

THE CONSTITUTION

OF

KENYA PADEL FEDERATION

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PREAMBLE

For our love of the Padel Sport in Kenya and in the entire globe; And for our desire and commitment to grow and popularize the game of Padel; We forthwith give this Constitution of Kenya Padel Federation, unto our generation and those yet to come!

We, the founder members of the Kenya Padel are proud to be associated with Kenya Padel Federation .

ARTICLE 1: NAME, REGISTERED OFFICE & STATUS

1.1 The name of the Federation is “Kenya Padel Federation” registered under Section 47 of the Sports Act, Laws of Kenya and hereunder referred to as KPF

1.2 The Headquarters of KPF shall be situated in Nairobi at publicly accessible premises where it will maintain an office and keep all documents, office records, files and property of the Federation.

1.3 The Board may establish such other offices anywhere in Kenya as it may consider necessary for the discharge of the KPF's functions.

ARTICLE 2: INTERPRETATIONS

2.1 DEFINITIONS

In this Constitution and any by-laws made thereunder, except where the context otherwise requires: -

"Association" Means a County Sports organization or a branch of KPF registered under section 47 of the Sports Act and is affiliated to KPF but whose area of operation is within a County or whose reach is only within a County.

"Act" Means the Sports Act No. 25 of 2013.

"By-laws" Means the rules and regulations formulated by the Executive Board and ratified by the Council at an Annual General Meeting or a Special General Meeting for the proper management and development of the game.

"Chief Executive Officer" Mean the Chief Executive Officer of KPF appointed under Article 8.5.8 of this Constitution by the Executive Board.

"Club" Means a sports organization registered under Section 46 of the Sports Act for the purposes of developing the Padel Sport at the sub-county level and which is affiliated to either KPF if it participates in top tier Premier League or to Padel County Sports Association if it does not participate in Premier League

"Code of Conduct" Means rules and regulations that govern the behavior of members, officers, officials of KPF and includes the International Padel Federation Bye-Laws, Anti-Corruption Code and Anti-Discrimination Code;

"Committee" Means a committee constituted under Article 8.4.5 of this Constitution.

"Constitution of Kenya" Means the Constitution of Kenya, 2010.

“County” Means the territory of Kenya divided into counties as specified in the First Schedule of the Constitution of Kenya, 2010.

“County Padel Association” Means a County Sports organization registered under section 46 of the Sports Act and whose area of operation is within a county or whose reach is only within a county and is affiliated to KPF;

“Delegate” Means a person appointed in writing by a member to represent that Member at a Meeting of KPF but with no voting rights;

“Effective Date” Means the date when this Constitution is adopted by KPF

“Executive Board” Means members of the Executive Board of KPF elected under Article ---- of this Constitution;

“Federation” Means Kenya Padel Federation (KPF);

“Financial Year” Means the year commencing 1st January and ending 31st December;

“Member” Means any person or body that and if it is a County Sports Association or a Club participating in top tier league, is affiliated to KPF, pays annual subscription and has been admitted as a member of KPF;

“Official” “Means any administrator, coach, referee, team manager, scorer, statistician or any other person who holds a position as an official in the sport of Padel;

“Official Rules” Means rules of the game of padel as released and updated by the FIPA from time to time for national and international competition;

“Registrar” Means the Sports Registrar appointed under section 45 of the Sports Act;

“Licensed” Means being licensed under section 45 of the Sports Act;

“Rules and Regulations” Means the regulations issued for the management of Padel in Kenya in conformity with this constitution, the Sports Act and any other relevant law;

“Schools” and **“Colleges”** Means any educational institution duly recognized by the Ministry responsible for matters relating to education;

“Seal” Means the common seal of KPF

“**Trustee**” Means members, current and or former officials of KPF or any other person appointed by the Executive Board;

“**FIPA**” Means the International Padel Federation

“**Padel Coaches Body**” means a Professional Sports Body by whatever name licensed under section 45(4) of the Sports Act as read together with Paragraph 16 of the Sports Registrar Regulations of 2nd September 2016 to deal with matters relating to Padel coaches in Kenya.

“**Padel Players Welfare Association**” means a professional sports body licensed under section 45(4) of the Sports Act as read together with Paragraph 16 of the Sports Registrar Regulations of 2nd September 2016 to deal with matters relating to the welfare of Padel players in Kenya”.

“**Proxy**” means a person representing a bonafide delegate who is unable to attend a General Meeting of the Council to vote on behalf of such delegate.

“**Sports Act**” means the Sports Act (2013) and as amended from time to time.

“**Sports Disputes Tribunal**” is a tribunal constituted under Section 55 of the Sports Act No. 25 of 2013.

2.2 ABBREVIATIONS

(2): ABBREVIATIONS

“**ADAK**” Means Anti-Doping Agency of Kenya.

“**AGM**” Means the Annual General Meeting.

“**CAS**” Means the International Court of Arbitration for Sports.

“**CEO**” Means the Chief Executive Officer;

“**KPF**” Means Kenya Padel Federation.

“**FIPA**” Means International Padel Federation.

“**IOC**” Means the International Olympic Committee.

“**KNSC**” Means Kenya National Sports Council.

“**NOCK**” Means the National Olympic Committee of Kenya.

“**SDT**” Means the Sports Dispute Tribunal.

“**SGM**” Means Special General Meeting.

“**WADA**” Means the World Anti-Doping Agency;

2.3 CONSTITUTION

In this Constitution, unless the context requires otherwise:

- (a) Words importing the masculine gender shall include the feminine gender and vice versa.
- (b) Words importing the singular shall include the plural and vice versa.
- (c) Reference to any statute is deemed to include all provisions amendments, revisions, substitutions and or consolidations made from time to time.
- (d) A reference to a “day” means any day of the week and is not limited to working days unless specified otherwise.
- (e) A reference to a person includes body corporate, the legal personal representative, successors and permitted assignees of that person or body corporate.
- (f) A reference to any agreement includes an agreement that is modified, supplemented, innovated, or substituted from time to time.
- (g) Headings of the Articles and the table of contents page under this Constitution are for reference only and shall not affect interpretation of this Constitution.

ARTICLE 3: NON-PROFIT ORGANIZATION

3.1 KPF is a non-profit Federation that exists for the purpose of carrying out business that is solely beneficial to the Federation and its Members.

3.2 The income and the assets of KPF shall be applied for investment and the promotion of its objects and no proportion of the income and assets shall be paid

or transferred, directly, to any Member of the Federation, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any office bearer of the Federation or any Member of it in return for any services actually rendered to the Federation.

ARTICLE 4: GUIDING PRINCIPLES OR STANDARDS

4.1 Affiliation: A body or Sports Organization that seeks to be affiliated to KPF must be registered or licensed under the Sports Act as the case may be. KPF may collaborate all other legally registered entities.

4.2 Anti-Doping Rules and Regulations: KPF, all its Members, Athletes, Coaches, Referees, Agents and Elected and Technical Officials shall comply with the anti-doping rules and regulations as amended from time to time by the Anti-Doping Agency of Kenya, FIPA and World Anti-Doping Agency.

