

# THE CERTIFIED GOVERNANCE SECRETARIES BILL, 2023

## A Bill for

**An Act of Parliament** to provide for the establishment, powers and functions of the Institute of Certified Governance Secretaries and the Certified Governance Secretaries and for connected purposes.

### PART I—PRELIMINARY

- Short title.                   **1.** This Act may be cited as the Certified Governance Secretaries Act, 2023.
- Interpretation.               **2.** In this Act, unless the context otherwise requires—
- “associate governance secretaries certificate” means a certificate issued under section 23;
- “Board” which means the Certified Governance Professionals Board established by section 15;
- “Cabinet Secretary” means the Cabinet Secretary of the National Treasury;
- “certified governance Secretaries ” means a person who offers the services specified in section 21;
- “certified governance secretary” means a person who offers the services specified under section 21 having been duly registered under section 23 and licensed under section 28 of this Act;
- “certified governance Secretaries certificate” means a certificate issued under section 23;
- “Council” means the governing council of the Institute as constituted under section 8;
- “Disciplinary Committee” means the Committee established under section 35;
- No. 15 of 2008.               “Examination Board” has the meaning assigned to it under section 2 of the Accountants Act, 2008;
- “firm” means an entity offering the services of a certified governance professional;

“governance audit” means an independent assessment of the adequacy and effectiveness of the policies, systems, practices and processes of an entity;

“Institute” means the Institute of Certified Governance Secretaries established under section 3; and

“licence” means a licence issued under section 25 or 26.

## **PART II—INSTITUTE OF CERTIFIED GOVERNANCE SECRETARIES**

Establishment of Institute.

**3.** (1) There is established the Institute of Certified Governance Secretaries.

(2) The Institute—

(a) shall be a body corporate;

(b) shall have a common seal;

(c) may acquire or dispose of property;

(d) may borrow money for the performance of the functions of the Institute; and

(e) may sue and be sued in its name.

(3) The meetings of the members of the Institute shall be conducted in accordance with the First Schedule.

(4) The Institute shall regulate the procedure for the use of common seal.

(5) The Institute, in the discharge of its functions, shall be guided by the values and principles specified in Article 10 (2) and Article 232 (1) of the Constitution.

Branch of Institute.

**4.** (1) There shall be such branches of the Institute as are necessary for the performance of its functions.

(2) A branch of the Institute, in relation to a certified governance secretary practicing in its jurisdiction, shall—

(a) address issues relating to the welfare of the certified governance secretary ; and

(b) inform the Council of any matter that requires the engagement of the Council or stakeholders.

(3) The Council may subject to a resolution made at an annual general meeting establishment and provide for the operations of the branches of the Institute.

Members of  
Institute.

**5.** (1) A person who is registered under section 22 shall be a member of the Institute.

(2) The membership of the Institute shall comprise of—

(a) fellows, who shall be certified governance secretaries who have been invited under subsection (3) and who may hold themselves out as “Fellows of the Institute of Certified Governance Secretary” and use the designatory letters (FCGS);

(b) full members, who shall be persons who have been issued with a certified governance professional certificate, and who may hold themselves put as “Members of the Institute of Certified Governance Secretary” and use the designatory letters (MCGS);

(c) associate members, who shall be persons who have been issued with an associate certified governance professional certificate, and who may hold themselves out as “Associate Members of Institute of Certified Governance Secretary”; and

(d) affiliate members, who shall be persons registered by the Institute under section 6.

(3) Where the Council considers that a full member of the Institute has rendered outstanding service to the certified governance secretary, the Council may invite the member to become a fellow.

Affiliate member.

**6.** (1) A person shall qualify to be registered as an affiliate member of the Institute if the person has—

(a) obtained a bachelors’ degree from a university recognised in Kenya;

(b) obtained a professional qualification obtained by the Board; and

(c) acquired at least ten years’ experience in offering the services of a certified governance secretary.

(2) A person who has the qualifications specified under subsection (1) and intends to be registered as an affiliate member of the Institute shall apply for registration as such, to the Institute.

(3) The Institute shall issue a certificate of registration as an affiliate member of the Institute to an applicant under subsection (2).

