provisions .....	13
Article 32: Withdrawal .....	13
Article 33: Removal from Office .....	13
Article 34: Publications in the Club .....	13
Article 35: Confidentiality of Invoices .....	14
Article 36: Guests .....	14
Chapter XII: Amendment .....	14
Article 37 .....	14
Chapter XIII: Dissolution .....	14
Article 38 .....	14

## **PREAMBLE**

WE, Members of the Senior Staff of the University of Nairobi,

**RECOGNIZING** the need to promote the social welfare of members of the Senior Staff of the University of Nairobi;

**TAKING** into account the necessity for constant interaction and exchange of ideas among the members of the senior staff of the University of Nairobi;

**MINDFUL** of our role and responsibility, as part of a larger academic community, to provide intellectual stimulus both within and without the precincts of the University of Nairobi

**HEREBY DECLARE** that there shall be at the University of Nairobi a **SOCIAL CLUB** to be known as the Senior Common Room (SCR), hereinafter referred to as “the Club”, to act and function in accordance with the provisions of this Constitution.

## **Chapter I: Definitions**

### **Article 1**

For the purpose of this Constitution, the following expressions shall have the meaning assigned to them as follows:

- a) “Senior Staff of the University of Nairobi” means academic members of staff of the rank of Tutorial Fellow and above, and senior library and administrative staff, namely, Grade 12 and above;
- b) “University of Nairobi” means all campuses and constituent university colleges of the University of Nairobi;
- c) “Audited accounts” means accounts of the Club audited by a firm of Certified Public Accountants registered by the Institute of Certified Public Accountants of Kenya and appointed by the General Assembly;
- d) “Accounting records” means cashbooks, debtors’ statement, creditors’ statements, quarterly income and expenditure statements, biannual balance sheets, auditors’ reports, every sixth and three-monthly projected-cash-flow statements, files of all receipts and invoices, and any other relevant documents;
- e) “General Assembly” means the gathering of all full members of the SCR;
- f) “Inclusive media” means modes of communication that are accessible to persons with diverse sensory disabilities.

## **Chapter II: Objectives**

### **Article 2**

The objectives of the Club shall be:

- 1) To provide and manage such facilities and services as the General Assembly may from time to time determine.
- 2) To provide a congenial atmosphere where members can interact, relax and have meals and/or refreshments.
- 3) To promote intellectual and cultural activities among its members.

## **Chapter III: Membership**

### **Article 3: Application for Membership**

- 1) Full membership shall be open to any person belonging to the Senior Staff of the University of Nairobi, provided that such staff member accepts and is willing to fulfil his or her obligations as provided by this Constitution.
- 2) Associate membership may be extended to members of the Senior Staff of any other academic institution of higher learning on a reciprocal basis.
- 3) Any person wishing to become a member shall complete the Club's application form and submit the same to the Secretary for transmission to the Executive Committee.
- 4) Application for full or associate membership must be supported in writing by two full members of the club in good standing.

### **Article 4: Rights of Members**

1. Subject to Article 20(4), full members shall have the right:
  - a) To enjoy the facilities and services provided by the Club;
  - b) To attend, participate and vote in the General Assembly;
  - c) To stand for any elective office of the Club.
2. Associate members shall enjoy all the rights and responsibilities of full members except the rights to stand for office and/or to vote in the General Assembly.
3. Members with disabilities shall:
  - a) Enjoy all the rights and take up all the responsibilities of membership on an equal basis with other members;
  - b) Pursuant to (a) above, such members shall inform the Chair of the Club in writing concerning any requisite interventions;
  - c) Members with disabilities shall sensitise all Executive Committee members and employees of the Club about their special needs, and the Executive Committee shall facilitate such sensitisation.

### **Article 5: Responsibilities of Members**

Members of the Club shall:

- 1) Conduct themselves in a manner in keeping with the dignity of the Club.
- 2) Settle their bills promptly.
- 3) Undertake such duties as the General Assembly may from time to time determine.

### **Article 6: Membership Fees**

Membership fees shall be determined by the General Assembly on the advice of the Executive Committee.

## **Chapter IV: Officials**

### **Article 7: List of Officials**

1. The Club shall have the following officials:
  - a) Chair;
  - b) Deputy Chair;
  - c) Secretary;
  - d) Deputy Secretary;
  - e) Treasurer;
  - f) Deputy Treasurer.
2. All officials shall hold their positions for one calendar year, but may be eligible for re-election for one further term.
3. Any official may resign his/her position provided that:
  - a) He/she gives a thirty days' notice in writing to the Executive Committee; and
  - b) He/she hands over to the Executive Committee all documents relating to his/her office.
4. Resignation from office does not imply withdrawal from membership of the Club for which a separate application shall be made under Article 32 of this Constitution.
5. There shall be no preferential treatment with regard to billing and debt collection for officials.