4.3 Code of Conduct: All sports organizations affiliated to KPF shall develop Code of Conducts or Ethics for their members and ensure compliance.

4.4 Compliance: KPF and all its members, officials and affiliated Sports organizations shall adhere to this Constitution, rules and regulations developed by KPF, the Sports Act, FIPA by-laws, and any other relevant law provided the same is not inconsistent with the constitution.

4.5 Dispute Resolution: KPF and all bodies or sports organizations affiliated to it shall abide by the FIPA rules and regulations, its internal dispute resolution mechanism and if the dispute is not resolved, resort to the Office of the Sports Registrar, the Sports Disputes Tribunal, Kenya or the Court of Arbitration for Sports based in Lausanne, Switzerland as the case may be . KPF recognizes article 2.5 of the FIPA Bye-Laws - the sole and exclusive acceptance for disputes of Court of Arbitration for Sport from Lausanne, Switzerland.

Dispute Resolution: KPF shall develop an Internal Dispute Resolution Mechanism for the resolution of disputes. Such mechanism will initially involve an informal process of resolution before a committee to be established by FIPA. In the event the dispute is not resolved, it shall be referred for resolution in accordance with the Sports Act, Number 25 of 2013.

4.6 Gender Equity: KPF shall always uphold the Constitutional principle of gender equity and take measures to implement the principles that not more than two-thirds of elective or appointive positions are of the same gender.

4.7 Good Governance: KPF and all its members and officials shall promote the principles of good governance including but not limited to; accountability and transparency, fairness, stakeholder identification and inclusivity, diversity, and work towards gender parity.

4.8 Rules of the Game: All athletes and technical officials shall endeavor to understand rules and regulations of the game as set from time to time by the FIPA.

ARTICLE 5: AIMS & OBJECTIVES

The aim and objectives of KPF shall include: -

5.1 Promotion, development, enhancement, and protection the Padel Sport.

5.2 Maintenance of good standing with all governing and regulatory bodies.

5.3 Promote the development of Padel in amongst marginalized persons, including women and persons with disability in line with Article 100 of the Constitution of Kenya 2010.

5.4 Coordination of technical information on physical training, equipment, design, coaching and performance analysis;

5.5 Development of dispute resolution mechanisms in accordance with the rules of the FIPA and the Sports Act;

5.6 Adherence to this Constitution, KPF Code of Conduct, Sports Act and other relevant laws

5.7 Observance of anti-doping policies, laws, rules and regulations as developed and amended from time to time by the Anti-Doping Agency of Kenya, the World Anti-doping Agency and the FIPA;

5.8. Fostering friendly relations among the members, officials, players and supporters of the Padel sport in Kenya;

5.9. Exercising control of the Padel sport by taking such steps as shall be deemed necessary for preventing infringement of the Constitution 2010, the Sports Act, any other relevant law, this Constitution, and any by-laws made thereunder, and enforcing the laws of the game as laid down and amended from time to time by the FIPA;

5.10 Prevention of all forms of discrimination whether directly or indirectly against any person on any ground, including race, sex, pregnancy, marital status, health status, ethnic or social origin, color, age, disability, religion, conscience, belief, culture, dress, language or birth.

5.11 Promulgation and observance of by -laws by all members of KPF

5.12 Management and encouragement of tours within and outside Kenya

5.13 Management and encouragement of tours of Kenya by foreign national teams

5.14 Promotion of fair and meritorious selection of National Teams to represent Kenya in international tournaments and championships based on international best practices

5.15 Mobilization of resources through, levies, subscription, gate charges, Sponsorship, donations and any other resources from any persons or institutions to achieve the objectives of KPF;

5.16 Establishment of linkages and strategic alliances with other Padel organizations, to foster and promote the Padel Sport;

5.17 Development of capacities for technical and administrative officials for the federation and;

5.17 Generally handle all matters concerning the Padel sport in Kenya;

ARTICLE 6: AFFILIATION

6.1 KPF shall affiliate and cooperate with; -

- (a)** Kenya National Sports Council (KNSC);
- (b)** National Olympic Committee of Kenya (NOCK);
- (c)** International Padel (FIPA); and
- (d)** Africa Padel Federation

- (e) Any other continental and regional bodies associated with the promotion of Padel.

ARTICLE 7: MEMBERSHIP

7. (1) Any person over the age of seven years shall be eligible for membership of KPF subject to approval of the Executive Board and the Annual General Meeting and payment of the prescribed annual membership fee.

(2) 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.

(3) Prospective members shall apply for membership on an application form availed by the Executive Board giving such particulars as may be required by KPF and an undertaking that the applicant will be bound to observe all rules and regulations of KPF.

(4) The membership application form shall be completed and signed by the person or body seeking membership and in case of minors, signed by a parent or guardian and submitted to the Secretary of KPF.

(5) All applications for membership shall be considered by the Executive Board.

(6) When an applicant's application is approved, he shall be notified accordingly and on payment of the annual prescription fee, shall be deemed to be entitled to all the facilities and privileges of KPF except where it is expressly stated and be obliged to observe its rules and regulations.

(7) The Members of KPF shall be those fully paid up persons or bodies listed in the register of members maintained by the Secretary of KPF.

(8) In the event of a member's resignation or expulsion, his name shall be removed from the members' register.

(9) Appeal against removal or non-admittance can be made in writing to KPF Executive Board within 14 days and will be heard at a special general meeting within 30 days of receipt of the appeal.

7.10: MEMBERSHIP REGISTRATION FEES

7.10. (1) The Registration fee shall be determined from time to time by the Executive Board and approved at the Annual General Meeting and shall be non-refundable.

(2) The Registration fee shall be paid once by members and the same will be used to maintain membership and support participation in activities of KPF. The same will also be used for the purpose of being provided with a complete set of KPF uniform and thereafter any additional request will attract an additional payment depending on the type of uniform required.

(3) Members shall also pay a yearly subscription fee set by the Executive Board and approved at the AGM.

7.11: MEMBERSHIP CATEGORIES

There shall be six (6) categories of membership comprising of;

1. Full Members
2. Associate Members
3. Life Members
4. Honorary Members
5. Ordinary Members and
6. Junior Members (to accommodate children interested in the sport of Padel)

who shall on application, admission and payment of requisite fee be members of KPF.

7.11. (1) Full Members

A full member shall be the County Padel Associations and Clubs participating in top tier leagues registered under the Sports Act and as provided for under this Constitution. A Full Member shall be entitled to vote at the Annual General Meeting and shall be drawn from:

- (a) Each legally registered and affiliate County Padel Association as established under this Constitution;

- (b) Subject to Sub –Article ----- (*current 7.9*), each County Padel Association and Padel Clubs participating in the top-tier leagues shall be entitled to three (3) votes each comprising of the Chair, the Secretary and the Treasurer

(2) Associate Members

Any association, society or body of persons, that has as one of its objectives as playing, administration and promotion of the game of Padel; and who may apply to be registered as an associate member of KPF. Associate members will not have a voting right.

