

# THE CERTIFIED GOVERNANCE PROFESSIONALS BILL, 2023

## A Bill for

**An Act of Parliament** to provide for the establishment, powers and functions of the Institute of Certified Governance Professionals and the Certified Governance Professionals Board and the Disciplinary Committee; and for connected purposes.

### PART I—PRELIMINARY

- Short title.           **1.** This Act may be cited as the Certified Governance Professionals Act, 2023.
- Interpretation.       **2.** In this Act, unless the context otherwise requires—
- “associate certified governance professional certificate” means a certificate issued under section 27;
- “Board” which means the Certified Governance Professionals Board established by section 15;
- “Cabinet Secretary” means the Cabinet Secretary of the National Treasury;
- “certified governance professional” means a person who offers the services specified in section 21;
- “certified governance professional 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 34;
- 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 Professionals established under section 3; and

“licence” means a licence issued under section 28 or 30.

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

Establishment of  
Institute.

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

(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, 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 professional practicing in its jurisdiction, shall—

- (a) address issues relating to the welfare of the certified governance professional; and
- (b) inform the Council of any matter that requires the engagement of the Council or stakeholders.

(3) The Cabinet Secretary, in consultation with the Council, may make regulations providing for the establishment and operations of the branches of the Institute.

Members of  
Institute.

**5.** (1) A person who is registered under section 27 shall be a member of the Institute.

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

- (a) fellows, who shall be certified governance professionals who have been invited under subsection (3) and who may hold themselves out as “Fellows of the Institute of Certified Governance Professionals”;
- (b) full members, who shall be persons who have been issued with a certified governance professional certificate, and who may hold themselves out as “Members of the Institute of Certified Governance Professionals”;
- (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 Professionals”; 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 profession, 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 approved by the Board; and
- (c) acquired at least ten years’ experience in offering the services of a certified governance professional.

(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 shall be entitled to 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 professional; 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 shall qualify to be issued with a certified governance professional 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 profession, 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) five members of the Institute elected in accordance with the First Schedule, two of whom two shall be representatives of the branches;
- (c) a person nominated by the Cabinet Secretary to the National Treasury;
- (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 chief executive officer of the Institute shall be responsible for the day-to-day management of the Institute.

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

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

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 of good standing with the Institute.

(3) The Secretary to the Council shall provide the services of a certified governance professional 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 from personal 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 caused by the performing the functions or exercising the powers of the Institute.

Powers of Institute.

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

(a) issue standards, codes of practice and conduct in the certified governance profession;

- (b) levy fees and subscriptions;
- (c) invest money not immediately required for the performance of its functions;
- (d) confer awards to certified governance professionals;
- (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 its functions.

The functions of the Institute.

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

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

- (j) promote international recognition of the certified governance profession; and
- (k) collaborate with other professional bodies in the development of the certified governance profession.

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

Establishment of the Board.

**15.** (1) There is established the Certified Governance Professionals 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—

- (a) four persons nominated by the Council;
- (b) a person nominated in writing by the Examination Board;
- (c) a person nominated by the Cabinet Secretary;
- (d) a person nominated in writing by the Commission for University Education in writing; and
- (e) a person nominated in writing by the Attorney-General; and
- (f) the Registrar of the Board.

(2) The appointment of the members of the Board 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 professionals and firms;
- (b) maintain a register of certified governance professionals and firms;
- (c) issue certified governance professional certificates;

- (d) issue associate certified governance professional certificates;
- (e) suspend or cancel the registration of certified governance professionals and firms on the recommendation of the Disciplinary Committee; and
- (f) advise the Council on the standards of practise in the certified governance profession.

Registrar to the Board.

**18.** (1) There shall be a Registrar to 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 Registrar 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 Registrar shall be appointed for a term of three 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 from personal 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 caused by the performing the functions or exercising the powers of the Board.

### **PART III—PRACTISING AS CERTIFIED GOVERNANCE PROFESSIONAL**

Scope of practise as certified

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

governance  
professional.

- (a) the certification and submission of official and statutory returns or records with the relevant authorities;
- (b) monitoring and advising on the implementation of constitutional, legal and policy guidelines on governance, ethics and integrity;
- (c) maintenance and updating statutory registers;
- (d) managing shareholders or members relations;
- (e) certification of the governance section of annual reports; and
- (f) performing such other statutory duties of a certified governance professional prescribed under any other written law.

Practising as a  
certified  
governance  
professional.

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

(2) A person who contravenes subsection (1) shall be 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.

Issuance of  
certified  
governance  
professional  
certificate.

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

(2) A person who makes a false or misleading statement, in an application made under subsection (1), commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand shillings or imprisonment for a term not exceeding six months, or to both.

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

- (a) has an associate certified governance professional certificate and has received instructions of such a nature and for such period as may be prescribed by the Council from a certified governance professional; or
- (b) who has complied with section 5(6).

Validity of certified governance professional certificate.