(4) An affiliate member of the Institute may access the trainings, networking opportunities, professional development activities, professional support, and career support from the Institute.

(5) An affiliate member of the Institute shall not—

(a) practise a certified governance secretary; and

(b) be eligible to be appointed to, vie for or vote for an elective or appointive position to the Council, Board or Disciplinary Committee;

(6) An affiliate member of the Institute may be issued with a certified governance secretary certificate if the member has—

(a) been in good standing with the Institute for at least two years;

(b) obtained the continuous professional development points recommended by the Council; and

(c) successfully completed specialised course approved by the Council.

Honorary fellow.

**7.** (1) Where the Council considers that a person, who is not a member of the Institute, has rendered outstanding services to the Institute or the certified governance secretary, the Council may invite the person to become an honorary fellow of the Institute.

(2) An honorary fellow shall not be a member of the Institute.

Council.

**8.** (1) The Institute shall be governed by the Council of the Institute.

(2) The Council shall consist of—

(a) a chairperson elected in accordance with the First Schedule;

(b) four members of the Institute elected in accordance with the First Schedule, one of whom shall be representatives of the branches of the Institute;

- (c) a person nominated by the Cabinet Secretary;
- (d) the Registrar of Companies;
- (e) a person nominated by the Examinations Board; and
- (f) the chief executive officer of the Institute who shall be an ex officio member of the Council.

(2) The members of the Council shall be appointed in accordance with the procedure specified in the Second Schedule.

(3) The business of the Council shall be conducted in accordance with the Third Schedule.

Chief executive officer of the Institute.

**9.** (1) There shall be a chief executive officer of the Institute who shall be, competitively appointed by the Council, on such terms and conditions of employment as the Council may determine.

(2) The secretary to the Council shall be a member of good standing with the Institute.

(3) The chief executive officer of the Institute shall be responsible for the day-to-day management of the Institute.

(4) The chief executive officer of the Institute shall not vote at any meeting of the Council.

(5) The chief executive officer of the Institute shall maintain a register of affiliate members of the Institute.

(6) The chief executive officer shall serve for a term of five years renewable once.

Secretary to the Council.

**10.** (1) There shall be a secretary to the Council who shall be competitively appointed by the Council on such terms and conditions of employment as the Council may determine.

(2) The secretary to the Council shall be a member in good standing with the Institute.

(3) The secretary to the Council shall provide the services of a certified governance secretary to the Institute.

(4) The secretary to the Council shall attend the meetings of the Council but shall not vote in any of the meetings.

Staff of the Institute.

**11.** (1) The Institute may appoint such persons as members of staff as may be necessary for the proper discharge of its functions.

(2) The persons appointed under subsection (1) shall serve on such terms as may be specified in the instrument of appointment.

Protection of the members of the Institute from liability.

**12.** (1) Where an act is done by a member of staff of the Institute or agent of the Institute, and if the act is done in good faith in performing the functions or exercising the powers of the Institute, the member of staff or agent shall not be personally liable to any action, claim or demand.

(2) Subsection (1) shall not relieve the Institute of the liability to pay damages for an injury or loss caused by performing the functions or exercising the powers of the Institute.

Powers of the Institute.

**13.** The Institute shall have power to—

- (a) issue guidelines, standards, codes of practise and conduct in the certified governance secretary;
- (b) levy fees and subscriptions;
- (c) invest monies;
- (d) confer awards for outstanding services to the profession;
- (e) establish such committees as are necessary for the performance of its functions;
- (f) delegate the exercise of a power or the performance of a function to a committee of the Institute;
- (g) establish a governance academy; and
- (h) do such acts as are necessary for the proper performance of its functions.

The functions of the Institute.

**14.** The functions of the Institute shall be to—

- (a) advise on matters of corporate secretarial, governance, ethics, administration, compliance or law;
- (b) promote standards of professional competence and practise of the certified governance secretary ;

- (c) monitor and evaluate the standards of practise of the certified governance secretary ;
- (d) provide quality assurance for the practise of the certified governance secretary;
- (e) train, certify and ensure continuing professional development in the practise of the certified governance secretary;
- (f) develop curricula, training manuals, scorecards, indices and assessments for the certified governance secretary;
- (g) advise the Examinations Board on the standards, curricula and policies for the issuance of the final examination certificate upon completion of a certified governance secretary course; and
- (h) conduct research on the practise of the certified governance profession;
- (i) promote awareness on the certified governance profession;
- (j) promote international recognition of the certified governance secretary ; and
- (k) collaborate with other professional bodies in the development of the certified governance secretary .