(3) Life Members

This is any individual nominated by KPF, a County Padel Association or a Padel Club and honored as such at an Annual General Meeting for making an outstanding contribution to the Padel sport in Kenya and has paid membership fee such fee as may be prescribed from time to time by the Executive Board.

3. (1) A Life Member shall be afforded all rights of membership including the right to attend and speak at meetings but is not entitled to vote.

(4) Honorary Members

These are individuals who have diligently served KPF, any County Padel Association or Club for at least two terms and have been honored as such at an Annual General Meeting or any individual designated as such by the Executive Board on approval of the Council.

4. (1) An Honorary Member shall be afforded all rights of membership including the right to attend and speak at meetings but is not entitled to vote.

(5) Ordinary Members

This is any person interested in the objectives of KPF and whose application has been accepted by the KPF Board and has paid membership fee of such fee as may be prescribed from time to time by the Executive Board. Such person may upon payment of such other required fee as prescribed by the Executive Board become a life member.

5. (1) Ordinary members shall be afforded the rights to enter and enjoy KPF facilities but are not entitled to attend meetings or vote.

(6) Junior Members

6. (1) Junior members are children interested in or playing the Padel sport who fall within the age of 7 to 17 years.

(2) KPF shall in liaison with affiliated County Associations and Clubs keep close links with local primary and secondary schools to encourage participation of pupils in Padel by providing training sessions locally for children in those institutions.

(3) KPF in liaison with affiliated associations and clubs shall advertise for players under 18 years of age during each year, before outside training sessions commence.

(4) Any child player member will be eligible to train with KPF and its affiliates regardless of ability.

(5) Once recruited by KPF or its affiliates, a junior member's parent or guardian shall sign consent and registration form which will provide contact information including emergency telephone numbers and any medical information deemed necessary.

7.1.1 Full Members and their Voting Rights

(a) A full member shall be the County Padel Association. A full Member shall be entitled to vote at the Annual General Meeting.

(b) County Padel Sports Association shall be entitled to three (3) votes each comprising of the Chair, Secretary, and the Treasurer. In the absence of any of these officials, the absent official shall appoint a proxy who is a member of the County Association to vote on his behalf.

7.1.2 Requirements for Full Members

(a) Proof of registration under the Sports Act.

- (b) Submit in writing a list of all their players, details of their physical location and their officials and a copy of the Constitution.
- (c) Submit a written undertaking to PKF that it will conform with this Constitution, the Sports Act and any other relevant law;
- (d) Evidence of registered clubs affiliated to County Padel Association;

7.1.3 Associate Members and their Voting Rights

- (a) Any Professional Sports Body with objectives of development and promotion of Padel that is licensed under Sports Act may apply to be registered as an Associate Member of PKF.
- (b) An Associate Member shall have a single vote at any election of Kenya Padel Federation.
- (c) An Associate Member shall enjoy all the rights and privileges of a Full Member and may sponsor or second a motion submitted to Kenya Padel Federation.

7.1.4 Requirements for Associate membership

- (a) Proof of registration under the Sports Act.
- (b) Submit in writing a list of all their members, details of Associate Member's physical location and their officials.
- (c) Submit a written undertaking to KPF that it will conform with this Constitution, the Sports Act and any other relevant law;

7.1.6 Requirements for Honorary Membership

Honorary members shall be appointed by the Executive Board and approved by the AGM upon nomination by a member or upon application by any qualified person.

7.1.7 For County Padel Associations

- (a) Proof of registration under the Sports Act.
- (b) Submit in writing a list of all their players, details of the Association's physical location and their officials and a copy of the Constitution.
- (c) Submit a written undertaking to CPF that it will conform with this Constitution, the Sports Act and any other relevant law;

(d) Evidence of registered clubs affiliated to County Padel Association;

7.2 An application for affiliation to CPF shall be considered by the Executive Board within 30 days of receipt of the application provided the application satisfies the requirements of this Constitution.

7.3 The Constitution and rules of County Padel Association shall not be in conflict with this Constitution, Sports Act, FIPA Statutes and any other relevant laws.

7.4 Each County Padel Association shall pay an annual subscription fee to PKF to be fixed at an AGM which shall be paid within 30 days of written demand made by the Executive Board or its authorized officer.

7.5 Member Registration and Subscription Fees

- (a) Each Member or Associate Member shall pay such Membership fee, Annual Subscriptions, Affiliation, Insurance and Competition fees as may be determined by the Executive Board from time to time. All fees paid to PKF shall be non-refundable.
- (b) Membership fee shall be paid once by members and the same will be used to maintain membership and support participation in activities of PKF.
- (c) The annual subscription shall be payable in advance on or before the fifth working day of the first month of each calendar year and shall be valid until the end of the calendar year.
- (d) No Member shall be entitled to vote at the Annual General Meeting if they are in arrears of any fees due to PKF.

7.6 LOSS OF MEMBERSHIP AND DISCIPLINE

7.6.1 Loss of Membership

- (a) A Member may resign by giving a thirty days' notice in writing to the CEO.
- (b) A member may be fined, censured, suspended, or expelled from membership with PKF for such period and terms as the Executive Board may determine for such misconducts including, but not limited to:

- i. Infringement of this Constitution, Regulations, Rules, By-laws, Standing Orders of KPF and the Constitution of Kenya 2010 and its enabling laws;
- ii. Non-payment of the prescribed fees or any dues to Kenya Padel Federation within the time allowed in each case and non-payment of any other debts to KPF;
- iii. Any gross misconduct which brings KPF and Padel Sport into disrepute;
- iv. Violating decision of the Arbitrator appointed in accordance with the provisions of this Constitution;
- v. If PKF ceases to exist legally;
- vi. Where a County Padel Association fails to maintain a prescribed minimum number of affiliate Clubs as set out in KPF's Constitution, Sports Act or any other regulations or relevant law.

(c) In case of such alleged misconduct, the accused member will be notified in writing of the wrongdoing and given a minimum of 7 days to respond to the allegation.

(d) The response will be deliberated upon by the Executive Board and the accused given an opportunity to defend himself personally or through an attorney. A decision of the Board will be communicated to the accused within 7 days. The accused may appeal the decision of the Board within 14 days of such verdict.

(e) All disputes involving athletes, athlete support, personnel or other persons under the Federation's jurisdiction, (other than those arising under the Anti-Doping Regulations or as otherwise expressly specified in this Constitution or any Federation Regulation), shall be submitted to a hearing before a Committee established by the Board.

7.6.2 Principles of Hearing of Disciplinary Matters:

All hearings under the Federation's Rules and Regulations shall respect the following principles-

- (a) A timely and fair hearing by the KPF Committee responsible for Ethics and Disciplinary matters before taking the dispute or matter for mediation or arbitration to the Sports Registrar or as provided for under the Sports Act.
- (b) The right to appeal to SDT by a person or party not satisfied with the decision of the Registrar;
- (c) The right of the individual or body to be informed of the charge against him;
- (d) The right to present evidence, including the right to call and question witnesses,
- (e) The right to be represented by legal counsel and an interpreter (at the individual's expense) and
- (f) A timely decision in writing.