**24.** (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 professional certificate that has been suspended or cancelled where the certified governance professional has complied with the recommendations of the Disciplinary Committee issued under.

Accreditation.

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

Professional fees.

**26.** The Cabinet Secretary in consultation with the Council may prescribe the fees payable to a certified governance professional for the services of a certified governance professional.

Registration of associate certified governance professionals.

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

(2) A person who has the qualifications specified in subsection (1) and intends to practise as a certified governance professional shall apply to the Board for registration as an associate certified governance professional.

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

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

Licensing of certified governance professionals.

**28.** (1) A person who intends to practise as a certified governance professional 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.

Registration of firms.

**29.** (1) A firm qualifies to be registered by the Board upon where the at least one of its partners is practising as a certified governance professional.

(2) A firm which has the qualifications specified in subsection (1) and offers the services of a certified governance professional 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.

Licensing of firm.

**30.** (1) A firm shall not offer the services of a certified governance professional 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.

Register kept by the Board.

**31.** (1) The Registrar of the Board shall maintain a register which shall contain—

(a) the details and status of the persons registered under section 27; and

(b) the details and status of the persons registered under section 21.

(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.

**32.** (1) The Board may suspend or cancel a registration made under section 21 or 27 on a recommendation made by the Disciplinary Committee.

(2) The Board may re-register a person whose registration has been suspended or cancelled under subsection (1) on the recommendation of the Disciplinary Committee.

#### **PART IV—DISCIPLINE OF CERTIFIED GOVERNANCE PROFESSIONALS**

Professional misconduct.

**33.** A certified governance professional commits professional misconduct if the professional—

- (a) allows another person to practise in the name of the professional as a certified governance professional;
- (b) for the purpose of or in course of practising as a certified governance professional, secures business as a certified governance professional through a person who has does not have a valid certified governance professional certificate and licence;
- (c) pays to any person, other than a person who—
- (d) discloses information acquired in practising as a certified governance professional 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;
- (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 keep the funds of a client in an account separate from the professional's account or the account of the professional's firm; or
- (h) includes in any statement, return or form submitted to the Council any particulars knowing them to be false.

Disciplinary  
Committee.

**34. (1) Where a complaint against the professional misconduct of a certified governance professional arises, a Disciplinary Committee shall be constituted to determine the complaint.**

(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 notice published in the *Gazette*, by the Cabinet Secretary.

(4) The chairperson of the Disciplinary Committee shall be a fellow 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 certified governance professionals in good standing with the Institute for at least five 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.

(10) The members of the Disciplinary Committee shall be paid such allowances as the Cabinet Secretary shall, in consultation with the Salaries and Remuneration Committee, determine.

Complaints to  
Disciplinary  
Committee.

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

(2) A complaint made under subsection (1) shall be accompanied by the prescribed fees.

Determination of  
complaints.

**36.** Upon hearing the parties to a complaint, the Disciplinary Committee may recommend that—

(a) no action be taken against a certified governance professional;

(b) the Board cancels the registration of the certified governance professional;

(c) the Board suspends the registration of the certified governance professional for a period not exceeding two years;

- (d) the period within which a certified governance professional whose registration has been cancelled under paragraph (b) may apply for reregistration;
- (e) the Board cancels the registration of a firm;
- (f) the Board suspends the registration of a firm for a period not exceeding two years;
- (g) the period within which a firm whose registration has been cancelled under paragraph (e) may apply for reregistration;
- (h) the Institute revokes the licence of the certified governance professional;
- (i) the Institute suspends the licence of the certified governance professional for a period not exceeding the remainder of the validity of the licence;
- (j) the period within which a certified governance professional whose licence has been revoked under paragraph (h) may apply for a licence;
- (k) the Institute revokes the licence of a firm;
- (l) the Institute suspends the licence of a firm for a period not exceeding the remainder of the validity of the licence;
- (m) the period within which a partner of a firm whose licence has been revoked under paragraph (h) may apply for a licence;
- (n) the Institute suspends the membership of the certified governance professional for a period not exceeding two years;
- (o) the reprimanding of the certified governance professional;
- (p) the certified governance professional pay to the Institute or to the Board, a fine not exceeding one million shillings;
- (q) the certified governance professional compensates the complainant an amount not exceeding one million shillings;
- (r) the certified governance professional undertakes training; or
- (s) the certified governance professional undergoes mentorship from a certified governance professional who has complied with section 22.

Appeals.

**37.** 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.

**38.** 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.

Funds of the Board.

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

- (d) grants, gifts and donations to the Board for the purpose of performing the functions of the Board;
- (e) money appropriated by Parliament;
- (f) such fees that may accrue to the Institute in the course of performing the functions of the Board.

Annual estimates of the Institute.

**40.** (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.

**41.** 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 for the financial year.

Annual estimates of the Disciplinary Committee.

**42.** At least three months before the commencement of each financial year, the Disciplinary Committee shall prepare the estimates of the revenue and expenditure of the Institute for the financial year.

Accounts and audit by the Institute.