### **PART III—THE CERTIFIED GOVERNANCE SECRETARY BOARD**

Establishment of the Board.

**15.** (1) There is established the Certified Governance Secretaries Board.

(2) The Board shall be a body corporate with perpetual succession and common seal and shall in its corporate name be capable of—

- (a) suing and being sued;
- (b) acquiring and disposing of property; and
- (c) doing such other thing as may be done by a body corporate.

Members of the Board.

**16.** (1) The Board shall consist of nine members appointed by the Cabinet Secretary, of whom —

- (a) four persons shall be nominated by the Council;

- (b) one person shall be nominated in writing by the Examination Board;
- (c) one person shall be nominated by the Cabinet Secretary;
- (d) one person shall be nominated in writing by the Commission for University Education in writing;
- (e) one person shall be nominated by the Public Service Commission;
- (f) one person shall be nominated in writing by the Attorney-General;  
and
- (g) the chief executive officer of the Board, who shall be an ex office member.

(2) The appointment of the members and the conduct of business of the Board shall be as set out in the Fourth Schedule.

Functions of the Board.

**17.** The functions of the Board shall be to—

- (a) register certified governance secretaries and firms;
- (b) maintain a register of certified governance secretaries and firms;
- (c) issue certified governance secretaries certificates;
- (d) issue associate certified governance secretaries certificates;
- (e) suspend or cancel the registration of certified governance secretaries and firms on the recommendation of the Disciplinary Committee;  
and
- (f) advise the Council on the standards of practise in the certified governance secretary .

Chief executive officer of the Board.

**18.** (1) There shall be a chief executive officer of the Board who shall be competitively appointed by the Board on such terms and conditions of employment as the Board may determine.

(2) A person qualifies to be appointed under subsection (1) if the person is a member of good standing with the Institute.

(3) The person appointed as the chief executive officer under subsection (1), shall—



(a) provide the services of a certified governance professional to the Board;

(b) be responsible for the day-to-day management of the Board; and

(c) perform such other duties as the Board may direct.

(4) The chief executive officer shall be appointed for a term of five years, which may be renewed by the Board for a one further term of three years.

Staff of the Board.

**19.** (1) The Board may appoint such persons as members of staff as may be necessary for the proper discharge of its functions.

(2) The persons appointed under subsection (1) shall serve on such terms as may be specified in the instrument of appointment.

Protection of the members of the Board from liability.

**20.** (1) Where an act is done by a member of staff of the Board or agent of the Board, and if the act is done in good faith in performing the functions or exercising the powers of the Institute, the member of staff or agent shall not be personally liable to any action, claim or demand.

(2) Subsection (1) shall not relieve the Board of the liability to pay damages for an injury or loss caused by performing the functions or exercising the powers of the Board.

#### **PART IV—PRACTISING AS CERTIFIED GOVERNANCE SECRETARY**

Scope of practise as certified governance secretary.

**21.** A person is deemed to practice as a certified governance secretary in respect to any organization, if that person, engages in the business of—

(a) engages in the business of, or performs services of, or holds themselves out to the public as a person entitled to perform services prescribed under any other written law as to be performed by governance secretary, governance auditor, shares registrar, company secretary, corporation secretary, council secretary, board secretary, commission secretary, trust secretary, ethics officer, governance officer, or integrity officer;

(b) certifies statutory documents for incorporation, registration, deregistration, dissolution, striking off or winding up of an entity;

(c) certifies statutory returns or registers for submission with relevant authorities;

(d) certifies documents for effecting statutory changes in the ownership and governance of an entity;

- (e) keeps custody and accounts for the use of the official corporate seal;
- (f) offers secretarial and advisory services on procedures relating to meetings of members and boards for prescribed entities;
- (g) certifies governance section of annual reports;
- (h) certifies governance performance assessment reports;
- (i) certifies governance audit report or governance audit opinion;
- (j) certifies report on status of governance, compliance, ethics and integrity for submission to relevant authorities;
- (k) offers prescribed governance advisory, consultancy and support services;
- (l) performs such other statutory duties as prescribed under any other written law.