### **Article 8: Responsibilities of the Chair**

The Chair shall:

- 1) Have overall responsibility for the efficient management of the Club.
- 2) Make decisions on any urgent matter pending ratification by the Executive Committee.
- 3) Report in writing to the General Assembly at the Annual General Meeting on the operations of the Club during the preceding year.
- 4) Subject to Article 20(3) and Article 33, preside over all meetings of the General Assembly, Executive Committee, and Disciplinary Committee.

### **Article 9: Responsibilities of the Deputy Chair**

The Deputy Chair shall:

- 1) Act as Chair if the Chair is unable to perform his/her duties under Article 8 of this Constitution.
- 2) Perform such other duties as the Chair may expressly assign to him or her.
- 3) Act as Chair if the Chair is for any reason unable to perform his or her functions.

### **Article 10: Responsibilities of the Secretary**

The Secretary shall:

- 1) In consultation with the Chair and Treasurer, be responsible for the day-to-day running of the Club.
- 2) In consultation with the Chair and Treasurer, be in charge of Club staff discipline and welfare.
- 3) In consultation with the Chair and Treasurer, make purchases on behalf of the Club, except where capital expenditure is involved, in which case the consent of the Executive Committee will be required.
- 4) In consultation with the Executive Committee, issue communication to members on matters pertaining to the running of the Club through appropriate and inclusive media.
- 5) Maintain and have custody of all correspondence and records of the Club.
- 6) Be responsible for maintaining the Club's Library.
- 7) Take minutes of the meetings of the Executive Committee, the General Assembly, and the Disciplinary Committee.
- 8) Maintain an up-to-date list of all members of the Club.

### **Article 11: Responsibilities of the Deputy Secretary**

The Deputy Secretary Shall:

- 1) Assist the Secretary in the performance of his or her functions under Article 10 of this Constitution.
- 2) Act as Secretary of the Club if the Secretary is unable to perform his or her functions.

### **Article 12: Responsibilities of the Treasurer**

The Treasurer shall:

- 1) Ensure that keeping of proper Club accounts.
- 2) With the assistance of the Internal Audit Committee, prepare the annual budget of the Club for approval by the Executive Committee.
- 3) Table audited accounts of the Club at the Annual General Meeting of the General Assembly.

- 4) In consultation with the Chair and Secretary, be responsible for all assets and property of the Club.
- 5) In consultation with the Chair and Secretary, make purchases on behalf of the Club, except where capital expenditure is involved, in which case the consent of the Executive Committee will be required.
- 6) In consultation with the Internal Audit Committee, make recommendations to the Executive Committee on the remuneration of the employees of the Club.
- 7) Submit written monthly reports of the financial position of the Club to the Executive Committee.
- 8) Provide members with quarterly profit/loss and balance statements, provided that if 45 days have lapsed after the end of a quarter and no such statements have been submitted, the Chair shall call an emergency general meeting within twenty-one days for members to determine the course of action to be taken.

### **Article 13: Responsibilities of the Deputy Treasurer**

The Deputy Treasurer shall:

- 1) Assist the Treasurer in the performance of his or her functions.
- 2) Act as Treasurer if the Treasurer is for any reason unable to perform his or her functions.

## **Chapter V: Administrative Organs**

### **Article 14: List of Administrative Organs**

The Club shall have the following administrative organs:

- 1) The General Assembly.
- 2) The Executive Committee.
- 3) The Internal Audit Committee.
- 4) The Disciplinary Committee.

### **Article 15: The General Assembly**

The General Assembly shall:

- 1) Comprise all members of the Club.
- 2) Be the supreme policy-making body of the Club.
- 3) Meet, receive, and consider written reports of the Chairman, the Secretary and the audited accounts of the Club.
- 4) Elect officials of the Club.
- 5) Elect five other members to serve on the Executive Committee.
- 6) Elect members of the Internal Audit Committee and Disciplinary Committee.
- 7) Appoint ad hoc committees as and when necessary.