7.6.3 Effects of Loss of Membership

- (a) In case an official of a County Padel Association resigns, the Association shall appoint another official in acting capacity for a period not exceeding 90 days and thereafter conduct fresh election to fill the vacancy.
- (b) For an associate and honorary member KPF will immediately remove the members from its register and cease any relationship with them forthwith.
- (c) A Member who is suspended or ceases to be a Member shall forfeit all membership rights in KPF until the suspension is lifted or the punishment takes effect ; and,
- (d) Any KPF documents, records or other property in the possession, custody or control of that Member shall be returned to KPF immediately.

7.6.4 Re-Admission

Any member who resigns or is suspended or expelled by KPF and provides a satisfactory explanation may at the discretion of the Executive Board upon full payment of all membership fees, be re-admitted to membership.

ARTICLE 8: GOVERNANCE

The principal organs of Kenya Padel Federation shall be; -

8.1 The AGM, and

8.2 The Executive Board.

8.1 The AGM

- (a) There shall be an AGM once a year upon issuance of 21 days written Notice;
- (b) Quorum at AGMs meetings shall require the presence of, at least, half of the representative members of KPF and such number shall include representation by, at least, 50% of the affiliated Counties.

8.2 Composition of the AGM

The AGM shall comprise of;

- (a) Executive Board
- (b) 3 delegates from each registered County Padel Association
- (c) A representative of a licensed Coaches body
- (d) A representative from each associate member
- (e) One man and one-woman representing Padel Athletes nominated by the Padel Players Welfare Association duly registered under the Sports Act.

8.3 Duties and Powers of AGM

The AGM shall have power to;

- (a) Oversee matters of policies, procedures, strategies, standards, guidelines and to enforce the obligations and responsibilities imposed upon it by this Constitution and any by-laws made thereunder.
- (b) Approve and ratify membership, appointments to Standing Committees and decisions of the Board relating to policy direction, loss and discipline of membership, finance and investment.
- (c) Appoint an independent panel to hear and determine any appeals and emerging issues subject to provisions provided under this Constitution, for action taken by the Board against any member, official or player for an infringement of this Constitution, the Sports Act, any other relevant law and or nay by-laws made thereunder or whose conduct is calculated to bring the Padel Sport into disrepute;

- (d) Approve or waive the prescribed fees to be paid by members. All fees shall fall due on 1st day of January of each and every year and shall be payable within the first five (5) working days of the calendar year starting on 1st of January;
- (e) Appointment of auditors and adopt Audit Reports;
- (f) Approve financial statements;
- (g) Elect, suspend, expel, admit and or reinstate members of the Executive Board or members as the case may be;
- (h) Adopt and /or amend PKF Constitution;
- (i) Perform such other function as may be specified in this Constitution.

8.4: EXECUTIVE BOARD

8.4.1 Executive Board Composition

KPF shall have an Executive Board elected by Members except for (d),(g) and (h) herein below and shall be composed of:

- (a) The Chairperson(President).
- (b) The Vice Chairperson (Vice President).
- (c) Treasurer.
- (d) One person representing County Padel Associations
- (e) One person representing Padel Sports Clubs;
- (f) Chief Executive Officer who shall be an *Ex-officio* member and CEO to the Board and the Council.
- (g) Members appointed by the Council to meet the two third Gender rule as provided for by the Constitution of Kenya 2010.

The Board may co-opt any person or persons with certain required expertise as a Non-Executive Member(s) of the Board or any of its committees to further the objectives of KPF. Such persons may be invited

to attend meetings and activities of KPF as required/on need basis but shall have no voting rights.

8.4.2: Term of Office for Executive Board Members

- (a) The CEO, Development Director and other non-elected members of the Board shall serve for a period of three years and shall be eligible for reappointment for one further term of three years.
- (b) The elected members of the Board shall serve for a period of four years, and shall be eligible for re-election for one further term of four years.
- (c) The four-year term for Members of the Board shall commence at the conclusion of the Annual General Meeting at which they are elected and expire at the conclusion of the fourth Annual General Meeting after election.

8.4.3: Duties and Powers of The Executive Board

The duties and powers of the Executive Board shall be to;

- (a) Make decisions upon all matters of administration and management of KPF;
- (b) Appoint in consultation with and approval of the Council; a Chief Executive Officer who shall be an *ex-officio* Member to the Board;
- (c) Appoint any person or persons as any be deemed necessary to serve on any of the Committees or Sub-Committees of KPF;
- (d) The Board may appoint such officers, agents and staff as are necessary for the proper and efficient discharge of the Functions of KPF under this Constitution, upon such terms and conditions as the Board may determine in compliance with the employment and labour laws and regulations.
- (e) Approve tournaments between County Association Affiliated to KPF and to control and sanction any proposed national and international tournaments both within and outside Kenya at all times in accordance with FIPA rules and regulations including, in particular, the FIPA regulations on the sanctioning of events (as they may be amended from time to time).
- (f) Exercise control over all categories of membership;

- (g) Ratify and or notify the AGM of the recommendations and or decisions of the Disciplinary Committee and any Arbitration process;
- (h) Suspend a County Padel Association affiliated to KPF for gross misconduct or financial mismanagement subject to approval by the Council;
- (i) Implement decisions, policies and programs adopted by the General Meetings and to report to the General Meeting annually on their implementations;
- (j) Develop, adopt and review the KPF Strategic Plan, Constitution and policies and submit to the Council for approval;
- (k) Consider and advise on any violation or infringement of the Constitution, rules and regulations of KPF and or FIPA Statutes and take necessary actions and or recommendations to the AGM;
- (l) Administer the financial affairs of KPF in conformity with financial policies decided in the General Meetings and other acceptable financial standards;
- (m) Make rules providing for the proper custody and maintenance of the files, registers and accounts of the Federation and the duties of the office bearers in relation thereto;
- (n) Responsible for the management of the Federation and for that purpose may give directions to the officers as to the manner in which within the law, they shall perform their duties;
- (o) Responsible for operationalization of the FIPA rules in Kenya;
- (p) Carry out any act necessary to achieve the objectives of KPF in accordance with the Constitution, the Sports Act and any other relevant law; while adhering to the FIPA Constitution membership criteria; and
- (q) Make decisions and take any necessary actions on behalf of KPF within the provisions of the Constitution, the Sports Act and any relevant law for the purpose of promoting the aims and objectives of KPF.

8.4.4 Board Meetings

- (a) The Board shall meet regularly as required and at least quarterly to effectively lead KPF.

- (b)** A fourteen-day notice or, in the case of emergency, such shorter period as the Chairperson may determine shall be issued.
- (c)** A Special Meeting of the Board may be convened within reasonable time if requested by, at least, three (3) Members of the Board in writing duly signed by each of the 3 Board members.
- (d)** The Quorum for Board Meetings shall be two-thirds of the elected and appointed members. Co-opted members may be invited to different meetings as need arises.
- (e)** Except for ex-officio and co-opted Members, each Member of the Board shall have one (1) vote on any matter. The Chair shall have a casting vote in the event of a tie.
- (f)** Board papers should be availed to members at least three days prior to the date of a Board meeting.