Registration of  
associate certified  
governance  
secretaries.

**22.** (1) A person qualifies to be registered as an associate certified governance secretary if the person has been awarded a certificate by the Examinations Board upon completion of a certified governance secretary's course.

(2) A person who has the qualifications specified in subsection (1) may apply to the Board for registration as an associate governance secretary.

(3) An application made under subsection (2) shall be in the prescribed form and accompanied by the prescribed fees.

(4) The Board may issue an associate governance secretary certificate to a person who has complied with this section.

Issuance of  
certified governance  
secretary certificate.

**23.** (1) An application for a certified governance secretary certificate shall be made to the Board, in the prescribed form, accompanied by the relevant supporting documents and prescribed fees.

(2) Where an application is made under subsection (1) the Board shall issue a certified governance secretary certificate if the applicant has—

- (a) an associate certified governance secretary certificate and has received instructions of such a nature and for such period as may be prescribed by the Council from a certified governance secretary; or

(b) complied with section 6(6).

Practising as a certified governance secretary

**24.** (1) A person shall not practise as a certified governance secretary unless the person holds a valid certified governance professional certificate and a licence.

(2) A person who contravenes subsection (1) commits an offence and shall on conviction be liable to a fine not exceeding one million shillings or to imprisonment for a period not exceeding one year, or to both.

Licensing of certified governance professionals.

**25.** (1) A person who intends to practise as a certified governance secretary shall apply to the Institute for the issuance of a licence.

(2) An application made under subsection (1) shall be in the prescribed form and accompanied by the prescribed fees.

(3) The Institute may issue a licence to a person who has made an application under subsection (2).

(4) A licence issued under subsection (3) shall expire on the thirty-first day of December in the year it was issued.

Licensing of firm.

**26.** (1) A firm shall not offer the services of a certified governance secretary unless the firm has a valid licence.

(2) Every firm shall apply to the Institute for the issuance of a licence.

(3) An application made under subsection (2) shall be in the prescribed form and accompanied by the prescribed fees.

(4) The Institute may issue a licence to a firm which has made an application under subsection (3).

(5) A licence issued under subsection (4) shall expire on the thirty-first day of December in the year it was issued.

Validity of certified governance secretary certificate.

**27.** (1) A certified governance professional certificate shall be valid, unless suspended or cancelled by the Board.

(2) The Board may restore the validity of a certified governance secretary certificate that has been suspended or cancelled where the certified governance secretary has complied with the recommendations of the Disciplinary Committee issued under section 37 and the Council under section 32(2).

Professional fees. **28.** The Cabinet Secretary in consultation with the Council may prescribe the fees chargeable for the services rendered by a certified governance secretary.

Accreditation. **29.** A certified governance professional shall not conduct a governance audit unless the professional has been accredited by the Institute.

Registration of firms. **30.** (1) A firm qualifies to be registered by the Board where at least one of its partners is practising as a certified governance secretary.

(2) A firm which has the qualifications specified in subsection (1) and offers the services of a certified governance secretary shall apply to the Board for registration.

(3) An application made under subsection (2) shall be in the prescribed form and accompanied by the prescribed fees.

(4) The Board shall issue a certificate to a firm that has complied with this section.

Register kept by the Board. **31.** (1) The Board shall maintain a register which shall contain the details and status of the—

(a) persons registered under section 23; and

(b) firms registered under section 30.

(2) The register may be inspected, and copies of any part of the register made by any person authorized by the registrar of the Board on payment of such fee as may be prescribed.

Suspension or cancellation of registration of a person or firm. **32.** (1) The Board may suspend or cancel a registration made under section 22 or section 23—

(a) on the recommendation by the Disciplinary Committee;

(b) on recommendation by the Council for non-payment of the registration fees; or

(c) on disqualification from registration under section 33.

(2) The Council may at any time, and upon fulfilling the conditions upon which the suspension or cancellation was made, direct the Board to restore the registration of the person.