**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.

No. 34 of 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 Institute, and such accounts shall be audited in accordance with the Public Audit Act, 2015.

Accounts and  
audit by the  
Disciplinary  
Committee.  
No. 34 of 2015.

**45.** The Disciplinary Committee 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.

## **PART VII—MISCELLANEOUS**

Offences and  
penalties.

**46.** (1) A person who—

- (a) hold themselves out as “fellow of the Institute” and has not been registered as such by the Institute;
- (b) holds themselves out as “member of the Institute” 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 partner of a firm—

- (a) holds themselves out as “fellow of the Institute” and none of the partners of the firm has been invited as such by the Institute;
- (b) holds themselves out to be “member of the Institute” and none of the partners of the firm has been registered as such by the Institute; or
- (c) hold themselves out to be “honorary fellow of the Institute” and has not been invited 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 presents falsified documents for purposes of obtaining a licence commits an offence and shall be liable on conviction to a fine not exceeding one hundred thousand, or to imprisonment for a term not exceeding six months, or to both.

Regulations

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

Saving and Transition.

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

(3) A person practising as a certified governance professional shall comply with this Act by the 1st date of January of the following 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.

Cap. 534.

(6) In this section, “repealed Act” means the Certified Public Secretaries of Kenya Act, 1988.

Repeal of Cap. 534.

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

## **FIRST SCHEDULE**

*(s. 3(3))*

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

**1.** An annual general meeting of the Institute shall be held not later than six months after the end of each year.

**2.** A special general meeting of the Institute—

(a) may be held at any time; and

(b) shall be held on a written request made to the Council and signed by at least a third of the 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 place, day and time when, the meeting is to be held; and

(b) indicating the business which it is proposed to transact at the meeting.

(2) Notice of a meeting shall be given not less than twenty-one days before the date on which it 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 a third of the 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 proceedings at the meetings of the Institute shall be kept in such manner as the person presiding at the meeting, directs.

**7.** The person presiding at a meeting of the Institute may adjourn the meeting from time to time and from place to place, 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 present at the meeting voting on the question.

(2) Voting on any question shall be by a show of hands unless a ballot is demanded by any members present at the meeting.

(3) Where a ballot is held 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 has a deliberative vote, and, in the event of an equality of votes, also has 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 term of three years and shall be eligible for a re-election for one further term.

(3) The chairperson of the Council may resign from office by submitting a notice in writing to the Council.

**2.** (1) The Cabinet Secretary, in consultation with the Council, may appoint a person to act as the chairperson of the Council where—

(a) a vacancy in the office occurs; or

(b) the chairperson is unable to perform the functions of the office.

**3.** The Cabinet Secretary may, in consultation with the Council, revoke the appointment made under paragraph 2.

**4.** The appointment made under paragraph 2 shall cease—

(a) where an election is conducted under paragraph 1 (1);

(b) if the person appointed resigns the office, in writing to the Cabinet Secretary; or

(c) on Cabinet Secretary revokes the appointment under subparagraph (2).

5. (1) Each of the five members of the Council members 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 he earlier ceases to hold office.

6. A member of the Council may resign from office by submitting a notice in writing to the Council.

7. (1) Subject to paragraph 1 (3), where a member of the Council ceases to hold office a member shall be elected to fill the vacancy at the annual general meeting of the Institute next following, or shall be appointed by the Cabinet Secretary, as the case may be.

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

8. (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 may exercise and perform the function of the chairperson if the chairperson is unable to exercise and perform those functions.

### **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 shall determine the arrangements relating to its meetings.
3. The person presiding at a meeting of the Council has a deliberative vote, and, in the event of an equality of vote, also has 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 a period of three years next following his appointment unless he earlier ceases to hold office.

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

(3) A member of the Board is eligible for re-appointment for one final term of three years.

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

(2) The chairperson or the vice-chairperson of the Board may resign from office by submitting a notice in writing to the Cabinet Secretary.

(3) The vice-chairperson of the Board may exercise any of the functions of the chairperson of the Board where the chairperson of the Board is unable to perform the functions.

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

4. The Board shall determine the arrangements relating to its meetings.

5. The person presiding at a meeting of the Board has a deliberative vote, and, in the event of an equality of votes, also has a casting vote.

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

#### **FIFTH SCHEDULE**

*(s. 34(9), 35(1))*

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

1. Where a person lodges a complaint, the secretary to the Disciplinary Committee shall transmit the complaint to the members of the Disciplinary Committee and to the person whose conduct the subject of the complaint.

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) The notice under subparagraph (1) 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) An oath may be administered by any member of the Disciplinary Committee.

(3) Notices of the Disciplinary Committee shall be issued in writing by the secretary to the Disciplinary Committee.

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

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

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

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

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

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

**7.** A person served with a summons to appear as a witness at a hearing of the complaint who, without reasonable excuse, fails to attend as required by the summons, commits an offence and shall on conviction be liable to a fine not exceeding five thousand shillings.

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