### **Article 16: Meetings of the General Assembly**

- 1) The Chair of the Club shall preside over all General Assembly meetings, except where Article 33 applies to the Office of Chair, in which case the Deputy Chair shall preside.
- 2) Decision on substantive as well as procedural motions shall be taken by a simple majority of members present and voting in person.
- 3) Fifteen percent of full members of the Club shall form a quorum for a meeting of the General Assembly. If no quorum is achieved, the Secretary shall issue a twenty-one day notice for another meeting of the General Assembly, at which the members present shall constitute a quorum.
- 4) Voting shall be by secret ballot.

### **Article 17: The Executive Committee**

1. The Executive Committee shall comprise:
  - a) The Chair;
  - b) The Deputy Chair;
  - c) The Secretary;
  - d) The Deputy Secretary;
  - e) The Treasurer;
  - f) The Deputy Treasurer; and
  - g) Five members Elected by the General Assembly.
2. The Executive Committee shall:
  - a) Be responsible to the General Assembly for the overall management of the Club;
  - b) Have access to all records and assets of the Club;
  - c) On the advice of the Internal Audit Committee determine the prices to be charged for services rendered by the Club;
  - d) On the advice of the Internal Audit Committee, determine the remuneration of employees of the Club;
  - e) On the advice of the Internal Audit Committee, make recommendation to the General Assembly for the adjustment of membership fees.
3. The Executive Committee shall be collectively responsible for the efficiency and good conduct of the employees of the Club while such employees are on duty.
4. The Executive Committee shall determine its own rules of procedure, save for the sitting allowance, which shall be determined by the General Assembly.

## **Chapter VI: Standing Committees**

### **Article 18: Standing Committees**

There shall be the following Standing Committees:

- a) Internal Audit Committee;
- b) Disciplinary Committee.

### **Article 19: Internal Audit Committee**

1. The Internal Audit Committee shall comprise:
  - a) The Secretary (ex-officio);
  - b) Three non-Executive Committee members elected by the General Assembly.
2. The Internal Audit Committee shall:
  - a) Examine the books of Accounts of the Club at the end of every quarter and report to the Executive Committee;
  - b) Make recommendations to the Executive Committee on membership fees;
  - c) Make recommendations to the Executive Committee on the prices to be charged for services rendered by the Club;
  - d) Make recommendations to the Executive Committee on the remuneration of Club employees.

### **Article 20: The Disciplinary Committee**

1. The Disciplinary Committee shall comprise:
  - a) The Chair of the club;
  - b) The Secretary of the Club;
  - c) Three non-Executive Committee members of the Club elected by the General Assembly.
2. The Chair of the Club shall ordinarily preside over the meetings of the Disciplinary Committee.
3. Where the Chair is the subject of disciplinary inquiry, the Secretary of the Club shall act as Chair of the meeting.
4. The Disciplinary Committee shall have powers to suspend a member or recommend to the Executive Committee his or her expulsion.
5. In exercising its powers under Sub-Article 4 above, the Disciplinary Committee shall be guided by the principles of natural justice.
6. Any member expelled under Sub-Article 4 above has the right to appeal in writing to the General Assembly.
7. On receipt of the appeal under Sub-article 6, the General Assembly shall appoint a five-member ad hoc committee to review the decision of the Executive Committee and make recommendations to the General Assembly.

**Comment [R1]:** I added this for clarity.

**Comment [R2]:** I added for clarity.

**Comment [R3]:** I moved this earlier to remove ambiguity.

## **Chapter VII: Meetings**

### **Article 21: General Meetings**

1. There shall be an Annual General Meeting of the Club to be held within four months after the end of the financial year.
2. The Notice of the meeting together with the audited accounts shall be sent to all members at least twenty-one days before the date of the meeting.

3. The Annual General Meeting shall consider:
  - a) The written report of the Chairman;
  - b) The written report of the Secretary;
  - c) The audited accounts;
  - d) Such other business as the agenda of the meeting may specify.
4. The Annual General Meeting shall elect:
  - a) Members of the Executive Committee;
  - b) Non-Executive Committee members of the Disciplinary Committee;
  - c) Non-Executive Committee members of the Internal Audit Committee.
5. The Annual General Meeting shall appoint an independent external auditor.

#### **Article 22: Requisitioning of Special General Meetings**

1. Any fifty full members or more of the Club may request the Chair in writing to call a Special General Meeting of the General Assembly.
2. Upon receipt of the request in Sub-article 1, the Chair shall cause a fourteen day notice of a Special General Meeting to be issued.

#### **Article 23: Meetings of the Executive Committee**

1. The Executive Committee of the Club shall meet once every month unless circumstances require the convention of an extra meeting.
2. The minutes of the Executive Committee meeting shall be made available to members two weeks after each meeting.
3. Any Executive Committee member who misses three consecutive meetings of the Executive Committee without good cause shall be deemed to have resigned. His/Her position shall be filled at the next meeting of the General Assembly.
4. The Chair or any six members of the Executive Committee may call a meeting of the Executive Committee giving a written notice of at least seven days.
5. Any six members of the Executive Committee shall form a quorum.