- (3) The Board may suspend or cancel the registration of a firm if—
  - (a) the disciplinary committee makes a determination under section 37, that the registration of the firm be cancelled or suspended;
  - (b) a partner of the firm is disqualified under section 33;
  - (c) the Council recommends the suspension or cancellation for the non-payment of fees, subscription by that partner of the firm.
- (4) The Board shall not suspend or cancel certificate or registration under paragraph 32(1) (b) or (3) (c) without giving the person, or firm affected, an opportunity to be heard.

Disqualification from registration.

- 33.** A person is disqualified from being registered if the person is —
- (a) convicted for an offence involving fraud or dishonesty; or
  - (b) adjudged bankrupt.

#### **PART V—DISCIPLINARY**

Professional misconduct.

- 34.** A certified governance secretary commits professional misconduct if the professional—
- (a) allows another person to practise in the name of the secretary as a certified governance secretary;
  - (b) for the purpose of or in course of practising as a certified governance secretary, secures business as a certified governance professional through a person who has does not have a valid certified governance secretary certificate and licence;
  - (c) pays to any person, other than a person who—
  - (d) discloses information acquired in practising as a certified governance secretary to any person, without the consent of the client, unless otherwise required by law;
  - (e) certifies or submits in the name of the professional or the professional’s firm, a report of statutory returns or the completion of such statutory returns and the related records, which have not been made by the professional or a partner of the professional’s firm;

Disciplinary  
Committee.

- (f) fails to disclose in a statutory return or record a material fact known to the professional and disclosure of that fact is necessary to ensure that the statutory return or record are not misleading;
- (g) fails to account for the clients funds ; or
- (h) includes in any statement, return or form submitted to the Council any particulars knowing them to be false.

**35.** (1) There shall be a Disciplinary Committee.

(2) The Disciplinary Committee shall consist of —

- (a) four members of the Institute who practise as certified governance professionals;
- (b) a person nominated by the Cabinet Secretary;
- (c) a person nominated in writing by the Attorney-General; and
- (d) one person nominated in writing by a professional body who does not practice as certified governance professional.

(3) The members of the Disciplinary Committee shall be appointed by the Council.

(4) The chairperson of the Disciplinary Committee shall be a full member of the Institute in good standing for at least ten consecutive years and a fellow of the Institute.

(5) The members of the Disciplinary Committee appointed under section (2) (a) shall be a full member of the Institute in good standing for at least ten consecutive years.

(6) A member of the Disciplinary Committee shall hold office for three years and shall be eligible for reappointment for one final term.

(7) The Secretary to the Council shall be the secretary to the Disciplinary Committee.

(8) The quorum for the determination of a complaint by the Disciplinary Committee shall be four members.

(9) Despite the Fifth Schedule, the Disciplinary Committee shall regulate its own procedures.

Complaints to the  
Disciplinary  
Committee.

**36.** A complaint against the professional misconduct of a certified governance professional shall be determined in accordance with the Fifth Schedule.

Determination of  
complaints.

**37.** In determining a complaint, the Disciplinary Committee may—

- (a) dismiss the complaint;
- (b) direct the Board to cancel the registration of the certified governance professional;
- (c) direct the Board to suspend the registration of the certified governance professional for a period not exceeding two years;
- (d) prescribe the period within which a certified governance professional whose registration has been cancelled under paragraph (b) may apply for re-registration;
- (e) direct the Board to cancel the registration of a firm;
- (f) direct the Board to suspend the registration of a firm for a period not exceeding two years;
- (g) recommend the period within which a firm whose registration has been cancelled under paragraph (e) may apply for re-registration;
- (h) direct the Institute to revoke the licence of the certified governance professional;
- (i) direct the Institute to suspend the licence of the certified governance professional for a period not exceeding the remainder of the validity of the licence;
- (j) recommend the period within which a certified governance secretary whose licence has been revoked under paragraph (h) may apply for a licence;
- (k) direct the Institute to revoke the licence of a firm;
- (l) direct the Institute to suspend the licence of a firm for a period not exceeding the remainder of the validity of the licence;
- (m) recommend the period within which a partner of a firm whose licence has been revoked under paragraph (h) may apply for a licence;

- (n) direct the Institute to suspend the membership of the certified governance professional for a period not exceeding two years;
- (o) reprimand;
- (p) direct the certified governance secretary to pay the Institute a fine not exceeding one million shillings;
- (q) direct the certified governance professional to compensate the complainant an amount not exceeding one million shillings;
- (r) recommend the certified governance secretary undertake training at their cost, of such nature at such institute as may be determined by the Disciplinary Committee; or
- (s) recommend that the certified governance secretary undergoes mentorship from a certified governance secretary who has complied with section 22.