8.4.5 Board Committees

The Board shall:

- (a)** At its first meeting following elections appoint Conveners and members of the Board to at least three Standing Committees drawn from the Board and any other Members of Kenya Padel Federation as well as non-members if necessary. The Committees responsible for:
 - i.** Audit, Compliance and Risk Management.
 - ii.** Technical Matters (Sports Development, Leagues and Competitions).
 - iii.** The Disciplinary and Ethics.
 - iv.** Finance, Administration and Human Resources.
 - v.** Health and Medical Committee.
- (b)** Co-opt a person of required expertise to the Committees of the Board as it may deem necessary. A co-opted member may not have voting rights

- (c) Provide terms of reference for each committee and may delegate certain decisions to the Committees as it may deem fit provided that the delegation of such decisions shall be as set out in the Committee's Terms of Reference.
- (d) Review the mandate of each committee periodically.
- (e) Determine the frequency of meetings of committees.
- (f) Determine the composition, role, responsibilities, powers, functions, and procedures of each Standing Committee.

8.4.6 Board Workplan

The Board shall at the beginning of each financial year ensure development of its own annual Workplan

8.4.7 Board Remuneration

There shall be no remuneration for Board and Committee members, except as provided for in Article 3.2.

8.5 Duties and Powers of The Executive Board Members

8.5.1 The Chairperson (President)

The duties and powers of the Chairperson shall be; -

- (a) Provide overall leadership to the Board.
- (b) Play a key Role in setting of the Agenda for the Board meeting.
- (c) Preside over all meetings of the Board in which he is present and shall conduct such meetings in accordance with this Constitution;
- (d) Ensure observations of the rules and regulations of this Constitution;
- (e) Promote good relationship with stakeholders including the Government, the FIPA, other national and international Sports bodies, and participating at meetings of such bodies.
- (f) Sign confirmed minutes of the Board;

- (g) Hold a casting vote in the event of a tie.
- (h) Be a mandatory signatory to KPF Bank Accounts; and

8.5.2 Qualifications for Chairperson

A person shall be eligible for election under Article 10.5; if that person holds the following qualifications and any such other terms and conditions as may be determined by the Council: -

- (a) Is a Kenyan citizen
- (b) Has demonstrable record of strategic leadership and managerial capacity.
- (c) Has knowledge and experience of management and corporate governance for period not less than five (5) years.
- (d) Ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity;
- (e) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya.

8.5.5 The Treasurer

The Treasurer shall be responsible for:

- (a) Keeping and maintaining the books of accounts for KPF;
- (b) Ensuring that accounts for KPF are fully and accurately kept;
- (c) Reporting quarterly to the Board on the financial status of KPF;
- (d) Ensuring safe custody of all monies, movable property and assets and properly accounting for the same;
- (e) Providing the Board and the AGM with Financial Statements as and when required;
- (f) Supervising the general accounts of KPF and if so authorized, countersign cheques in settlement of accounts presented to the Organization;

- (g) Preparing and submitting to the Board for approval before the Annual General Meeting an income and expenditure account covering Kenya Padel Federation 's finances for the Financial Year;
- (h) Ensuring that all payments and expenditures are duly authorized;
- (i) Keeping separate accounts for each competition for which KPF is directly responsible;
- (j) Submitting Annual Audit Reports to the Annual General Meeting and the Sports Register;
- (k) Signing KPF Bank Accounts;
- (l) Performing such other duties as may from time to time be directed to perform by the Board

8.5.6 Qualifications for The Treasurer

A person shall be eligible for election under Article 10.5: if that person holds the following qualifications and any such other terms and conditions as may be determined by the Council: -

- (a) Is a Kenyan citizen
- (b) Has demonstrable record of strategic leadership, thorough knowledge of governance, financial and fiscal policies, strategic planning, public finance management, human resource management, budgeting process, procurement laws, infrastructural development and governing laws, further supported by relevant training and certificates;
- (c) Has knowledge and experience of not less than ten (10) years in sports at senior management level
- (d) Has the ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity;
- (e) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya

8.5.7: The Chief Executive Officer

- (a) There shall be a Chief Executive Officer who shall be an *ex-officio* member and Secretary to the Board
- (b) The CEO shall be appointed by the Board through a process to be determined by the Board.

8.5.8: The CEO shall:

Be in charge of the day-to-day administration of the affairs of KPF subject to the direction and authority of the Board;

Provide strategic leadership and overall execution of day-to-day administration of the affairs of KPF strategic leadership and ensuring excellence in the provision of services to the KPF.

- i. Execute and communicate the Board's strategies, decisions and policies to KPF members;
- ii. File reports and any other required information to FIPA, the Sports Registrar and any other relevant office;
- iii. Maintain a register of Members, affiliates and officials of KPF;
- iv. Be an Ex-Officio member of the Board with no voting rights at any meetings of KPF.
- v. Perform such other duties as he may from time to time be directed to perform by the Board so long as such directions are not inconsistent with provisions of the Constitution, and other regulations and rules binding the Organization.

8.5.9: Qualification for Appointment as Chief Executive Officer

A person shall be eligible for appointment under Article 8.5.7 if that person holds the following qualifications and meets any other terms and conditions as may be determined by the Board: -

- (a) Has thorough knowledge and experience of governance, financial and fiscal policies, strategic planning, public finance management, human resource management, budgeting process, procurement laws, infrastructural development and governing laws, further supported by relevant training and certificates of not less than ten (10) years in the relevant field five (5) of which have been at senior management level.
- (b) Ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity.
- (c) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya.

8.5.10 Development Director

The Development Director shall be appointed by the Board and shall be responsible to the Board for-

- (a) Promoting, coordinating and developing Padel in all Counties;
- (b) Ensuring all County Associations comply with this Constitution;
- (c) Reporting all the common and generic problems faced by County Associations to the CEO together with solutions thereto, if any;
- (d) Performing such other duties as may be directed from time to time by the Board; and

ARTICLE 9: GENERAL MEETINGS

There shall be two categories of General Meetings of KPF

- a) Annual General Meetings
- b) Special General Meetings.

9.1 The Annual General Meetings

- (a) The Annual General Meeting shall consist of members as per Article 8.2

- (b) Notice of appointment of a delegate or proxy shall be received by the Board of KPF not less than five days before the date of the meeting.
- (c) The Annual General Meeting shall be held not later than the end of April of every year at such time and place as shall be determined by the Board.

9.1.1 Notice of the Annual General Meeting

- (a) Notice of the Annual General Meeting, accompanied by the agenda for the meeting shall be sent to all members and any other persons entitled to attend the meeting not less than twenty-one (21) days before the date of the meeting and where practicable, by a press advertisement not less than fourteen (14) days before the date of the meeting.
- (b) The notice may be given personally or by sending it by mail, e-mail, or other medium to the addressee's last known address.
- (c) The notice for such meeting shall state the place, the day and the time of the meeting and the business to be transacted thereat enclosing;
 - i. Copies of the minutes of the preceding Annual General Meeting of KPF and of any other General Meeting of the KPF held since.
 - ii. Copies of the Board's Annual Report, the Federations' Audited Balance Sheet and Statement of Accounts of the preceding financial year, provided that copies of these are furnished to all Members at least seven (7) calendar days before the date fixed for such meeting.
- (d) At the AGM, the Chairperson, or in his/her absence, a Delegate selected by the meeting shall chair the meeting.
- (e) The Chairperson may at his/her discretion limit the number of persons permitted to speak in favor of and against any motion.