#### **Article 24: Meetings of the Standing Committees**

1. Standing Committees shall meet as and when necessary, but at least once every four months, provided the first meeting of the Internal Audit Committee shall be held within two weeks after the Annual General Meeting.
2. The quorum for the Standing Committees shall be a simple majority of members.

### **Chapter VIII: Elections**

### **Article 25**

1. Elections of officials and members of committees shall be held at the Annual General Meeting.
2. Any full member of the Club shall be eligible for nomination for election for any position, provided that he or she is not for the time being under any disciplinary action.
3. No candidate for any office shall be nominated in absentia, unless the candidate has indicated in writing his or her willingness to serve.
4. Elections shall be by secret ballot.

## **Chapter IX: Finances**

### **Article 26: Invoices**

1. Any member who is not paying for services in cash must sign invoices and pay the outstanding sum within thirty days.
2. Any employee or member may notify the Chair, Secretary or Treasurer about anyone who destroys or attempts to destroy his or her invoices for action by the Disciplinary Committee.

### **Article 27: Payment of Overtime**

Remuneration for overtime services rendered shall be paid to employees as may be determined by the Executive Committee from time to time.

### **Article 28: Payments by the Club**

1. All cash received through sales or for any other purpose shall be banked.
2. Goods and services shall be paid for by cheque provided that petty cash may be used where necessary.
3. All Cash payments must be made against approved supporting documents.

### **Article 29: Signatories**

All Club cheques shall be signed by the Treasurer and countersigned by the Chair or Secretary.

### **Article 30: Embezzlement**

Any official or employee who embezzles Club money shall be liable to prosecution.

## **Chapter X: Employees of the Club**

### **Article 31**

1. The Executive Committee may engage persons to serve in the Club on such terms and conditions as it may, on the advice of the Internal Audit Committee, determine.
2. Subject to Sub-article 1, the Executive Committee may hire staff on full time or part time basis.
3. The Head of Club employees shall be the Manager who shall be accountable to the Executive Committee.

## **Chapter XI: General Provisions**

### **Article 32: Withdrawal**

Any member may withdraw from membership of the Club provided that he or she:

- a) Has given a thirty-day notice in writing to the Secretary; and
- b) Has settled his or her bills and/or any other monies owed to the Club.

### **Article 33: Removal from Office**

1. Any member of the Executive Committee may be removed from office by a meeting of the General Assembly.
2. Any member or members proposing such removal must obtain at least fifty signatures of full members to convene a Special General Meeting.
3. The Executive Committee member concerned shall have the right to be heard on the accusations against him or her.
4. Notwithstanding the provisions of Sub-article 2, an Executive Committee Member may be removed only by two- thirds of members present and voting in person.
5. Voting shall be by secret ballot.

### **Article 34: Publications in the Club**

1. Newspapers, periodicals and any other publications are properties of the Club and should not be removed therefrom, wholly or in part, except with the express consent of the Secretary.
2. Any member found removing or defacing any such publications shall be liable to disciplinary action.

### **Article 35: Confidentiality of Invoices**

The invoices of members are confidential and shall not be disclosed to any person except :

- a) Members of the Executive Committee;
- b) The Club Manager;
- c) The Internal Audit Committee;
- d) The Finance Officer of the University of Nairobi.

### **Article 36: Guests**

1. A member may escort a guest into the Club, provided that no person who is qualified to be a member shall be escorted as a guest on more than two occasions.
2. Postgraduate students may be escorted.
3. No undergraduate student, expelled or suspended member of the Club shall be an escorted guest to the Club.
4. (a) An escorted guest shall enjoy the facilities of the Club as long as the escorting member is present, and the member shall be responsible for the conduct of his or her guest or guests.  
(b) No escorted person shall sign invoices or pay for services rendered.

## **Chapter XII: Amendment**

### **Article 37**

1. This Constitution may be amended by two-thirds of members present and voting at a General Meeting.
2. A twenty-one day notice shall be issued in respect of Sub-article 1 above.

## **Chapter XIII: Dissolution**

### **Article 38**

The club may be dissolved by a resolution of a General Meeting provided that:

- a) A twenty-one day notice of the intended dissolution has been issued; and
- b) The resolution is supported by three-quarters of the Club's total membership.

[The End]