Appeals.

**38.** A person aggrieved by a decision of the Disciplinary Committee, within thirty days from the date of the determination of the Disciplinary Committee, may appeal to the High Court.

## **PART VI—FINANCES OF THE INSTITUTE, BOARD AND DISCIPLINARY COMMITTEE**

Funds of the  
Institute.

**39.** The funds of the Institute shall comprise of—

- (a) grants, gifts and donations to the Institute for the purpose of performing the functions or executing the powers of the Institute;
- (b) money appropriated by Parliament;
- (c) such fees and subscriptions that may accrue to the Institute in the course of performing the functions or executing the powers of the Institute;
- (d) such fees payable to the Disciplinary Committee; and
- (e) fine arising after determination of complaints by the Disciplinary Committee.



- Funds of the Board. **40.** The funds of the Board shall comprise of—
- (a) grants, gifts and donations to the Board for the purpose of performing the functions of the Board;
  - (b) money appropriated by Parliament; and
  - (c) fees that may accrue to the Board in the course of performing the functions of the Board.
- Annual estimates of the Institute. **41.** (1) At least three months before the commencement of each financial year, the Institute shall prepare the estimates of the revenue and expenditure of the Institute for the financial year.
- (2) The annual estimates prepared under subsection (1) shall be approved by the Council before the commencement of the financial year to which they relate.
- Annual estimates of the Board. **42.** At least three months before the commencement of each financial year, the Board shall prepare the estimates of the revenue and expenditure of the Institute.
- Accounts and audit by the Institute. No. 34 of 2015. **43.** The Institute shall keep proper books of accounts of the income, expenditure, assets and liabilities of the Institute, and such accounts shall be audited in accordance with the Public Audit Act, 2015.
- Accounts and audit by the Board. No. 34 of 2015. **44.** The Board shall keep proper books of accounts of the income, expenditure, assets and liabilities of the Board and such accounts shall be audited in accordance with the Public Audit Act, 2015.

## **PART VII—MISCELLANEOUS**

- Offences and penalties. **45.** (1) A person who—
- (a) hold themselves out as “fellow of the Institute” or uses the designatory letters “FCGS” and has not been invited as such by the Institute;
  - (b) holds themselves out as “full member of the Institute” or uses the designatory words “MGCS” and has not been registered as such by the Institute; or
  - (c) holds themselves out as “honorary fellow of the Institute” and has not been invited as such by the Institute,

commits an offence and shall be liable on conviction to a fine not exceeding five hundred thousand or to imprisonment for a term not exceeding one year, or both.

(2) Where a firm contravenes section 29 or 30, the firm commits an offence and shall be liable on conviction to a fine not exceeding two million shillings.

(3) Where a firm—

(a) holds itself out as “fellow of the Institute” or uses the designatory letters “FCGS” and none of the partners of the firm has been invited as such by the Institute; or

(b) holds itself out to be “full member of the Institute” and uses the designatory letters “MCGS” and none of the partners of the firm has been registered as such by the Institute;

each of the partners of the firm commits an offence and shall be liable on conviction to a fine not exceeding one million, or to imprisonment for a term not exceeding one year, or to both.

(4) A person who makes a misleading statement, in an application for a certificate issued under section 22 and section 23 or licence, commits an offence and shall on conviction be liable to a fine not exceeding five hundred thousand shillings or imprisonment for a term not exceeding six months, or to both.

Regulations

**46.** The Cabinet Secretary may make regulations to give effect to this Act.

Saving and Transition.

**47.** (1) A practicing certificate issued under section 17 of the repealed Act shall be deemed to be a certified governance secretary certificate under this Act.