9.1.2 Agenda of the Annual General Meeting

The agenda for AGMs shall consist of the following: -

- (a) Confirmation of Quorum
- (b) Apologies

- (c) Confirmation of the minutes of the previous Annual General Meeting;
- (d) The Chairman's Report;
- (e) Consideration and approval of the accounts and Audit Report;
- (f) Appointment of Auditors;
- (g) Such other matters as the Board may decide or as to which notice shall have been given in writing by a member to the Board at least fourteen (14) days before the date of the meeting; or
- (h) To consider and pass, with or without modification, such matters as the Board may decide or any resolutions concerning the affairs of KPF, of which proper notice is given, save that all matters of finance shall be referred to the Board for the final decision.
- (i) To consider and pass, with or without modification, any resolution adding to, rescinding or amending, any part of the Constitution, of which due and proper notice is given, as per Article 9.1.1 of this Constitution.

9.2 Special General Meetings

- (a) All General Meetings of the members, properly convened, other than Annual General Meetings, shall be referred to as Special General Meetings.
- (b) A Special General Meeting may be convened for any specific purpose by the Board. Notice in writing of such meeting shall be sent to all members not less than seven (7) days before the date thereof indicating the agenda, time and venue.
- (c) A Special General Meeting may be convened upon notification in writing of not less than a half of the Full members. The notice shall indicate the specific purpose for which a meeting is requested. Such a meeting shall be held within twenty eight days of the request with the specific purpose of dealing with the agenda.
- (d) All meetings may be held virtually and or physically at the discretion of the Board. The nature of the meeting to be held will be communicated in the notice.

9.3 Quorum for Special General Meetings

- (a)** The quorum for Special General Meetings shall be, at least 51% of the voting the Full Members
- (b)** No business shall be transacted at any Special General Meeting of KPF unless there is a quorum.
- (c)** If within one hour from the time appointed for any Special General Meeting of KPF a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day or at such other time and place as the persons present may determine (provided that they shall not be entitled to adjourn the meeting for a period shorter than seven days), and if at the adjourned meeting a quorum is not present within one hour from the time appointed for that meeting the persons present and entitled to vote thereat shall constitute a quorum.

ARTICLE 10: NOMINATIONS AND ELECTION

10.1 Appointment of Independent Election Panel

- (a)** The Board shall appoint an Independent Elections Panel (the Panel) at least sixty days before the election date, in accordance with paragraph 20(2) (a) of the Sports Registrar Regulations of 2nd September 2016.
- (b)** The Board shall provide the Panel with members' register, facilitation and any other necessary requirements to facilitate their work.
- (c)** The Panel shall develop regulations and guidelines for the elections in line with the KPF Constitution, Sports Registrars regulations and FIPA Statutes.
- (d)** The Panel will be responsible for appointment of the Returning Officer and all other officials for the Elections.
- (e)** The term of the panel shall expire sixty days after the date of the announcement of the results of the election.

- (f) The Panel shall be responsible for all matters relating to the elections.

10.2 Notice of Election

The Election Panel shall give notice of election on consultation with the Board.

10.3 Nominations

- (a) Nominations of candidates wishing to contest elected positions shall be called by the Secretary who shall give at least sixty (60) days' notice before the election date.
- (b) The Secretary shall avail the particular Nomination Forms to all the Members and any interested person.
- (c) Nominations from any person including those from County Associations and Clubs intending to vie for positions at the National level shall be sent to the independent Panel not later than thirty (30) days before the election date.
- (d) The Independent Panel shall meet twenty-one (21) days before the election date to verify the nominations and to clear or declare a candidate ineligible for nominations. The candidate and their agents may be present at the verification process. The absence of a candidate or an agent for the candidate shall not stop the verification process.
- (e) Nominations shall only be valid if the nominee: -
 - i. Is proposed by at least one (1) full/associate member and seconded by a minimum of two (2) full/associate members provided that the nominating members will not nominate more than one candidate in the same category;
 - ii. Obtains a letter from the County Padel Association or Club confirming his membership with the Club; and
 - iii. Is a Citizen of Kenya if the nomination is for the positions of Chairperson, and Treasurer;
 - iv. Confirms acceptance in writing to be nominated.

- (f)** For a candidate to be nominated for election as a Board Member, such a candidate must satisfy the requirements of the Act and the Sports Registrar's Regulations of 2016 and possess a certified copy of Kenya National Identify Card or Passport and possess certified copies of clearance form from:
- i.** The Directorate of Criminal Investigations;
 - ii.** The Ethics and Anti-Corruption Commission;
 - iii.** Kenya Revenue Authority;
 - iv.** Credit Reference Bureau;
 - v.** Higher Education Loans Board.
- (g)** If only one nomination is received for any elective position, the candidate concerned shall be declared duly elected unopposed.

10.4 Elections

- (a)** Elections for Board shall be held after every four years. The notice for the elections of the Board shall be issued by the Secretary on the authority of the Board giving a minimum of 60 days' notice to the County Padel Associations, Clubs and all members.
- (b)** Every person seeking to be elected as a Member of the Board, or in any other elective position (other than FIPA Council Member) must be proposed by at least one member and seconded by two other members. Nomination forms must be received by the Independent Elections Panel through the CEO not later than thirty (30) days prior to the Election date.
- (c)** The Independent Panel in liaison with the CEO shall circulate the list of all nominations or the names of the candidates for election together with the agenda of the Annual General Meeting at which the elections will be held to all member of KPF at least seven (7) days before the next AGM;
- (d)** All nominated candidates shall submit clearance certificates outlined under Article 10.3 (f) of this Constitution to the Independent Panel;
- (e)** The office of the Chairperson and the Treasurer shall be contested and held by Kenyan citizens only;

- (f) The Secretary shall notify the Sports Registrar of the planned elections at least four (4) weeks prior to the expected date of elections;
- (g) The Secretary shall invite observers from at least one (1) umbrella sport organization, the Ministry for the time being responsible for matters relating sports and the Sports Registrar;
- (h) The elections shall be held in accordance with the general principles for the electoral system stipulated under Article 81 of the Constitution of Kenya 2010 including but not limited to-
- Carrying out elections by secret ballot
 - Holding elections in an open, free and fair environment
 - Involving observers in nomination process and inviting them to attend planned meetings relating to the upcoming elections and
 - Notifying members on time and in accordance with this constitution and relevant laws and regulations
- (i) The candidate that obtains the highest number of valid votes or who is unopposed shall be deemed to have won elections.
- (j) An observer in an election and the Returning Officer shall, within seven (7) days of the election, submit a separate report to the Registrar on the credibility of the elections.
- (k) The CEO shall, within twenty-one (21) days on behalf of KPF notify the Registrar of the newly elected office bearers in the Form R set out in the First Schedule of the Sports Registrar Regulations of 2nd September 2016.
- (l) The Registrar may register a newly elected office bearer, if satisfied with the election and the election process.
- (m) The newly elected office bearer shall hold office for a period of four (4) years and may be elected for one further term.
- (n) Any person dissatisfied with the results of an election may appeal to the Registrar of Sports or Sports Disputes Tribunal within thirty (30) days of election.