(2) A certified public secretary registered under section 19 of the repealed Act shall be deemed to be an associate certified governance secretary registered under this Act.

(3) A person practising as a certified governance professional shall comply with section 22 within one year after the commencement of this Act.

(4) A person elected or appointed to any position under the repealed Act shall continue to occupy such position for the remainder of the unexpired term of office.

(5) A person serving as the chief executive officer of the Institute shall continue to occupy such position for the remainder of the unexpired term of office.

Repeal of Cap. 534.

**48.** The Certified Public Secretaries of Kenya Act, 1988 is repealed.

## **FIRST SCHEDULE**

*(s. 3(1), 8(2)(a)(b))*

### **MEETINGS OF THE MEMBERS OF THE INSTITUTE**

**1.** An annual general meeting of the Institute shall be held within six months after the end of each year.

**2.** A special general meeting of the Institute shall be held at any time and a written request made to the Council and signed by at least fifty members of the Institute who have complied with section 22.

**3.** (1) A meeting of the Institute shall be convened by the Council by issuing to every member of the Institute a written notice—

- (a) stating the mode and time when, the meeting is to be held; and
- (b) indicating the business which is proposed to transacted at the meeting.

(2) The notice issued under sub-paragraph (1) shall be issued at least twenty-one days prior to the date on which the meeting is to be held.

**4.** (1) The chairperson of the Council shall preside at all meetings of the Institute.

(2) At a meeting of the Institute at which the chairperson is not present, the vice-chairperson of the Council shall preside.

(3) At a meeting of the Institute at which neither the chairperson nor the vice- chairperson of the Council is present, the members of the Institute present at the meeting shall elect one of their members to preside.

**5.** (1) The quorum for a meeting of the Institute shall be fifty members of the Institute who have complied with section 22.

**6.** (1) No business shall be transacted at a meeting of the Institute unless—

(a) the business is indicated in the notice convening the meeting as business which it is proposed to transact; or

(b) in the case of business not so indicated, the members present in the meeting vote to transact the business and the person presiding at the meeting agrees to the transaction of the business.

(2) Minutes of the meetings of the Institute shall be kept in such manner as the Council may direct.

**7.** The person presiding at a meeting of the Institute may adjourn the meeting with the consent of the members present in the meeting.

**8.** (1) Questions arising at a meeting shall be determined by a majority of the members of the Institute in good standing.

(2) Voting on any question shall be by a show of hands or electronically as determined by the person presiding at the meeting.

(3) Voting may be done either personally or by proxy appointed in writing.

(4) An instrument appointing a proxy for the purposes of sub-paragraph (3) shall be in writing and shall be deposited with the secretary to the Council at least two days before the date of the meeting of the Institute.

(5) The person presiding at a meeting of the Institute shall have a deliberative vote, and, in the event of an equality of votes, also shall have a casting vote.

## **SECOND SCHEDULE**

*(s. 8(2))*

### **APPOINTMENT OF MEMBERS OF THE COUNCIL**

**1.** (1) The chairperson of the Council shall be elected at an annual general meeting.

(2) The chairperson of the Council shall hold office for a single term of two years.

**2.** (1) The office of the chairperson shall become vacant where the person—

- (a) dies
- (b) has been adjudged bankrupt;
- (c) is convicted for an offense involving dishonesty or fraud;
- (d) is unable to perform functions of the office due to mental incapacity;
- (e) is unable to attend three consecutive meetings without notice to the Council;

- (f) has been held liable for professional misconduct by the Disciplinary Committee; or
- (g) resigns.

**3.** (1) Each of the four members of the Council referred to in section 8(2)(b) shall be elected at an annual general meeting.

(2) A member of the Council elected pursuant to subparagraph (1) holds office for a term of three years and shall be eligible for a re-election for one further term, unless the member of the Council ceases to hold office.

**4.** The office of a member of the Council shall become vacant where a member of the Council —

- (a) dies;
- (b) has been adjudged bankrupt;
- (c) is convicted for an offense involving dishonesty or fraud;
- (d) is unable to perform functions of the office due to mental incapacity;
- (e) is unable to attend three consecutive meetings without notice to the Council;
- (f) has been held liable for professional misconduct by the Disciplinary Committee; or
- (g) resigns.