10.4.1 Handing over

On the announcement of official results of a general election by the Independent Election Panel, the newly elected officials shall assume office immediately. The outgoing officials shall be required to hand over officially within a period of seven days.

10.5: Eligibility

The following persons shall not be eligible for election or to remain in office as Chairperson, Secretary, Treasurer, a member of the Board or Council: -

- (a) A person who has been adjudged bankrupt under the Bankruptcy Act, Cap 53, Laws of Kenya;
- (b) A person who has been convicted of a felony in Kenya or elsewhere; or
- (c) A person who has been convicted of any offence (other than a traffic offence) whether in Kenya or elsewhere, punishable by a term of imprisonment of a year or more unless that person has obtained a pardon or has served the sentence imposed on them; or
- (d) A person who has at any time been convicted, whether in Kenya or any other country, of theft, fraud, forgery, or uttering a forged document, perjury, an offence under the anti-corruption and Economic Crimes Act of 2003 or an offence involving dishonesty;
- (e) A person who is prohibited by an Order of the Court or Tribunal duly constituted from being a director or Promoter of or being concerned or taking part in the management of a company under the Companies Act, Cap 886, Laws of Kenya;
- (f) A person who is subject to an order that he is laKPFing in competence to manage his or her own affairs under the Mental Health Act, Cap 248, Laws of Kenya;
- (g) A person who is under suspension from KPF or a registered County Padel Association or Club; or
- (h) A person who is under the age of eighteen (18) years old;

- (i) A person who is ineligible to compete in Padel or any other sport by reason of the Commission of an anti-doping rule violation, Anti-corruption offence, as determined by the relevant authority or a breach of KPF code of ethics.
- (j) A person who has been convicted of offences relating to anti-doping rule violation as provided for under the Anti-Doping Act of Kenya and Rules and Regulations of 2016 as amended from time to time;
- (k) A person who is registered Athlete's representative or his/her agent or known sub-agent or Manager;
- (l) An Honorary Member shall not be eligible to hold an elective office in any County Padel Association;
- (m) A person who fails to produce or avail certified copies of clearance certificates from-

 - a) The Directorate of Criminal Investigations
 - b) The Ethics and Anti-Corruption Commission;
 - c) Kenya Revenue Authority;
 - d) Credit Reference Bureau;
 - e) Higher Education Loans Board; and
 - f) Certified copy of Kenyan National Identity Card or National Passport.
- g) If any of the above circumstances occur to an existing member of the Board, he or she shall be deemed to have vacated his or her office upon notification of such circumstances to them by relevant authority. In addition, the delegates may, at a Special General Meeting called for this purpose, by Special Resolution suspend a Board Member pending determination of an allegation that any such circumstance has occurred. Before doing so the Board member concerned shall be given not less than seven (7) days written notice of the proposal to suspend him or he or she shall be entitled to be present and make a submission to the meeting.

ARTICLE 11: REMOVAL FROM OFFICE

11.1 A member of the Executive Board shall lose their position in the Executive Board if;

- (a)** Fails to attend more than three consecutive meetings without lawful causes;
- (b)** Is declared bankrupt;
- (c)** Becomes mentally incapacitated;
- (d)** Is convicted of a felony;
- (e)** Is found guilty for abuse of office;
- (f)** Fails to perform their duties under this Constitution; and
- (g)** Mismanages resources and finances of Kenya Padel Federation ;
- (h)** Brings the game of Padel into disrepute;
- (i)** Fails to meet the provisions of Chapter 6 of the Constitution of Kenya 2010 which states the standard on leadership and integrity.

11.2 The Executive Board or any Executive Board member may be removed at the Annual General Meeting or a Special General Meeting as follows;

- (a)** Any full member and or Executive Board proposing the removal of a Board Member or the dissolution of the Executive Board respectively shall notify the CEO in writing;
- (b)** A proposal to remove a member of the Board or seeking the dissolution of the Executive Board shall be signed and supported by at least two third of the members;
- (c)** Upon the CEO receiving a request for a Special General Meeting together with a resolution for either a removal of a Board Member or dissolution of the Executive Board, the CEO shall within thirty (30) days of receipt call for a Special General Meeting;

- (d) The CEO shall immediately give twenty-one (21) days' notice to the affected parties and the Council and shall at the same time serve the affected parties and Council;
- (e) At the Special General Meeting and before voting on the resolution for removal of a Board Member or dissolution of the Executive Board, the affected parties shall have the right to make submissions either in writing and or orally to the Council;
- (f) A resolution to remove a Board member or to dissolve the Executive Board must be passed by, at least, 75% of full members represented on the Council of Kenya Padel Federation and who must be present to vote;
- (g) Any member of the Executive Board or Council may resign by giving notice in writing to the CEO and thereupon his Seat shall be declared vacant by the CEO. A member who so resigns shall not be disqualified from being re-elected at any time thereafter;
- (h) Should a vacancy occur in the Executive Board, a Special General Meeting of the Council shall be called within forty-five (45) days to elect a new member.

ARTICLE 12: VACANCY

- (a) A vacancy arises in the Board or Council if a Member:

 - i. Resigns from office;
 - ii. Dies;
 - iii. Is removed under this Constitution;
- (b) A vacancy shall be filled in accordance with this Constitution.
- (c) Those elected as a result of the vacancy arising, shall serve the remainder of the term in accordance with this Constitution;
- (d) Any person elected to the Executive Board shall automatically relinquish any executive position they hold in a County Padel Association or Padel Club.

- (e) A County Padel Association shall have no more than three (3) members on the Executive Board as provided for in this Constitution under article 15(1) (b).
- (f) The three nominated members of the gender minority, shall be nominated by the Executive Board within fourteen (14) days from the date of election and approved by the Council at the next AGM/SGM within ninety (90) days. The Board shall take into consideration special professional and technical skills required by KPF while making the nominations. The nominated members shall have the full rights as any elected Executive Board member and shall be nominated on the basis of the skills required to perform their functions; and shall hold office for the term prescribed under this Constitution.

ARTICLE 13: CONFIDENTIALITY

13.1 Without prejudice to his rights or duties at law each Member shall treat all information relating to any member, Kenya Padel Federation or the Executive Board, as strictly confidential and shall not communicate such information or any part thereof to any other person, authority or organization whatsoever. This clause shall survive and be applicable to members even after vacating office.

ARTICLE 14: BY LAWS

14.1 Subject to this Constitution, the Executive Board shall have power to make regulations or By-laws on all matters not provided for in this Constitution which it may deem necessary for the attainment of the objectives of KPF, provided such regulations and or by-laws are in full compliance with FIPA Statutes, the Sports Act and other relevant laws;

14.2 Any such regulations or by-laws under this article shall be reported/ratified at the next Annual General Meeting of KPF;

14.3 By-laws made under this Article must be consistent with this Constitution and shall be binding on KPF and all Members.

ARTICLE 15: AUDITOR

- (a) An Auditor shall be appointed for the following year by the AGM as the Auditor of Kenya Padel Federation . The auditor shall be a reputable and qualified Auditor who is registered and/or licensed by the Institute of Certified Public Accountants of Kenya (ICPAK) and must not be affiliated to Kenya Padel Federation ;

- (b) All the KPF accounts, records and documents shall be opened to the inspection of the auditor at any time. A member may request and shall be granted permission to inspect the books with a written request to the Secretary giving a twenty-eight (28) day notice.
- (c) The Board shall produce an account of its receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six (6) weeks and not more than three (3) months before the date of the Annual General Meeting. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Board in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
- (d) A copy the Auditor's Report on the accounts and statements together with such accounts and statements shall be furnished to all Delegates at the same time as the notice convening the General Meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved or determined by the General Meeting appointing him.
- (e) No Auditor shall be a Member of the Board, KPF or any of its Committees.

ARTICLE 16: INDEMNITY FOR MEMBERS OF EXECUTIVE BOARD & COUNCIL

16.1 The members of the Executive Board of Kenya Padel Federation shall be indemnified against any claims that may be made against them in the *bona fide* exercise of their power and duties as members of the Executive Board.

ARTICLE 17: DISSOLUTION

17.1 KPF shall not be dissolved except by a resolution passed at an AGM or SGM convened for that purpose, provided that a resolution to that effect is passed by, at least, 75% of the full members represented on the AGM who must be present and voting.

17.2 When the dissolution of KPF has been approved by the Registrar of Sports, no further action shall be taken by KPF or any office bearers of Kenya Padel Federation

in connection with the aims and objectives of KPF other than to get in and liquidate for cash all assets of KPF.

17.3 Subject to payment of all debts of KPF, the remaining balance shall not be distributed but shall be transferred to the Ministry responsible for Sports matters on condition that the said Ministry shall undertake to pay the money into a deposit account in an authorized bank, building society or any financial institution authorized to accept deposits until such time as a new body to control Padel in Kenya is formed, when such monies shall be handed over by the Trustees to such new body.

ARTICLE 18: INFRINGEMENT OF THE CONSTITUTION & BY-LAWS

18.1 If any Club, County Padel Association, players or any person thereof or member of Padel infringes on the Constitution of KPF or any by-laws made thereunder or conduct themselves in a manner likely to bring the game of Padel into disrepute, the Executive Board may take cognizance, whether by complaint or otherwise and appoint a Disciplinary Committee to deal with the matter.

18.2 The Committee responsible for Disciplinary matters shall afford the person being accused the right to a fair hearing in accordance with the Constitution of Kenya 2010.

18.3 After having investigated any matter or any dispute referred to them, and after consideration of any relevant evidence put before them, including any report by the match Umpires, the Disciplinary Committee shall thereafter submit to the Executive Board a written report of its findings.

18.4 The Executive Board may, after consideration of the said report, at its sole discretion either take no further action in the matter or reprimand, disqualify from any tournament or impose a fine on the Club, County Padel Association, Players or members of KPF or make such other order as it may deem necessary.

18.5 Any recommendation to expel or suspend any Club, County Padel Association, or member thereof or member of Kenya Padel Federation concerned shall require the Board approval before such action is taken.

18.6 The individual or body concerned shall be notified forthwith in writing by the Board of the decision taken by the Executive Board.

18.7 A County Affiliate, a Club or members thereof or any member of Kenya Padel Federation aggrieved by an order of the Executive Board may lodge an appeal in

writing to the Board within Fourteen (14) days of receipt of the of the document containing the order.

18.8 In the event of the Board upholding the orders made earlier, the order shall be final and binding.

ARTICLE 19: BORROWING POWERS

19.1 The Executive Board may borrow money, mortgage, and charge its undertaking and property, or any part thereof whether outright or as securities for any debt, liability or obligation of KPF.

19.2 All assets of Kenya Padel Federation shall vest in Kenya Padel Federation Board.

ARTICLE 20: CONFLICT OF INTEREST

20.1 Declaration of Conflict of Interest. All Members of KPF and Executive Board must immediately upon becoming aware of any actual or potential conflict of interest declare that conflict of interest before or during the relevant meeting to the Chairperson of meeting.

20.2 A conflict of interest will exist for the purposes of this paragraph if:

- a.** Through any current or proposed future dealings or relationships with that member or their family stands to gain a benefit or advantage from the outcome of the meeting; or
- b.** There is any other reason why that member might be perceived not to deal with a matter in an objective manner such as contractual matters, selection matters, disciplinary matters and other financial matters.

20.3 In the event of any dispute as to whether a matter will give rise to a conflict of interest, the matter will be decided by a resolution of the relevant Meeting. The Member or Member's subject, or potentially subject, to the conflict of interest must not vote on or be present during any discussion of this resolution.

20.4 No member of the Board or of Kenya Padel Federation is entitled to vote on a matter in which they have a conflict of interest, or to be present at a meeting during any discussion of a matter in which they have a conflict of interest.

ARTICLE 21: GOOD CORPORATE GOVERNANCE

21.1 In carrying out its functions and discharging its duties the Board shall adopt and adhere to principles of good corporate governance that promote ethical and responsible decision making, safe-guard the integrity of KPF's finances and financial reporting systems, respect the rights of Members, recognize and manage risk and encourage enhanced performance by the Board and Management.

ARTICLE 22: ANTI-DOPING, ANTI-CORRUPTION & ETHICS

22.1 KPF shall develop a Code of Ethics, anti-corruption policy, and anti-doping policy that are consistent with FIPA, WADA, ADAK, Sports Act, Anti-Corruption and Economic Act of 2003 any other relevant law and ensure their compliance.

ARTICLE 23: AFFILIATION TO THE INTERNATIONAL PADEL FEDERATION (FIPA)

23.1 KPF recognizes the FIPA as the exclusive governing body for the sport of Padel in the World.

ARTICLE 24 AMENDMENTS TO THE CONSTITUTION

24.1 This Constitution shall not be subjected to any alterations, addition, deletion, revocation, amendments and/or replacements in contravention of the Constitution of Kenya 2010, the Sports Act, the FIPA Statutes or any other relevant law.

24.2 Amendments to this Constitution may be made by a resolution of a Special General Meeting or at the Annual General Meeting which shall be passed by not less than two thirds of the members represented during the AGM who must be present and entitled to vote and that AGM twenty-eight (28) days' notices have been given specifying the nature of the intended amendments.

24.3 Any approved amendment to this Constitution shall be submitted to the Sports Registrar in hard and soft copy.

ARTICLE 25: ENFORCEMENT

25.1 This Constitution was approved on 28th January, 2023 by the Padel Founding Executive Board Members

Signed for and on behalf of the Kenya Padel Federation on the
by:

28/1/23

PADEL EXECUTIVE BOARD

Chairperson: _____

Secretary..... _____

Treasurer..... _____