**5.** (1) Where a vacancy occurs under paragraph (4) the vacancy shall be filled at the next annual general meeting of the Institute.

(2) A member of the Council who ceases to hold office is eligible for election.

**6.** (1) There shall be a vice-chairperson of the Council who shall be elected by the Council from amongst the members of the Council at the first meeting of the Council.

(2) The vice-chairperson of the Council shall perform the function of the chairperson where the office of the Chairperson falls vacant under paragraph (4).

**THIRD SCHEDULE**

*(s. 8(3))*

**CONDUCT OF BUSINESS OF THE COUNCIL**

1. The quorum at meetings of the Council shall be five members.
2. The Council may determine its own procedure relating to its meetings.
3. The person presiding at a meeting of the Council shall have a deliberative vote, and, in the event of an equality of votes, shall have a casting vote.
4. The minutes of a meeting of the Council shall be kept in such manner as the Council directs.

## **FOURTH SCHEDULE**

*(s. 16(2))*

### **APPOINTMENT AND CONDUCT OF BUSINESS OF THE BOARD**

**1.** (1) A member of the Board shall hold office for three years and is eligible for re-appointment for one final term.

(2) A member of the Board may resign from office by submitting a notice in writing to the Cabinet Secretary.

**2.** The office of a member of the Board shall become vacant where a member of the Board —

- (a) dies;
- (b) has been adjudged bankrupt;
- (c) has been convicted for an offense involving dishonesty or fraud;
- (d) is unable to perform functions of the office due to mental incapacity;



- (e) does not attend three consecutive meetings without notice to the Board;
- (f) in case of the chairperson, vice chairperson and members of the Board appointed under section 16(1) (a), has been held liable for professional misconduct by the Disciplinary Committee; or
- (g) resigns.

**3.** (1) The Cabinet Secretary shall appoint the chairperson and the vice-chairperson of the Board from amongst the members of the Board.

(2) The notice for resignation in paragraph 2 by the chairperson and vice-chairperson shall be in writing and submitted to the Cabinet Secretary.

(3) The vice-chairperson of the Board shall perform the functions of the chairperson of the Board where a vacancy of the office of the chairperson occurs.

**4.** The quorum at meetings of the Board shall be five members.

**5.** The Board may determine its own procedures relating to its meetings.

**6.** The person presiding at a meeting of the Board shall have a deliberative vote, and, in the event of equality of votes, shall have a casting vote.

**7.** The minutes of a meeting of the Board shall be kept in such manner as the Board directs.

## **FIFTH SCHEDULE**

*(s. 35(9), 36)*

### **CONDUCT OF BUSINESS OF THE DISCIPLINARY COMMITTEE**

**1.** Where a complaint has been lodged, the secretary to the Disciplinary Committee shall submit the complaint to the Disciplinary Committee.

**2.** (1) The secretary to the Disciplinary Committee shall notify the parties to a complaint of the date, time and place for the hearing of the complaint.

(2) On the lapse of the period under sub- paragraph (1) the secretary to the Disciplinary Committee shall issue a notice in writing to the parties to the complaint of the date, time and place for the hearing of the complaint.

(3) The notice under subparagraph (2) shall be issued at least fourteen days before the date of the hearing of the complaint.

**3.** The parties to a complaint may appear for a hearing of the complaint in person or may be represented by an advocate.

**4.** (1) At a hearing of a complaint, the Disciplinary Committee may—

(a) administer oaths;

(b) summon persons to attend and give evidence; and

(c) order the production of relevant documents.

(2) Orders and summons of the Disciplinary Committee shall be issued in writing by the chairperson of the Disciplinary Committee.

(3) The Disciplinary Committee may impose a fine not exceeding five thousand shillings to a person served with summons under paragraph 4(1) (b) who, without reasonable excuse, does not attend the hearing.

**5.** (1) At a hearing of the complaint the—

(a) procedure followed shall be determined by the Disciplinary Committee; and

(b) Disciplinary Committee shall not bound by the Evidence Act.

(2) The secretary to the Disciplinary Committee shall record of the proceedings of the hearing.

**6.** The determination of the Disciplinary Committee on a complaint shall be by a majority of the members present.

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